

BHARAT WIRE ROPES LTD.

ELEVATOR



STRUCTURAL
ROPES



MARINE

GENERAL
ENGINEERING



CRANES & MINING

ANNUAL REPORT
2015-16

Quality.
Innovation.
Safety.
Satisfaction.



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CORPORATE INFORMATION

Company Identification Number	L27200MH1986PLC040468
Date of Incorporation	July 24, 1986
Type of Business:	Manufacturing of Wires, Wire Ropes, Slings, Stranded Wires, etc.
Registered Capital:	Rs. 50,00,00,000/- divided into 5,00,00,000 equity shares of Rs. 10/- each fully paid up.
Paid Up Capital:	Rs. 44,95,22,480/- divided into 4,49,52,248 equity shares of Rs. 10/- each fully paid up.

Registrar and Share Transfer Agent:	Registered Office:	Corporate Office:
Karvy Computershare Private Limited Karvy Selenium, Tower B, Plot No. 31&32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, Andhra Pradesh, India. Toll Free No.:1800 3454 001 Tel No.:+91-4067162222 Fax No.:+91-40-23431551 Email id: suresh.d@karvy.com Website: www.karvycomputershare.com	Plot 1 & 4, Atgaon Industrial Complex, Mumbai – Nasik Highway, Atgaon (E), Taluka Shahpur, Thane – 421601. Tel.: +91 2527 240123/4 Fax: +91 2527 240196 Email: investors@bharatwireropes.com Website: www.bharatwireropes.com	701, A Wing, Trade World, Kamla Mills Compound, Senapati Bapat Marg, Lower Parel (W), Mumbai – 400013 Tel.: +91 22 66824600 Fax: +91 22 24955477 Email: investors@bharatwireropes.com Website: www.bharatwireropes.com

Project under execution:

Chalisgaon: Plot No. 4, Chalisgaon Industrial Area, Village- Khadki, BK Chalisgaon, District, Jalgaon - 424101, Maharashtra

Stock Exchanges where the Company's securities are listed:

National Stock Exchange of India Limited Address: Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) - 400 051	BSE Limited Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.
Date of Listing on Stock Exchange	April 1, 2016

Bankers:

Bank of Baroda	Central Bank of India	Corporation Bank	EXIM Bank
State Bank of Bikaner & Jaipur	Union Bank of India	Vijaya Bank	

Board of Directors:

Mr. Supratik Chatterjee	: Chairman & Non-Executive Independent Director
Mr. Murarilal Mittal	: Managing Director
Mr. Sumit Kumar Modak	: Whole-Time Director
Mr. Sushil R. Sharda	: Whole-Time Director
Mr. Venkateswararao Kandikuppa	: Whole-Time Director
Mr. Anthony D'Souza	: Non-Executive Independent Director
Mr. Asit Pal	: Non-Executive Independent Director
Ms. Ruhi Mittal	: Non-Executive & Non -Independent Director
Mr. Rakesh Kumar Jain	: Chief Financial Officer
Mr. Shailesh Rakhasiya	: Company Secretary & Compliance Officer

Statutory Auditor : M/s. Sureka Associates,
Chartered Accountants

Internal Auditor : M/s. Borkar & Mazumdar,
Chartered Accountants

MANAGING DIRECTOR'S SPEECH

My Dear Stakeholders,

To create value for everybody is a belief well assimilated in the DNA of Bharat Wire Ropes Limited. "Bharat Wire Ropes Limited (BWRL) can be personified like a mirror, it reflects the meaning of its name, culture of India & its core values, relentless pursuit of perfection, warm & hospitable nature of our people, fearless leadership & a sense of social conscience."

Following the grand success of our IPO at the beginning of this year, which saw us being oversubscribed over two times in Retail and HNI category, we are well on course towards realizing our stated goals-kick-starting our Greenfield Project in MIDC, Chalisgaon, Maharashtra, with a total capacity of 66,000 MTPA and meeting other corporate expenses. The Greenfield project making use of state of the art machinery procured from world leaders across the globe will help us cater to the specialized wire rope requirements of both the domestic as well as the international market.

Make in India and other government-initiated reforms look set to transform India into one of the leading manufacturing destinations in the world. The Hon'ble Prime Minister of India, Shri. Narendra Modi, has said that a strong Democracy, Demography and Demand are major growth drivers for any country. India is lucky to possess all; and coupled with a skilled workforce, a robust legal and IPR regime, and a steadfast commitment to calibrated liberalization, the manufacturing sector in India may well enter a new era of global competitiveness where it will be pitched against world leading companies.

Over the years, we at BWRL have constantly endeavored to strengthen our product portfolio and develop capabilities at every step to manufacture a wider range of products adhering to the highest standards of quality. Our relentless efforts have helped position ourselves as the Company of choice for the wire rope needs of all our clients. A diversified client base that is spread across India has reduced our dependency on any single industry's contribution to our overall revenue. We have adopted the strategy of "Partial Backward Integration", necessitating the purchase of Wire Rods from reputed companies-this constitutes the first step in the raw material procurement process. The change has enabled us to have better control over Quality & Cost, streamlining Inventory and be in a position to provide timely service.

The profit after tax for the financial year 2015-16 was in line with expectations. However, there has been a downfall due to reduction in prices of final products and reduced raw material prices, although we do expect the scenario to improve towards the end of current year itself. Meeting the growing technology demands of the market is a challenge which BWRL is well-equipped to meet with its range of cost effective and technically advanced products that adhere to international standards. BWRL plans to cater to the needs of various customers belonging to

different geographies by following the direct market route for larger consumers and by utilizing zone-wise local distributors to serve the demands of the wide market. Besides enhancing our presence in our existing business segment, we would also be looking to enter untapped markets that hold vast potential. Our planned foray into countries such as USA, Canada, Brazil, South-East Asia, Singapore, Middle East, Russia, Africa, Europe and Australia will help us make deeper inroads in the international market. Our multi-pronged strategy would allow us to increase revenue while at the same time shielding us from risks arising out of price volatility and fluctuations in unstable regions. Our marketing and sales network is widely spread across India while also boasting of an international presence evidenced by our participation in highly acclaimed international wire trade fairs.

BWRL, being an Engineering Product Company, Research and Development is what we thrive on. We have procured various sophisticated machinery making use of high-end technology. All of these are already in erection stage and have been optimized for efficient usage. We are also proud to have undertaken initiatives to promote the future leaders of the wire ropes industry. True to our ethos, we believe in nurturing our workforce by providing opportunities for growth, as also operating with a sense of social conscience evidenced by our energy optimization and waste reduction measures.

Lastly, I am delighted to share that we are taking giant strides towards becoming a world-leading Company in the manufacture of wire ropes, strands, slings, etc. Safety is at the core of what we do. We have certifications of approval from reputed agencies such as the Bureau of Indian Standards, RDSO, CORE and IRS to allow us to embark on unhindered production of world-class products from both our existing and upcoming facility. With a constant focus on innovation, we aim to offer the best-in-class value proposition to all our clients.

Our vision to be "World Leading Wire Rope Company" is taking shape & we are moving in that direction. A Strong team, Years of experience, sufficient resources and a Strong Will to achieve is what drives our Company. We at BWRL will strive to improve ourselves at every step in our journey.

Last, but not the least, I take this opportunity to express my sincere gratitude to our Board of Directors, our Management, Employees, our Customers, Suppliers, Bankers and Investors for their continual support to BWRL.

Yours Sincerely,

Murarilal Mittal
Managing Director

NOTICE

Notice is hereby given that the 30th Annual General Meeting (“AGM”) of Members of **Bharat Wire Ropes Limited** (“Company”) will be held on Wednesday, August 10, 2016 at 12:00 Noon at the Registered Office at Plot No. 1 & 4, Atgaon Industrial Complex, Mumbai-Nasik Highway, Atgaon (East), Taluka Shahpur, Thane – 421601, Maharashtra, India, to transact the following businesses:

Ordinary Business:

Item No. 1 – Adoption of financial statements:

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon.

Item No. 2 – Re-appointment of Mr. Murarilal Mittal (DIN: 00010689) as a director liable to retire by rotation:

To appoint a Director in place of Mr. Murarilal Mittal (DIN: 00010689) who retires by rotation and being eligible, has offered himself for re-appointment.

Item No. 3 – Ratification of appointment of auditors:

To ratify the appointment of statutory auditor of the Company, and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time and the resolution passed by the Members at the 29th Annual General Meeting of the Company held on September 29, 2015, the appointment of M/s. Sureka Associates, Chartered Accountants (Firm Registration No. – 110640W) as the Auditor of the Company to hold office till the conclusion of next Annual General Meeting is hereby ratified and the Board of Directors are authorized to fix the remuneration payable to the Auditor for the financial year ending March 31, 2017, as may be determined by the Audit Committee in consultation with Auditor.”

Special Business:

Item No. 4 – Re-appointment of Mr. Sushil R. Sharda (DIN: 03117481) as a Whole-time Director:

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to requisite approval of Central Government, and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Sushil R. Sharda (DIN: 03117481), as a Whole-Time Director of the Company for a period of Five (5) years with effect from January 1, 2016 to December 31, 2020,

on the remuneration, terms and conditions as detailed in the explanatory statement attached hereto, and as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to alter or vary the scope of remuneration of Mr. Sushil R. Sharda, Whole-time Director, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

Item No. 5 – Re-appointment of Mr. Venkateswararao Laxmanamurty Kandikuppa (DIN: 06456698) as a Whole-time Director:

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to requisite approval of Central Government, and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Venkateswararao Laxmanamurty Kandikuppa (DIN: 06456698), as a Whole-Time Director of the Company for a period of Five (5) years with effect from January 1, 2016 to December 31, 2020, on the remuneration, terms and conditions as detailed in the explanatory statement attached hereto, and as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to alter or vary the scope of remuneration of Mr. Venkateswararao Laxmanamurty Kandikuppa, Whole-time Director, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

Item No. 6 – Re-appointment of Mr. Sumit Kumar Modak (DIN: 00983527) as a Whole-time Director:

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to requisite approval of Central Government, and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Sumit Kumar Modak (DIN: 00983527), as a Whole-Time Director of the Company for a period of Five (5) years with effect from January 1, 2016 to December 31, 2020, on the remuneration, terms and conditions as detailed in the explanatory statement attached hereto, and as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to alter or vary the scope of remuneration of Mr. Sumit Kumar Modak, Whole-time Director, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

Item No. 7 – Revision in the Managerial Remuneration of Mr. Murarilal Mittal, Managing Director:

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to requisite approval as required (including any statutory modifications or re-enactment thereof for the time being in force) and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for the increment in the remuneration structure payable without any change in the existing terms and conditions for the appointment of Mr. Murarilal Mittal (DIN: 00010689) as Managing Director of the Company with effect from January 1, 2016 on the salary up to Rs. 80 Lacs Per Annum and as recommended by the Nomination and Remuneration Committee.”

“**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

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

Shailesh Rakhasiya
Company Secretary & Compliance Officer

Date : May 29, 2016

Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF, AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, to be effective, must be received by the Company not less than 48 hours before the AGM.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. Corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the AGM.
5. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on Thursday, June 30, 2016. The Notice of the AGM is also posted on the website of the Company – <http://www.bharatwireropes.com/>.
6. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the AGM. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the AGM.
7. Members are requested to bring their copies of Annual Report to the AGM. In order to enable us to register your attendance at the venue of the AGM, members are requested to please bring their folio number/demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the AGM.
8. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
9. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Register of Members of the Company will remain closed from Monday, August 1, 2016 to Wednesday, August 10, 2016 (Book Closure Date) for the purpose of AGM.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and

Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s. Karvy Computershare Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

11. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the AGM is annexed hereto.
12. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the AGM of the Company.
13. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of remote e-voting to all members as per the applicable Regulations relating to e-voting.

The Members whose names appear in the Register of Members / list of Beneficial Owners as on Friday, July 29, 2016, i.e. the cut-off date, are entitled to vote on the resolutions set forth in this Notice. The Remote e-voting period will commence at 9.00 a.m. on Friday, August 5, 2016 and will end at 5.00 p.m. on Tuesday, August 9, 2016. The facility for voting through ballot etc. will be also made available at the AGM, and Members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may only cast their vote at the AGM.

The Company has appointed M/s. Abhishek Lakhota & Co., Practicing Company Secretary (Membership No. ACS 28295) to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

14. Voting through electronic means:
 - I. The Company has engaged the services of Karvy Computershare Private Limited ('Karvy') for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:
 - a) In case of Members receiving an e-mail from Karvy:
 - i. Launch an internet browser and open <https://evoting.karvy.com>

- ii) Enter the login credentials (i.e. User ID and password). The Event No., Folio No. or DP ID / Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering the above details Click on – Login.
- iv. Password change menu will appear. Change the Password with a new Password of your choice. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will also prompt you to 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. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the E-Voting Event.
- vi. Select the EVENT of Bharat Wire Ropes Limited and click on - Submit.
- vii. Now you are ready for e-voting as ‘Cast Vote’ page opens.
- viii. Cast your vote by selecting appropriate option and click on ‘Submit’. Click on ‘OK’ when prompted.
- ix. Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
- x. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xi Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter, along with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at cs.scrutinizer@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format ‘Corporate Name_EVENT NO.’

- b) In case of Members receiving physical copy of the Notice of AGM and Attendance Slip:
 - i. Initial Password is provided, as follows, at the bottom of the Attendance Slip enclosed with the physical annual report.

USER ID	PASSWORD
-	-

- ii. Please follow all steps from Sr. No. (i) to Sr. No. (xi) above, to cast vote.
- II. In case of any queries, you may refer to the ‘Frequently Asked Questions’ (FAQs) and ‘e-voting user manual’ available in the downloads section of Karvy’s e-voting website on <https://evoting.karvy.com>
- III. If you are already registered with Karvy for e-voting then you can use your existing User ID and Password for casting vote.
- IV The voting rights shall be as per the number of equity share held by the Member(s) as on Friday, July 29, 2016, i.e. cut-off date, and may cast their vote electronically. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- V. The voting period shall commence at 9.00 a.m. on Friday, August 5, 2016 and will end at 5.00 p.m. on Tuesday, August 9, 2016. The remote e-voting module shall be disabled by Karvy at 5.00 p.m. on the same day.
- VI. Once the vote on a resolution is casted by a member, the member shall not be allowed to change it subsequently.
- VII. The members who have cast their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
- VIII. Members who have acquired shares after the dispatch of the Annual Report and/or before the cut-off may obtain the User ID and Password for exercising their right to vote by electronic means, in the following manner:
 - a. If the mobile number of the member is registered against Folio No. / DP ID and Client ID, the member may send SMS: MYEPWD <space> 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> XXX1234567

- b. If e-mail or mobile number of the member is registered against Folio No. / DP ID / Client ID, then on the home page of <https://evoting.karvy.com>, the member may click 'forgot password' and enter Folio No. or DP ID / Client ID and PAN to generate a password.
 - c. Member may call Karvy's toll free number 1-800-3454-001
 - d. Member may send an e-mail request to evoting@karvy.com.
- IX. The results shall be declared on or after the AGM. The results along with the requisite enclosures etc. shall also be placed on the website of the Company.
 - 15. Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on August 10, 2016 are provided in Annexure A of this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following statement sets out all material facts relating to all the Special Businesses mentioned in the accompanying Notice:

Item No. 4

Pursuant to the recommendation of the Nomination and Remuneration Committee and upon subsequent approval of the Board of Directors vide resolution passed on December 28, 2015 approved appointment of Mr. Sushil R. Sharda (DIN: 03117481), as a Whole-Time Director of the Company for a period of Five (5) years with effect from January 1, 2016 to December 31, 2020 in accordance with the provisions contained in Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V to the said Act.

Approval of the members is required by way of Ordinary Resolution for appointment and payment of remuneration.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Sushil R. Sharda and the terms and conditions of the appointment are given below:

- i. Salary: upto ₹ 36 Lacs Per Annum.
- ii. Company car.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Sushil R. Sharda.

The Board of Directors recommends the resolution in relation to the appointment of Whole-time Director, for the approval of the members of the Company.

Except Mr. Sushil R. Sharda, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 4.

Item No. 5

Pursuant to the recommendation of the Nomination and Remuneration Committee and upon subsequent approval of the Board of Directors of the Company vide resolution passed on December 28, 2015 approved appointment of Mr. Venkateswararao Laxmanamurty Kandikuppa (DIN: 06456698), as a Whole-time Director of the Company for a period of Five (5) years with effect from January 1, 2016 to December 31, 2020 in accordance with the provisions contained in Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V to the said Act.

Approval of the members is required by way of Ordinary Resolution for appointment and payment of remuneration.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Venkateswararao Laxmanamurty Kandikuppa and the terms and conditions of the appointment are given below:

- i. Salary: upto ₹ 30 Lacs Per Annum.
- ii. Perquisites: Earned Privilege Leave: As per the rules of the Company and subject to the condition that the leave accumulated but not availed of will be allowed to be encashed for 15 days' salary for every year completed services at the end of the tenure.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Venkateswararao Laxmanamurty Kandikuppa.

The Board of Directors recommends the resolution in relation to the appointment of Whole-time Director, for the approval of the members of the Company.

Except Mr. Venkateswararao Laxmanamurty Kandikuppa, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 5.

Item No. 6

Pursuant to the recommendation of the Nomination and Remuneration Committee and upon subsequent approval of the Board of Directors of the Company vide resolution passed on December 28, 2015 approved appointment of Mr. Sumit Kumar Modak (DIN: 00983527), as a Whole-time Director of the Company for a period of Five (5) years with effect from January 1, 2016 to December 31, 2020 in accordance with the provisions contained in Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V to the said Act.

Approval of the members is required by way of Ordinary Resolution for appointment and payment of remuneration.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Mr. Sumit Kumar Modak and the terms and conditions of the appointment are given below:

- i. Salary: upto ₹ 40 Lacs Per Annum.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Sumit Kumar Modak.

The Board of Directors recommends the resolution in relation to the appointment of Whole-time Director, for the approval of the members of the Company.

Except Mr. Sumit Kumar Modak, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 6.

Item No. 7

The members of the Company at the 28th Annual General Meeting of the Company held on September 30, 2014, had approved the appointment of Mr. Murarilal Mittal as Managing Director of the Company and the terms of remuneration payable to him for a period of three (3) years from August 14, 2014 to August 13, 2017.

Further, the Board of Directors at their meeting held on December 28, 2015, subject to approval of members of the Company, has accorded its approval to revision in the remuneration of Mr. Murarilal Mittal (DIN: 00010689), Managing Director of the Company for his remaining tenure as a Managing Director. The same was approved by the Nomination and Remuneration Committee at its meeting held earlier that day and was recommended to the Board for its approval. The revision in remuneration of Mr. Murarilal Mittal was made with the view to make the same commensurate with his efforts given to and involvement in the Company by way of increasing monthly payment so as to maintain a regular distribution of cash flow.

Since there has been a considerable increase in the duties and responsibilities performed by the Managing Director, the Board of Directors at their meeting held on December 28, 2015, on the recommendations made by the Nomination and Remuneration Committee, has approved the proposal to increase the salary of Mr. Murarilal Mittal, Managing Director from the present ₹ 33,00,000/- per annum to ₹ 80,00,000 per annum with effect from January 1, 2016 for the remaining period of his tenure i.e., upto August 13, 2017. Except for the aforesaid revision in salary, all other terms and conditions of his appointment as the Managing Director of the Company as approved earlier, shall remain unchanged.

As the terms for revision in remuneration proposed above are well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act, Central Government approval is not necessary for the above revision in remuneration.

Except Mr. Murarilal Mittal and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 7.

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

Shailesh Rakhasiya
Company Secretary & Compliance Officer

Date : May 29, 2016

Place: Mumbai

Details of the directors seeking re-appointment in the ensuing Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings].

Name of the Director	Mr. Murarilal Mittal (DIN: 00010689)	Mr. Sushil R. Sharda (DIN: 03117481)
Date of birth	March 11, 1958	February 1, 1968
Age	58	48
Date of the first appointment on the Board	November 3, 2010	June 30, 2010
Expertise in specific functional area, Qualifications & Expertise	Mr. Murarilal Mittal holds a degree in Bachelor of Commerce and is also a Fellow member of the Institute of Chartered Accountants of India. He was associated with the Welspun Group for almost 23 (twenty-three) years, in various positions inter-alia as the Executive Director on the board of several Welspun Group Companies, including Welspun Corp Limited. He has also worked with Siyaram Silk Mills Limited for almost 6 (six) years and he was designated as a Finance Manager when he left Siyaram and joined the Welspun Group.	Mr. Sushil R. Sharda holds a degree of Bachelor of Commerce from Rajasthan University and is an Associate member of the Institute Chartered Accountants of India. He has an overall experience of 24 (twenty-four) years serving various corporates in several varied positions. Prior to joining our Company, he has worked with Welspun Corp Limited for almost 11 (eleven) years and left the said organization as the Vice President – Finance in July, 2010. His previous employments also include Grasim Industries Limited, Jindal Iron and Steel Company Limited and Satellite Group, where he mainly handled the financial and accounting profiles.
Number of Board Meetings attended in the F.Y. 2015-16	Nine (9) Board Meetings	Nine (9) Board Meetings
Remuneration paid for the Financial Year 2015-16	₹ 33,00,000/-	₹ 23,32,800/-
Directorships held in other Public Companies including Private Companies which are subsidiaries of public companies as on March 31, 2016 (Excluding foreign Companies and Section 8 Companies)	NIL	NIL
Memberships/ Chairmanships of Committees of other Public Companies as on March 31, 2016 (Includes only Audit & Shareholders' / Investors' Grievance Committee)	NIL	NIL
Number of Shares held as on March 31, 2016	1	4501
Relationship with Directors, Managers and Key Managerial Personnel	1. Sharwan Kumar Mittal, Director (Administration) – Brother. 2. Mayank Mittal, Director (Operations) – Son.	None

Name of the Director	Mr. Venkateswararao Laxmanamurty Kandikuppa (DIN: 06456698)	Mr. Sumit Kumar Modak (DIN: 00983527)
Date of birth	June 1, 1965	May 10, 1953
Age	51	63
Date of the first appointment on the Board	January 4, 2013	January 4, 2013
Expertise in specific functional area, Qualifications & Expertise	Mr. Venkateswararao Laxmanamurty Kandikuppa holds a degree in Bachelor of Commerce from APS University, Madhya Pradesh and is also a member of the Institute of Cost and Works Accountants of India. He has been the General Manager- Commercial of Lloyd's Steel and Industries Limited. Prior to joining our Company, he held the position of Vice President- Works at Lloyds Line Pipes Limited. He has an overall experience of more than 22 (twenty-two) years with several corporates across India, primarily handling plant operations and liaising with various departments for sanctions/ approvals.	Mr. Sumit Kumar Modak holds a degree of Bachelor of Technology (B. Tech) from IIT, Kharagpur and has completed The International Managers Program from the Harvard University, USA. He has held the positions of Engineering Head, Manufacturing Head and Chief Operating Officer at Usha Martin, Ranchi (Wire Ropes & Speciality Products Division). Prior to joining our Company, he has held the position of technical consultant to Aradhya Steel Wires Private Limited. He has a strong knowledge in setting up and running of large scale rope manufacturing plant at top management level. He also has product development and in-depth technical knowledge of wire rope application at global level. He has an overall experience of 40 (forty) years.
Number of Board Meetings attended in the F.Y. 2015-16	Nine (9) Board Meetings	Four (4) Board Meetings
Remuneration paid for the Financial Year 2015-16	₹ 23,68,347/-	₹ 26,91,715/-
Directorships held in other Public Companies including Private Companies which are subsidiaries of public companies as on March 31, 2016 (Excluding foreign Companies and Section 8 Companies)	NIL	NIL
Memberships/ Chairmanships of Committees of other Public Companies as on March 31, 2016 (Includes only Audit & Shareholders' / Investors' Grievance Committee)	NIL	NIL
Number of Shares held as on March 31, 2016	19,700	NIL
Relationship with Directors, Managers and Key Managerial Personnel	None	None

DIRECTORS' REPORT

To,

The Members,

Bharat Wire Ropes Limited

Your Directors are pleased to present the 30th Annual Report of the Company together with the Audited Accounts and Auditors' report for the financial year ended March 31, 2016.

1. THE COMPANY'S FINANCIAL PERFORMANCE FOR THE YEAR ENDED MARCH 31, 2016 IS SUMMARIZED AS BELOW:

Financial Particulars	For the Year Ended March 31	
	2016	2015
Income from Business Operations	60,70,28,472	76,72,21,483
Total Revenue	60,70,28,472	76,72,21,483
Profit before Tax and Depreciation	4,50,92,101	5,52,69,713
Less Depreciation	2,29,17,158	2,44,59,413
Profit before Tax	2,21,74,943	3,08,10,300
Less: Extra-ordinary Item (Goodwill Written Off)	-	1,99,51,368
Less Current Income Tax	74,63,897	92,51,050
Less Minimum Alternative Tax Credit Entitlement	-	-
Less Deferred Tax	12,83,324	(16,60,597)
Profit after Tax available for appropriation	1,34,27,722	32,68,479
Add Balance Brought forward from previous year	10,10,26,532	9,77,58,052
Balance carried to Balance Sheet	11,44,54,254	10,10,26,531
Earnings per share (Basic)	0.46	0.11
Earnings per Share(Diluted)	0.46	0.11

2. THE STATE OF COMPANY'S AFFAIRS:

Bharat Wire Ropes Ltd. ("Your Company") is one of the largest manufacturers of Wires, Wire Ropes, Stranded Wires and Slings in India with an ever growing global presence, catering more than 20 countries globally by way of exports to South Africa, Kuwait, New Zealand, Vietnam, USA, Singapore, Australia, and Nepal. The Profit before tax has improved on account of improved efficiency and benefit of reduction of Raw Material prices. Your Company's 'Revenue from Operations' was in line with previous year however there has been a marginal dip during the year mainly on account of reduction of prices of final products. Your Company has been continuously striving to increase its efficiency and productivity. The management hopes that this scenario will improve in the next year.

3. RESERVES AND DIVIDEND:

During the year under review your Company has transferred Rs. 54,44,44,425/- to Reserves and Surplus that is Rs. 35/- per equity shares on 1,55,55,555 equity shares of Rs. 10/- each, received under Initial Public Offering ("IPO"). No Dividend was declared for the current financial year due to conservation of Profits by the Company.

4. STATUTORY AUDITORS:

Your Company's Auditor, M/s. **Sureka Associates**, Chartered Accountants, Mumbai (**Firm Registration No.: 110640W**) who have been re-appointed as Statutory Auditor for a period of 5 years' subject to ratification by the Members of your Company at every Annual General Meeting, have given their consent to continue to act as the Auditor of your Company for the remaining tenure.

5. EXPANSION:

Your Company has started project for expansion of wire ropes manufacturing facilities 66,000 MTPA at MIDC, Chalisgaon, Dist. Jalgaon, Maharashtra, with estimated cost of Rs. 507.17 Crores. The Company has financed the same by way of Term Loan of Rs. 330 Crores from banks under Consortium arrangement and by issuing fresh equity shares of Rs. 70 Crores through Initial Public Offer and is listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

6. CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Since the last report following changes took place in the Board of Directors and Key Managerial Personnel:

- Mr. Asit Pal was appointed as the additional director of the Company on February 14, 2015 and his designation was changed to Non-Executive Independent Director in the Extra Ordinary General Meeting held on April 25, 2015.
- Ms. Ruhi Mittal was appointed as the additional director of the Company on April 16, 2015 and her designation was changed to Non-Executive Non Independent Director in the Extra Ordinary General Meeting held on April 25, 2015.
- Mr. Vedprakash Sharma resigned as Chief Financial Officer on April 16, 2015.
- Mr. Rakesh Kumar Jain was appointed as Chief Financial Officer on April 16, 2015 for a period of One (1) year and was re-appointed on March 28, 2016.
- Mr. Sushil R. Sharda was re-appointed as a Whole-time Director on December 28, 2015 for a period of Five (5) years w.e.f. January 1, 2016 to December 31, 2020.
- Mr. Venkateswararao Laxmanamurthy Kandikuppa was re-appointed as a Whole-time Director on December 28, 2015 for a period of Five (5) years w.e.f. January 1, 2016 to December 31, 2020.
- Mr. Sumit Kumar Modak was re- appointed as a Whole–time director on December 28, 2015 for a period of Five (5) years w.e.f. January 1, 2016 to December 31, 2020.

7. BUSINESS RISK MANAGEMENT:

Risk management is embedded in your Company’s operating framework. Your Company believes that managing risks helps in maximizing returns. The Company’s approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee.

8. POLICY ON DIRECTOR’S AND KEY MANAGERIAL PERSONNEL APPOINTMENT & REMUNERATION:

Your Company during the year adopted the policy on Director’s Appointment & Remuneration. The objective of the policy is to ensure that Executive Directors and other employees are sufficiently compensated for their performance. The Policy seeks to provide criteria for determining qualifications, positive attributes, and independence of a director and also recommend a policy relating to the remuneration for the directors and key managerial personnel.

9. CORPORATE SOCIAL RESPONSIBILITY:

Your Company does not fall under the criteria of undertaking Corporate Social Responsibility (CSR) activities as per the Section 135 of Companies Act, 2013.

10. COMMENTS BY THE BOARD WITH RESPECT TO AUDITORS FINDINGS:

No adverse remark has been reported in the auditor’s report by the auditor for the financial year 2015-16 which requires explanation and comments by the board.

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT:

Particulars of Loans, Guarantees or Investment covered under the provisions of Section 186 of the Companies Act, 2013 are given in the schedule no. 2.26.6 of notes to Financial Statements.

12. DECLARATION OF INDEPENDENT DIRECTORS:

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149 of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

13. EXTRACT OF ANNUAL RETURN:

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in *Annexure A* and is attached to this Report.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is as under.

Conservation of Energy:

Your Company has procured various latest and advance machinery having latest technology which is already in erection stage with minimum power consumption features with lot more other features for its new plant at MIDC, Chalisgaon, Maharashtra, which will result in saving in power consumption, which will benefit to the Company in the coming years.

Technology Absorption:

There have been no technology changes in the Company during the year under review, but Company is under process to bring technological revolution by installing high end technology for its new plant at MIDC, Chalisgaon, Maharashtra.

Foreign exchange earnings and Outgo:

Sr. No.	Particulars	2015-2016	2014-2015
a.	Foreign Exchange Earnings	3,27,90,308	10,06,99,170
b.	Value of Direct Import (C. I. F Value)	68,04,10,076	12,83,30,259
c.	Expenditure in Foreign Currency	33,29,197	7,25,117

15. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:

During the year under review, 9 Meeting of the Board of Directors have been conducted, details of which are given below:

Quarter	Date of the Meeting	Time of the Meeting
First Quarter (April – June)	April 16, 2015	5.30 p.m.
	April 25, 2015	5.30 p.m.
	June 15, 2015	11.00 a.m.
Second Quarter (July – September)	July 13, 2015	11.00 a.m.
	July 21, 2015	3.00 p.m.
	September 1, 2015	12.00 p.m.
Third Quarter (October – December)	December 28, 2015	12.30 p.m.
Fourth Quarter (January – March)	March 7, 2016	8.30 a.m.
	March 28, 2016	11.00 a.m.

16. DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board hereby submits its responsibility statement:-

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The directors had prepared the annual accounts on a going concern basis;
- The directors had laid down internal financial controls to be followed by the Company and those internal financial controls were adequate and were operating efficiently; and
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. DIRECTORS' EVALUATION:

The Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committees. The aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long-term strategic planning and the fulfillment of Directors' obligations and fiduciary responsibilities, including but not limited to, active participation at the Board and Committee meetings. The members of the Independent Directors Committee evaluated Board's performance in the Independent Directors Committee meetings held on March 28, 2016.

18. AUDIT COMMITTEE

The Audit Committee consists of the following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Asit Pal	Chairman	Non-Executive Independent Director
Mr. Supratik Chatterjee	Member	Non-Executive Independent Director
Mr. Anthony D'Souza	Member	Non-Executive Independent Director
Mr. Murarilal Mittal	Member	Managing Director

None of the recommendations made by the Audit Committee were rejected by the Board.

19. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of the following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Supratik Chatterjee	Chairman	Non-Executive Independent Director
Mr. Asit Pal	Member	Non-Executive Independent Director
Mr. Anthony D'Souza	Member	Non-Executive Independent Director

20. REMUNERATION TO DIRECTORS
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount (Rs.)
		Mr. Murarilal Mittal, Managing Director	Mr. Sushil R. Sharda, Whole-Time Director	Mr. Venkateswararao Kandikuppa, Whole-Time Director	Mr. Sumit Kumar Modak, Whole-time Director	
1	Total Salary (P.A)	33,00,000	23,32,800	23,68,347	26,91,715	1,06,92,862
	Total (A)	33,00,000	23,32,800	23,68,347	26,91,715	1,06,92,862

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount (Rs.)
		Mr. Supratik Chatterjee, Independent Director	Mr. Anthony D'Souza, Independent Director	Mr. Asit Pal, Independent Director	Ms. Ruhi Mittal, Non- Executive Non - Independent Director	
1	Independent Directors					
	• Fees for attending board, committee meetings	58,500	49,500	57,750	28,500	1,94,250
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	58,500	49,500	57,750	28,500	1,94,250

2	Other Non-Executive Directors	-	-	-	-	-
	• Fees for attending board, committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B) = (1+2)	58,500	49,500	57,750	28,500	1,94,250
	Total Managerial Remuneration (A+B)					1,08,58,312

21. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee consists of the following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Anthony D'Souza	Chairman	Non-Executive Independent Director
Mr. Asit Pal	Member	Non-Executive Independent Director
Mr. Sushil R. Sharda	Member	Whole-time Director

22. INITIAL PUBLIC OFFERING (IPO) COMMITTEE:

The IPO Committee consists of the following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Sushil R. Sharda	Chairman	Whole-time Director
Mr. Murarilal Mittal	Member	Managing Director
Mr. Asit Pal	Member	Non-Executive Independent Director

The above composition of the IPO Committee consists of Independent Director Mr. Asit Pal.

23. INDEPENDENT DIRECTOR'S COMMITTEE:

The Independent Director's Committee consists of the following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Supratik Chatterjee	Chairman	Non-Executive Independent Director
Mr. Anthony D'Souza	Member	Non-Executive Independent Director
Mr. Asit Pal	Member	Non-Executive Independent Director

24. VIGIL MECHANISM:

The Company has established a vigil mechanism and oversees through the Audit Committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of employees and the Company.

An Internal Complaints Committee has been formed for each location of your Company under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. No case of Sexual harassment was reported to the Internal Complaints Committee during the year under review.

25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All the transactions entered with Related Parties for the year under review were on arm's length basis. The Particulars of Contracts or Arrangements with Related Parties in terms of Section 134 of the Companies Act, 2013, are given in Form No. AOC 2.

26. MATERIAL CHANGES AND COMMITMENTS:

- Your Company raised capital by issuing 1,55,55,555 Equity Shares of Rs. 10/- each per shares for a premium of Rs. 35/- per share to the public at the end of the financial year 2015-16 and got listed on National Stock Exchange of India Limited and BSE Limited.
- No significant and material order was passed by the regulators or courts or tribunals which would have impacted the going concern status and the Company's operation in future.
- None of the employees has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- During the year under report, no shares with differential rights were issued by your Company, nor did your Company allot any equity shares as sweat equity shares or bonus shares.

27. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

Your Company has a robust internal control system commensurate with the size and scale of its operations. Roles and responsibilities are clearly defined and assigned. Standard operating procedures are in place by way of built in controls in ERP system and have been designed to provide a reasonable assurance. A reputed CA firm has also been engaged for internal audit, covering all units and business operations. The Audit Committee reviews the adequacy and effectiveness of internal control systems and provides guidance for further strengthening them. Apart from having all policies, procedures and internal audit mechanism in place, your Company also periodically engages outside experts to carry out an independent review of the effectiveness of various business processes. The observations and good practices suggested are reviewed by the Management and Audit Committee and appropriately implemented with a view to continuously strengthen internal controls.

28. PARTICULARS OF EMPLOYEES:

The information required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below.

i. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year 2015-16:

Name of the Directors	Ratio to the median Remuneration
Non-Executive directors	
Mr. Supratik Chatterjee	0.257
Mr. Anthony D'Souza	0.217
Mr. Asit Pal	0.253
Ms. Ruhi Mittal	0.125
Executive directors	
Mr. Murarilal Mittal	14.479
Mr. Sushil R. Sharda	10.235
Mr. Sumit Kumar Modak	11.810
Mr. Venkateswararao Kandikuppa	10.391

ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary in the financial year 2015-16:

Directors, Chief Financial Officer and Company Secretary	% Increase in remuneration in the financial year
Mr. Supratik Chatterjee	290
Mr. Anthony D'Souza	230
Mr. Asit Pal	670
Ms. Ruhi Mittal	-
Mr. Murarilal Mittal	-
Mr. Sushil R. Sharda	0.03
Mr. Sumit Kumar Modak	43.41
Mr. Venkateswararao Kandikuppa	4.42
Mr. Rakesh Kumar Jain	-
Mr. Shailesh Rakhasiya	31.05

* Mr. Rakesh Kumar Jain was appointed on April 16, 2015, therefore, increase in his remuneration not provided.

* Ms. Ruhi Mittal was appointed to Non-Executive Non Independent Director in the Extra Ordinary General Meeting held on April 25, 2015 therefore, increase in her remuneration not provided.

iii. The percentage increase in the median remuneration of employees in the financial year 2015-16: 22.47%

iv. The number of permanent employees on the rolls of Company:

There were 319 permanent employees as on March 31, 2016.

v. The explanation on the relationship between average increase in remuneration and Company performance:

On an average, employees received an annual increase of 4.71%. The individual increments are based on individual performance. The increase in remuneration is in line with the market trends in India. In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organization performance, apart from an individual's performance.

vi. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

Aggregate remuneration of key managerial personnel (KMP) in FY 15-16	1,27,14,701
Revenue	60,70,28,472
Remuneration of KMPs (as % of revenue)	2.09
Profit before Tax (PBT)	2,21,74,943
Remuneration of KMP (as % of PBT)	57.34

Note: KMP includes Managing Director, Whole-Time director, Company Secretary & Chief Financial Officer as per Section 203 of Companies Act, 2013.

vii. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	March 31, 2016
Market capitalization (NSE)	2,02,28,51,160
Price Earnings Ratio	97.82

* The Market Capitalization of the Company and Price Earnings Ratio for the previous financial year is not provided as The Company got listed on April 1, 2016 on National Stock Exchange of India Limited and BSE Limited

viii. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Nil*

* The Company got listed on April 1, 2016 on National Stock Exchange of India Limited and BSE Limited.

- ix. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

The average annual increase was around 4.71% in the salaries of the employees.

- x. **Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:**

PARTICULARS	Mr. Murarilal Mittal, (Managing Director)	Mr. Sushil Sharda (Whole –Time Director)	Mr. Sumit Kumar Modak (Whole-Time Director)
Remuneration in FY 15-16	33,00,000	23,32,800	26,91,715
Revenue (Rs. in lakhs)	60,70,28,472		
Remuneration as % of revenue	0.54	0.38	0.44
Profit before Tax (PBT) (Rs. in lakhs)	2,21,74,943		
Remuneration (as % of PBT)	14.88	10.51	12.13

PARTICULARS	Mr. Venkateswarao Kandikuppa (Whole-Time Director)	Mr. Rakesh Kumar Jain, (Chief Financial Officer)	Mr. Shailesh Rakhasiya, (Company Secretary)
Remuneration in FY 15-16	23,68,347	17,41,389	2,80,450
Revenue (Rs. in lakhs)	60,70,28,472		
Remuneration as % of revenue	0.39	0.29	0.05
Profit before Tax (PBT) (Rs. in lakhs)	2,21,74,943		
Remuneration (as % of PBT)	10.68	7.85	1.26

- xi. **The key parameters for any variable component of remuneration availed by the directors:**

The sitting fees paid to the Non - Executive Directors are in the ceiling limit as provided in the Companies Act 2013.

The said fees are decided each year by the board of directors based on their attendance and contribution at the Board and certain Committee Meeting.

- xii. **The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:**
None

- xiii. **Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company affirms remuneration is as per the remuneration policy of the Company.

29. ACKNOWLEDGEMENT:

Your Directors place on record their sincere thanks to its bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your Directors gratefully acknowledge the support and confidence reposed by the shareholders on your Company.

For Bharat Wire Ropes Limited

Murarilal Mittal
Managing Director
DIN: 00010689

For Bharat Wire Ropes Limited

Sushil R. Sharda
Whole-time Director
DIN: 03117481

Date : May 29, 2016
Place: Mumbai

Form No. MGT 9
EXTRACT OF ANNUAL RETURN
As on Financial Year ended on 31.03.2016

Pursuant to Section 92 (3) of Companies Act, 2013 and Rule 12 (1) of the Companies (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1	CIN	*L27200MH1986PLC040468
2	Registration Date	July 24, 1986
3	Name of the Company	Bharat Wire Ropes Limited
4	Category/Sub-Category	Public Limited Company
5	Address of the Registered Office and Contact Details	Plot 1 & 4, Atgaon Industrial Complex, Mumbai – Nasik Highway, Atgaon (East), Taluka Shahpur, Thane – 421601 Email Id.: investors@bharatwireropes.com Ph. No.: +91 2527 240123/4 Fax No.: +91 2527 240196
6	Whether Listed Company	*Yes; w.e.f. April 1, 2016
7	Name, Address & Contact details of Registrar & Transfer Agent, If Any.	Karvy Computershare Private Limited Karvy Selenium, Tower B, Plot No. 31&32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, Andhra Pradesh, India. Toll Free No.:1800 3454 001 Tel No.:+91-4067162222 Fax No.:+91-40-23431551 Email id: suresh.d@karvy.com Website: www.karvycomputershare.com

* The Company got listed on National Stock Exchange of India Ltd. & BSE Ltd. on April 1, 2016.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE Company: (All the Business activities contributing 10% or more of the total turnover of the Company shall be stated)

Sr. No.	Name and Description of main products / Services	NIC Code of the Products / Services	% to the total turnover of the Company
1	Wires, Wire Ropes, Stranded Wires, etc.	1394	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/Associate	% of Shares	Applicable Section
1	Gaji Mercantile Private Limited 1601, Marathon Heights, Jai Bharat Oil Mills Compound, P. Budhakar Marg, Mumbai - 13	U51900MH2010PTC202821	Holding Company	57.12 %	2(46)

IV. SHARE HOLDING PATTERN: (Equity Share Capital Breakup as percentage of Total Equity)
(i) Category-wise Share Holding:

Category of Shareholders		No. of Shares held at the beginning of the year i.e. April 1, 2015				No. of Shares held at the end of the year i.e. March 31, 2016				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
	(1) Indian									
	(a) Individual /HUF	4	--	4	0.00	4	--	4	0.00	Nil
	(b) Central Govt.	--	--	--	--	--	--	--	--	--
	(c) State Govt.	--	--	--	--	--	--	--	--	--
	(d) Bodies Corp.	25675485	--	25675485	87.34	25675485	--	25675485	57.12	30.22
	(e) Banks/FI	--	--	--	--	--	--	--	--	--
	(f) Any Other	--	--	--	--	--	--	--	--	--
	Sub-total (A) (1):-	25675489	--	25675489	87.34	25675489	--	25675489	57.12	30.22
	(2) Foreign									
	(a) NRIs -Individual	--	--	--	--	--	--	--	--	--
	(b) Other - Individual	--	--	--	--	--	--	--	--	--
	(c) Bodies Corp.	--	--	--	--	--	--	--	--	--
	(d) Banks/FI	--	--	--	--	--	--	--	--	--
	(e) Any Other	--	--	--	--	--	--	--	--	--
	Sub-Total (A)(2) :-	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	25675489	--	25675489	87.34	25675489	--	25675489	57.12	30.22
B)	Public Shareholding									
	1. Institutions									
	(a) Mutual Funds	--	--	--	--	3920309	--	3920309	8.72	8.72
	(b) Banks/FI	--	--	--	--	4817480	--	4817480	10.72	10.72
	(c) Central Govt.	--	--	--	--	--	--	--	--	--
	(d) State Govt.(s)	--	--	--	--	--	--	--	--	--
	(e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
	(f) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
	(g) Insurance Companies	--	--	--	--	--	--	--	--	--
	(h) FIIs	--	--	--	--	--	--	--	--	--
	(i) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
	(j) Foreign Portfolio Investor	--	--	--	--	2850128	--	2850128	6.34	6.34
	(k) Others (Specify)	--	--	--	--	--	--	--	--	--
	Sub-total (B)(1):-	0	0	0	0	11587917	0	11587917	25.78	25.78

Category of Shareholders		No. of Shares held at the beginning of the year i.e. April 1, 2015				No. of Shares held at the end of the year i.e. March 31, 2016				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2.	Non-Institutions									
(a)	Bodies Corp.									
	(i) Indian	--	--	--	--	--	--	--	--	--
	(ii) Overseas	--	--	--	--	--	--	--	--	--
(b)	Individuals									
	(i) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	88971	--	88971	0.30	1923518	-	1923518	4.28	3.98
	(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	1318440	476500	1794940	6.11	4777762	-	4777762	10.63	4.52
(c)	Others (Specify)	18,37,293	--	18,37,293	6.25	987562	--	987562	2.20	4.05
	Sub-total (B)(2):-	3244704	476500	3721204	12.66	7688842	--	7688842	17.10	4.44
	Total Public Shareholding (B)=(B)(1)+(B)(2)	3244704	476500	3721204	12.66	19276759	--	19276759	42.88	30.22
C.	Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
	Grand Total (A+B+C)	28920193	476500	29396693	100	44952248	--	44952248	100	34.60

(ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year i.e. April 1, 2015			No. of Shares held at the end of the year i.e. March 31, 2016			% Change in shareholding during the year
		No. of Share	% of total Shares of the Company	% of Shares Pledge/encumbered to total shares	No. of Share	% of total Shares of the Company	% of Shares Pledge/encumbered to total shares	
1	Gaji Mercantile Private Limited	2,56,75,484	87.34	-	2,56,75,484	57.12	-	30.22
2	Gyanshankar Investment & Trading Co. Private Limited	1	Negligible	-	1	Negligible	-	-
3	M. L. Mittal (HUF)	1	Negligible	-	1	Negligible	-	-
4	Mr. Murarilal Mittal	1	Negligible	-	1	Negligible	-	-
5	Mr. Mayank Mittal	1	Negligible	-	1	Negligible	-	-
6	Mrs. Usha Mittal	1	Negligible	-	1	Negligible	-	-
		2,56,75,489	87.34	-	2,56,75,489	57.12	-	30.22

(iii) Change in Promoter's Shareholding:

Sr. No.		Shareholding at the Beginning of the year i.e. April 1, 2015		Cumulative Shareholding during the year i.e. March 31, 2016	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	2,56,75,489	87.34	2,56,75,489	57.12
	Data wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for Increase/Decrease (e.g. Allotment/transfer/bonus/sweat equity etc.):	--	--	--	--
	At the end of the year	2,56,75,489	87.34	2,56,75,489	57.12

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the Beginning of the year i.e. April 1, 2015		Cumulative Shareholding during the year i.e. March 31, 2016	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	NEXT ORBIT VENTURES FUND				
	At the beginning of the year	-	-	-	-
	March 30, 2016 - Allotment	-	-	39,20,309	8.72
	At the end of the year	-	-	39,20,309	8.72
2	BANK OF BARODA				
	At the beginning of the year	-	-	-	-
	March 30, 2016 - Allotment	-	-	20,50,398	4.56
	At the end of the year	-	-	20,50,398	4.56
3	UNION BANK OF INDIA				
	At the beginning of the year	-	-	-	-
	March 30, 2016 - Allotment	-	-	20,50,121	4.56
	At the end of the year	-	-	20,50,121	4.56
4	MOTILAL GOPILAL OSWAL**				
	At the beginning of the year	18,37,293	6.28*	18,37,293	6.28*
	March 30, 2016 - Allotment	-	-	46,924	0.10
	At the end of the year	18,37,293	6.28*	18,84,217	4.19
5	CRESTA FUND LTD				
	At the beginning of the year	-	-	-	-
	March 30, 2016 - Allotment	-	-	15,50,186	3.45
	At the end of the year	-	-	15,50,186	3.45
6	STATE BANK OF BIKANER AND JAIPUR				
	At the beginning of the year	-	-	-	-
	March 30, 2016 - Allotment	-	-	7,16,961	1.59
	At the end of the year	-	-	7,16,961	1.59
7	LEMAN DIVERSIFIED FUND				
	At the beginning of the year	-	-	-	-
	March 30, 2016 - Allotment	-	-	6,09,002	1.35
	At the end of the year	-	-	6,09,002	1.35

8	SUNDERJI M SHAH				
	At the beginning of the year	5,39,000	4.29*	5,39,000	4.29*
	March 30, 2016 - Allotment	-	-	14,091	0.03
	At the end of the year	5,39,000	4.29*	5,53,091	1.23
9	DINESH S SHAH				
	At the beginning of the year	5,25,900	4.19*	5,25,900	4.19*
	No Change during the year	-	-	-	-
	At the end of the year	5,25,900	4.19*	5,25,900	1.17
10	DEVCHAND M SHAH				
	At the beginning of the year	4,76,500	3.79*	4,76,500	3.79*
	No Change during the year	-	-	-	-
	At the end of the year	4,76,500	3.79*	4,76,500	1.06

* The percentage calculated is based of pre-issue capital i.e. before allotment under IPO.

** Represents the Equity Shares held by M/s. Visu Associates, having partners Mr. Motilal Gopilal Oswal, Mr. Raamdev Ramgopal Agarwal and Passionate Investment Management Private Limited.

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Directors and Key Managerial Personnel	Shareholding at the Beginning of the year i.e. April 1, 2015		Cumulative Shareholding during the year i.e. March 31, 2016	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Mr. Murarilal Mittal, Managing Director				
	At the beginning of the year	1	Negligible	1	Negligible
	No change	-	-	-	-
	At the end of the year	1	Negligible	1	Negligible
2	Mr. Sushil R. Sharda, Whole-time Director				
	At the beginning of the year	1	Negligible	1	Negligible
	March 30, 2016 - Allotment	-	-	4,500	0.01
	At the end of the year	1	Negligible	4,501	0.01
3	Mr. Venkateswararao Kandikuppa, Whole-time Director				
	At the beginning of the year	-	-	-	-
	March 30, 2016 - Allotment	-	-	19,700	0.04
	At the end of the year	-	-	19,700	0.04
4	Mr. Rakesh Kumar Jain, Chief Financial Officer				
	At the beginning of the year	-	-	-	-
	March 30, 2016 - Allotment	-	-	900	Negligible
	At the end of the year	-	-	900	Negligible
5	Mr. Shailesh Rakhasiya, Company Secretary & Compliance Officer				
	At the beginning of the year	-	-	-	-
	March 30, 2016 - Allotment	-	-	4,200	0.01
	At the end of the year	-	-	4,200	0.01

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount				
(ii) Interest due but not paid	1,70,22,858	-	-	1,70,22,858
(iii) Interest accrued but not due				
Total (i+ii+iii)	1,70,22,858	-	-	1,70,22,858
Change in Indebtedness during the financial year				
• Addition	122,79,76,992	32,97,18,514	-	155,76,95,506
• Reduction	1,70,22,858	-	-	1,70,22,858
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
(i) Principal Amount				
(ii) Interest due but not paid	122,79,76,992	32,97,18,514	-	155,76,95,506
(iii) Interest accrued but not due				
Total (i+ii+iii)	122,79,76,992	32,97,18,514	-	155,76,95,506

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		Murarilal Mittal	Sushil R. Sharda	Venkateswararao Kandikuppa	Sumit Kumar Modak	
1	Total Salary (P.A)	33,00,000	23,32,800	23,68,347	26,91,715	1,06,92,862
	Total (A)	33,00,000	23,32,800	23,68,347	26,91,715	1,06,92,862

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Supratik Chatterjee	Anthony D'Souza	Asit Pal	Ruhi Mittal	
	(i) Independent Directors					
	• Fees for attending board, committee meetings	58,500	49,500	57,750	28,500	1,94,250
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	58,500	49,500	57,750	28,500	1,94,250
	(ii) Other Non-Executive Directors	-	-	-	-	-
	• Fees for attending board, committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B) = (1+2)	58,500	49,500	57,750	28,500	1,94,250
	Total Managerial Remuneration					1,94,250

C. Remuneration to Key Managerial Personnel Other than Managing Director/Manager/Whole-Time-Director:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Chief Executive Officer	Company Secretary	Chief Financial Officer	
1	Salary	-	2,80,450	17,41,389	20,21,839

D. Penalties/Punishment/Compounding of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

FORM NO. AOC -2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.]

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sr. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis:

Sr. No.	Name (s) of the related party	Nature of relationship	Duration of the contracts/ arrangements/ transaction	Nature of contracts/arrangements/ transaction and Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1.	Gyanshankar Investment and Trading Company Private Limited	Director and Member in the Company	After Repayment of all the term loan availed /Proposed to be availed for expansion project of Bharat Wire Ropes Limited at Chalisgaon	Pursuant to Section 186 of the Companies Act, 2013, Inter- Corporate Deposit received of Rs. 15,00,000/- in the financial year on terms & conditions fixed by the Board from time to time.	April 16, 2015	Nil
				Pursuant to Section 186 of the Companies Act, 2013, Inter- Corporate Deposit received of Rs. 7,35,00,000/- in the financial year on terms & conditions fixed by the Board from time to time.	June 15, 2015	
				Pursuant to Section 186 of the Companies Act, 2013, Inter- Corporate Deposit received of Rs. 92, 00,000/- in the financial year on terms & conditions fixed by the Board from time to time.	March 7, 2016	

2.	Stellar Credit Private Limited which was later on renamed to Stellar Credit And E- Trading Private Limited	Director and Member in the Company	After Repayment of all the term loan availed /Proposed to be availed for expansion project of Bharat Wire Ropes Limited at Chalisgaon	Pursuant to Section 186 of the Companies Act, 2013, Inter- Corporate Deposit received of Rs. 35, 00,000/- in the financial year on terms & conditions fixed by the Board from time to time.	April 16, 2015	Nil
				Pursuant to Section 186 of the Companies Act, 2013, Inter-Corporate Deposit received of Rs. 85,00,000/- in the financial year on terms & conditions fixed by the Board from time to time.	June 15, 2015	
				Pursuant to Section 186 of the Companies Act, 2013, Inter-Corporate Deposit received of Rs. 70,00,000/- in the financial year on terms & conditions fixed by the Board from time to time.	September 1, 2015	
				Pursuant to Section 186 of the Companies Act, 2013, Inter-Corporate Deposit received of Rs. 11,10,00,000/- in the financial year on terms & conditions fixed by the Board from time to time.	December 28, 2015	
				Pursuant to Section 186 of the Companies Act, 2013, Inter-Corporate Deposit received of Rs. 7,80,00,000/- in the financial year on terms & conditions fixed by the Board from time to time.	March 7, 2016	

MANAGEMENT DISCUSSION AND ANALYSIS

1. Overview of the Economy:

The global economy stumbled in 2015, amid weak aggregate demand, falling commodity prices and increasing financial market volatility in major economies. The growth rates of gross fixed capital formation and aggregate demand continue to remain subdued. The Gross Domestic Product (GDP) advanced 7.6% in the year 2015-16. The improvement in global growth is also predicated on easing of downward pressures on commodity prices, which should encourage new investments and lift growth, particularly in commodity dependent economies. The construction, engineering and the capital goods sectors account for a share of more than 60% of the end-use consumption pattern of the steel wire ropes industry. Growth in these sectors is highly co-related to the growth in investment in the infrastructure activity of an economy. Wire ropes finds application in many of the engineering and construction related activities such as material handling, mining, ports and shipping, construction equipment (structural and cranes), construction of bridges, elevators and escalators etc.

2. Industry Structure and developments:

While China continues to remain as the world's top producer of steel followed by the USA and Japan, the Indian steel industry remained the world's fourth-largest steel producer for the fifth year in a row. With not much gap in production, India is closing in on USA and is expected to surpass it soon with the ongoing expansions by the steel players in India. Production in India has been on a rise with a CAGR of 8.4% from FY10-FY15. India has set ambitious targets to go up from the present installed capacity of about 101 MTPA to as high as 300 MTPA by 2025. The per capita consumption of steel in India also continued to remain low as compared to other countries, indicating further potential growth of the domestic steel industry.

In the medium term as well, the leading steel producers in India have lined up plans to increase their steel capacity in line with the expected increase in the domestic consumption of steel. However, with the current pace of expansion, the Indian steel industry over the next 3-4 years is only likely to add another 15 million tonnes of capacity, taking the domestic steel capacity at around 115 MN tonnes by FY 18.

Wire ropes are a value-added product, formed from wire rods, which falls in the long steel category of steel products. Over the years, with significant improvement in the strength of wire ropes manufactured, the usage of these wire ropes has significantly increased in various diverse applications.

3. Our Business:

Bharat Wire Ropes Limited is a wire rope and wires manufacturing Company established in the year 1986. The Company is engaged in manufacturing and sales of wire ropes, structural strands, slings and wires which find its application in general engineering, fishing, elevators, cranes, material handling, power transmission, suspension bridges, onshore / offshore oil exploration, ports and shipping, mining, defence, railways etc. The Company is also engaged in the business of trading of the steel related products.

The Company's existing steel wire ropes manufacturing facility with an installed capacity of 12,000 MTPA is located at Atgaon, The Company also have a Pyrolysis plant with an installed capacity of 1,260 MTPA at Chalisgaon, Maharashtra for production of oil, which is used as fuel in the current manufacturing process.

The Company is in the process of further enhancing its capacity to manufacture wire ropes, structural strands and slings by setting up a fully integrated manufacturing facility with an installed capacity of 66,000 MTPA at Chalisgaon, Maharashtra.

The Company has around 29 years' of experience in wire rope business with an established client base which helps in continued business. The Company believes that its strength lies in providing quality deliverables which enables us to withstand competition and develop long lasting relations with the customers and to secure repeated orders from the customers. Owing to the Company's timeliness and consistency in product quality as well as industry expertise, the Company has been awarded rate contracts by certain customers. This has helped the Company to nurture long-term relationships with our customers.

4. Opportunities and Threats:

The value chain of the wire ropes industry covers manufacturing of wires through wire rods and further from wires to strands and ultimately wire ropes are produced from strands. Those players, who are present across the value chain, gain an advantage over other players in the market. However, there are hardly any players in the Indian market, which are present throughout the value chain. The value chain of the wire ropes industry can be best understood with the graph shown below.



The major sectors that drive the demand for the wire-ropes industry includes the sectors such as Engineering & Construction, Oil & Gas, Mining and the Shipping & logistics industry. As per industry estimates, the engineering & construction segment accounts for more than 60% of the end-use consumption share of the wire ropes industry. This includes demand from elevator ropes, aerial haulage, structural systems, general engineering ropes etc. Further, the oil & gas industry accounts for a share of another 20% (demand from offshore activities), followed by the mining industry, which accounts for a share of about 10%. Within the oil & gas industry, while the offshore segment generates demand for the wires ropes industry, the anchoring and mooring activity also requires the usage of different types of wire ropes.

The dominant threats faced by the Company are in the form of competition it faces in the industry it is involved in. In particular, the Company competes with other wire rope manufacturing companies, both in India and abroad, on the basis of a number of factors, including but not limited to quality, time of delivery and price. Fluctuations in the price, availability and quality of raw materials used in our manufacturing process, could have a material adverse effect on cost of sales or the Company’s ability to meet customer demands. There can be no assurance that the Company will always be successful in its efforts to protect the business from the volatility of the market price of raw materials, and the business can be affected by dramatic movements in prices of raw materials.

The Company may be required to keep pace with the rapidly changing technological environment, which will require increasing investment in superior technology in order to compete efficiently, reduce competitiveness, and increasing the ability to develop new products and the consequential quality of the Company’s products. The Company expects competition in the business and pricing terms to increase and such competitive pressures could also lead to increases in expenses such as advertising and sales promotion and marketing expenses. Further, the Company may be required to undertake effective marketing initiatives to deepen the presence of our brand and differentiate it from competition.

5. Segment-wise or Product-wise performance:

The Company manufactures wire ropes for various major sectors including but not limited to general engineering, fishing, elevators, cranes, material handling, power transmission, suspension bridges, onshore / offshore oil exploration, ports and shipping, mining, defense, railways etc. The Company believes that its ability to cater a wider customer base on account of its diversified product offering has enabled the Company to provide customization options to its valued customers. To further strengthen the Company’s product mix, the efforts have been made to focus on niche sectors for providing wire ropes such as non-rotating ropes, suspension bridge ropes. The Company believes that its ability to provide a mix of high-value niche products along with being active in the volume segments has helped in balancing the Company’s revenues. With the proposed capacity expansion by way of setting up of the Proposed Project, the Company envisages the strengthening of its ability to provide value-added products by having a greater range as well as capture a larger customer base with such increased range.

Wide range of products manufactured by the Company can be understood with images shown below:

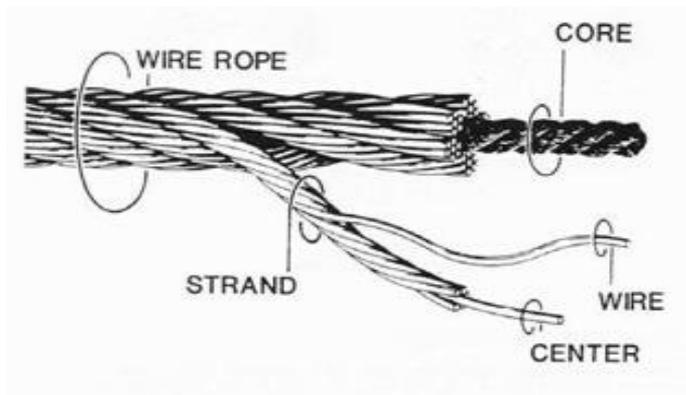


Figure 1 :Wire, Wire Rope, Strand

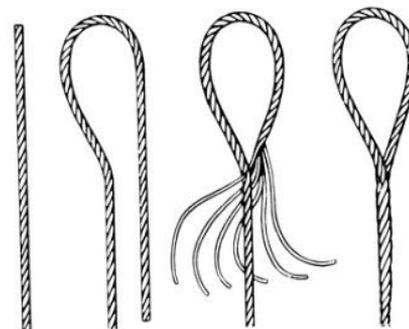
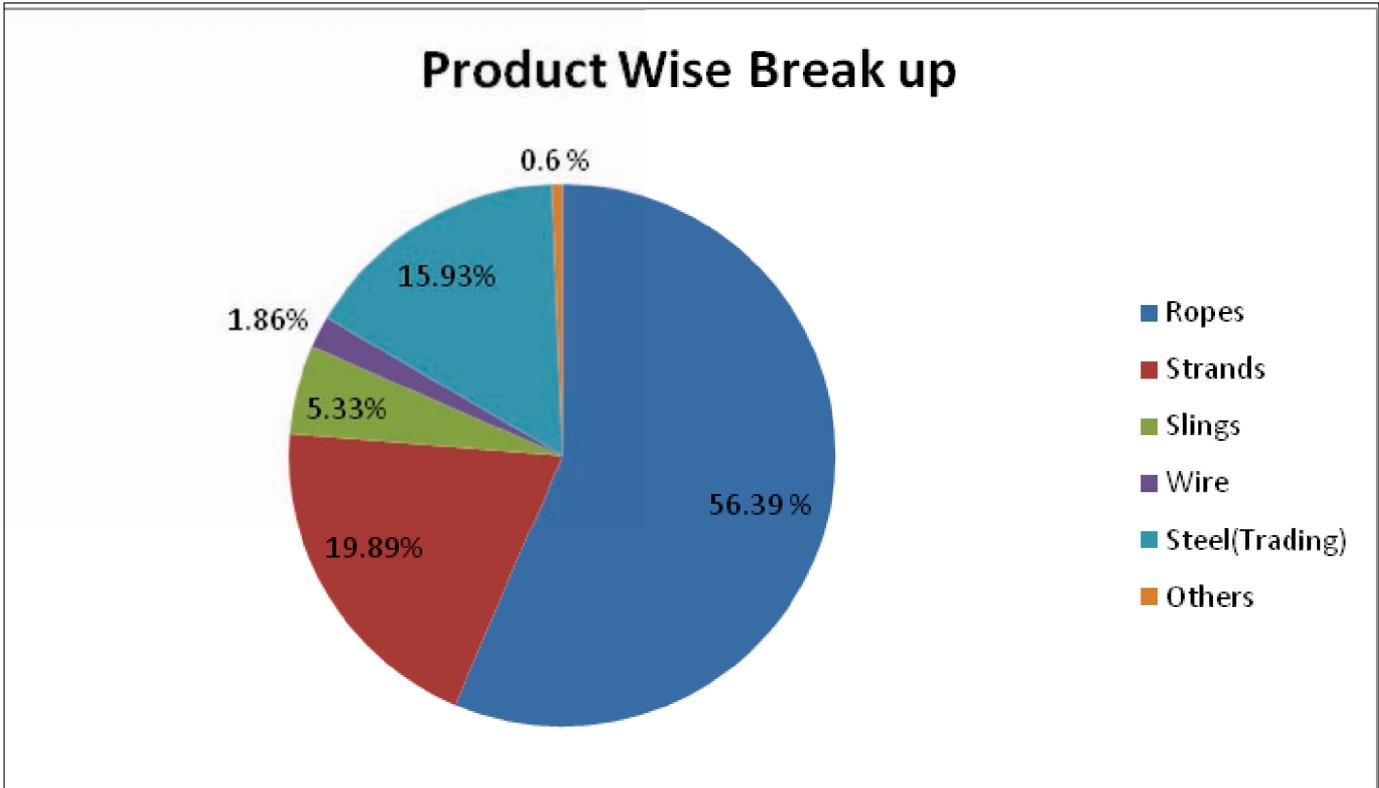


Figure 2: Slings



6. Business Strategy:

I. Expansion of Company’s presence in the domestic markets:

The Company seeks to expand and enhance its presence in the existing business segments by identifying markets where it can provide cost effective, technically advanced products to its clients. The Company plans to cater to various customers from different geographical locations by following the direct market route for larger consumers and by utilizing zone-wise local distributors to serve the wide customer segment. The Company also plans to create awareness about its capabilities, its products and their quality by advertising in the relevant print media, participation in industrial trade exhibition and presentations to large scale customers. The Company intends to focus on conducting technical workshops, seminars for customers/large scale end users to enhance their knowledge of rope applications and technical characteristics of ropes. The Company proposes to set-up branch offices in major cities where their major end-users are based to provide greater client-interfacing. For the purpose of catering to a large customer base, the Company proposes to increase its distribution network by identifying and appointing dealers across all major cities. Further, the Company aims to procure product approvals/registrations from/with all major engineering consultants and equipment suppliers. The Company also aims to build-up its sales force which will enable the Company to effectively market their products. In this regard, the Company will make efforts for formation of a core marketing and technical team for customer development, brand building and continuous market survey and establishment of an after sale service team for customer feed-back and customer satisfaction and attending customer complaints.

II. Focus on development of international markets for the Company’s Products:

The Company plans to enhance its presence in the international market by introducing a wider range of products that adhere to international standards. The Company’s initial approach will be of offering products at competitive prices and then eventually offering high quality products at premium prices. The Company serves the South African, African and the Middle Eastern markets through some of the local wire rope dealers. With increase in product range and improved quality of the products, the Company propose to make them the exclusive dealers and thereby enhancing the range of products provided to such exclusive dealers which will include mining, port, forestry, oil and gas, structural strands / ropes and other general engineering ropes.

Our other target markets are USA, Canada, Brazil, South-East Asia, Singapore, Middle East, Russia, Africa, Europe and Australia. The Company proposes to create a separate marketing team at its Head Office to co-ordinate with their local representatives, to be appointed, in all major strategic locations in the international markets in which the Company intend to sell its products.

For servicing the South East Asian countries, Australia and Vietnam, the Company proposes to set up a warehouse and sales office in Singapore, which owing to its infrastructure facilities in respect of ports, would serve as a suitable export hub. The Company also intends to enter the Russian and European markets by establishing a network of dealers.

III. Strengthening of product portfolio and developing capabilities to manufacture a wider range of products:

Company's endeavor to constantly improve quality of wire ropes as well as increase the range of wire ropes to cater to its customers' requirements both within its own product framework. At the Company's Proposed Project, the Company intends to manufacture wires independently, thereby eliminating the dependency on the limited types of wires available in the market and enabling the Company to manufacture and offer an increased range of wire rope products, including but not limited to marketing high performance crane ropes for ports, large diameter spiral strands for structures and bridges, elevator ropes, high performance mining ropes, long-life-cycle fishing ropes, onshore and offshore ropes and special ropes for construction sector. Our product range will cover all types of ropes from 6 mm to 125mm, tensile grade up to 2160, plasticated, compacted, galvanized and black. The Company believes that this will enhance visibility of its brand and have a substantial increase in the profitability in future.

IV. Meeting Quality Standards and developing customer focus:

Company's driving force has always been the quality of its products, as the same would enable the Company for long standing relationship with its customers. Company's technically qualified persons are determined to achieve the objective of zero defects and zero rejection. To complement the efforts of technical team, the Proposed Project will be equipped with testing facilities to ensure that all our products are thoroughly tested prior to dispatch from our factory. Company's testing and development laboratory will play an integral role in making improvements in design and quality of its products and development of special products. Company believes these high quality tools will achieve various technical parameters for physical and chemical properties of different types and sizes of wire rope products. Further, the Company proposes to enhance its efficiency by introducing advanced machinery and reducing its dependency on manual labour thereby capitalizing Company's method of production. For servicing the Company's growing need for a standard grade of wire rods, the Company proposes to establish formal tie-ups under rate contracts with reputed wire rod manufacturers. This will enable the Company to achieve Company's aim of providing quality products on a continuous basis.

7. Risk and Concerns:

Risk management is embedded in the Company's operating framework. The Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes identification of Risks, periodic review of such risks and measures for mitigating such risks.

Key Risks	Impact on the Company	Mitigation
A Slowdown in Economic Growth	Economic factors like increase in rate of inflation, scarcity of credit, increases in commodity and energy prices other factors such as political or regulatory action, including adverse changes in liberalization policies, business corruption, social disturbances, terrorist attacks and other acts of violence or war, natural calamities may impede Company's growth and expansion plans. Company's operations and financial condition may be adversely affected by, conditions in financial markets in the global economy.	To constantly review the adverse changes in economic conditions and plan to mitigate the same.

Changes in Technology	Inability to keep pace with the rapidly changing Technological Environment adversely affect the Company's ability to compete efficiently, reduce competitiveness, ability to develop new products and the consequential quality of Company's products, and could also adversely affect sales and profitability.	To anticipate and respond on a timely basis and economical basis the technological advances in the sector in which Company operates. Preventive maintenance activities will only be productive. Company needs to establish a process for monitoring lifecycle stages of equipment.
Supply of Raw Material	Disruption of supply of raw materials from our suppliers will adversely affect Company's operations and ability to deliver products on a timely basis.	To enter into agreement with the suppliers in respect of long term supply of raw material.
Fluctuation in Cost of raw Material	The prices of Raw Material are subject to price fluctuation which may affect the Profitability and reduce supply leading to increase in supply costs due to which financial performance may be materially and adversely affected.	Timely anticipation of fluctuation in supply cost. Adapt to changing supply cost and adjusting purchasing practices accordingly to be able to negotiate favourable pricing terms with suppliers for such raw material.
Industrial Actions	The Company is exposed to the strikes, work stoppages or increased wage demands by the employees or any other kind of disputes with employees of the Company could adversely affect its business and results of operations.	Be Proactive in addressing disputes & grievances. Address the issue as soon as the employee raise them.
Maintenance of adequate health and safety standards	Company is subject to the risk of industrial accidents which could have significant adverse consequences on Company's workers and facilities, as well as the environment. Such incidents could lead to production stoppages, the loss of key assets, or put at risk employees (including those of sub-contractors and suppliers) or persons living near the affected site, in addition, such incidents could damage Company's reputation, leading to the rejection of products by customers. These events could have a material adverse effect on the Company's revenues, results of operations, profitability and cash flows and diversion of management time into rebuilding and restoring its reputation.	Prevent worker contact with all rotating or moving machinery by using guards, enclosures, or guarding devices between the worker and the machine. Implement a lockout procedure. This will ensure that power to equipment is completely disconnected and cannot be reconnected while someone is working on the equipment.

8. Internal Control System and their adequacy:

The system of internal control should maximize effectiveness and efficiency by including activities that are tailored to the nature, size and complexity of the entity. Management Personnel should communicate internal controls through frequent contact with accounting personnel. The performance of basic activity-level control procedures, such as determining that all shipments are billed, that invoices are initiated only after shipments are made and that bank accounts are reconciled timely, should documented in the accounting records for periodic management inspection.

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the act.

9. Financial Performance:

The Financial statements of Bharat Wire Ropes Limited are prepared in Compliance with the Companies Act, 2013 significant accounting policies used for the financial statements are disclosed in the notes to financial statement. The revenue of the Company for the financial year 2015-2016 was in line with previous year however there has been a marginal dip on account of reduction of prices of final products due to reduction in raw material prices.

10. Human Resource:

The Human Resource (HR) function of the Company is focused around providing its 319 employees of the Company a meaningful and compelling environment. An environment which gives today's diverse multigenerational and mobile workforce the confidence to realize their potential and provide world class solution.

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2016 in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("Listing Regulation")

COMPANY'S PHILOSOPHY:

Corporate governance is of paramount importance to the Company. Effective corporate governance ensures corporate success and economic growth. The Company is committed to do the business in an efficient, responsible, honest and ethical manner. The core values of the Company's governance process include independence, integrity, accountability, transparency, responsibility and fairness. The Company's endeavor to learn and adopt the best practices of corporate governance to enhance the stakeholder's value.

The Company's governance framework is based on the following principles:

- Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- Availability of information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- Timely disclosure of material, operational and financial information to the stakeholders;
- Proper business conduct by the Board, Senior Management and Employees.

The Company continues to focus its resources, strengths and strategies to achieve the vision of becoming a global leader in Wire Ropes, Slings and Strands while upholding the core values of Quality, Trust, Leadership and Excellence.

GOVERNANCE STRUCTURE:

The Corporate Governance structure at Bharat Wire Ropes Limited is as follows:

1. **Board of Directors:** The Board is entrusted with an ultimate responsibility of management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.
2. **Committees of the Board:** The Board has constituted the following Committees viz., Audit Committee, Nomination and Remuneration Committee, Stakeholder's Relationship Committee, Initial Public Offering (IPO) Committee and Independent Directors Committee. Each of the said Committee has been mandated to operate within a given framework.

1. THE BOARD OF DIRECTORS:

A. COMPOSITION AND CATEGORY OF DIRECTORS:

The Board is broad-based and consists of eminent individuals from industry, management, technical, financial and marketing background. The Company is managed by the Board of Directors in coordination with the Senior Management team. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with statutory as well as business requirements.

The Company has a judicious mix of Executive and Non-Executive Directors. As on March 31, 2016, the Board comprised of eight Directors out of which four are Executive Directors, three are Independent Directors and one is Non-Executive Non-Independent Director. The Chairman of the Board is an Independent Director.

The details of each member of the Board along with the number of Directorship/Committee Membership are as given below:

Name	Date of Appointment	Category of Director	Directorship in other Indian Public / Private Limited Companies (including Bharat Wire Ropes Limited)	No. of Board Committees in which Chairman / Member (including Bharat Wire Ropes Limited)	
				Chairman	Member
Mr. Supratik Chatterjee DIN: 06934992	14/08/2014	Chairman & Non-Executive Independent Director	1	NIL	1
Mr. Murarilal Mittal DIN: 00010689	03/11/2010	Managing Director	4	NIL	1
Mr. Sushil R. Sharda DIN:03117481	02/05/2011	Whole-time Director	1	NIL	1
Mr. Sumit Kumar Modak DIN: 00983527	04/01/2013	Whole-time Director	1	NIL	NIL
Mr. Venkateswararao Kandikuppa DIN: 06456698	04/01/2013	Whole-time Director	1	NIL	NIL
Mr. Anthony D'Souza DIN: 06707269	14/08/2014	Non-Executive Independent Director	3	2	1
Mr. Asit Pal DIN: 00742391	14/02/2015	Non-Executive Independent Director	10	1	9
Ms. Ruhi Mittal DIN: 07159227	16/04/2015	Non-Executive Non-Independent Director	1	NIL	NIL

Notes:

1. Directorship includes Private Limited Companies also.
2. Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders' Relationships Committee, in Public Limited Companies including Bharat Wire Ropes Limited. Members of the Board of the Company do not have membership in more than ten Board-level Committees or Chairperson of more than five such Committees as per Regulation 26(1) of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Details of Director(s) retiring or being re-appointed are given in notice to Annual General Meeting.
4. Brief profile of each of the above Directors is available on the Company's website: <http://www.bharatwireropes.com>.

B. INDEPENDENT DIRECTORS:

The Non-Executive Independent Directors fulfill the conditions of independence specified in Section 149 of the Companies Act, 2013 and Regulation 16(b) of the Listing Regulation.

Every Independent Director, at the first meeting of the Board in which he participates as a director and thereafter, at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as required under Section 149(7) of the Companies Act, 2013.

C. ATTENDANCE OF DIRECTORS AT THE BOARD MEETINGS AND AT THE LAST ANNUAL GENERAL MEETING:

Sr. No.	Name of Directors	No. of Board Meetings attended	Attendance at the AGM held on September 29, 2015
1	Mr. Supratik Chatterjee, Chairman & Non-Executive Independent Director	6 of 9	Leave Sought
2	Mr. Murarilal Mittal, Managing Director	9 of 9	Present
3	Mr. Sushil R. Sharda, Whole-time Director	9 of 9	Present
4	Mr. Sumit Kumar Modak, Whole-time Director	4 of 9	Leave Sought
5	Mr. Venkateswararao Kandikuppa, Whole-time Director	9 of 9	Present
6	Mr. Anthony D'Souza, Non-Executive Independent Director	6 of 9	Leave Sought
7	Mr. Asit Pal, Non-Executive Independent Director	5 of 9	Present
8	Ms. Ruhi Mittal, Non-Executive & Non-Independent Director	4 of 9	Leave Sought

D. BOARD MEETINGS:

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. The board also reviews the declaration made by respective department's heads regarding compliance with all applicable laws, at the Board Meeting.

In the Financial year 2015-16, the Board met nine times. The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. Apart from quarterly Board Meeting, the Company conveys the additional meetings, if required by giving appropriate notice to the directors to consider specific matters related to the business of the Company.

Board meeting of the Company is generally held at the Corporate Office or at the Registered Office of the Company.

The Details regarding number of meeting of Board of Directors along with their respective dates are given below:

Quarter	Date of the Meeting
First Quarter (April – June)	April 16, 2015
	April 25, 2015
	June 15, 2015
Second Quarter (July – September)	July 13, 2015
	July 21, 2015
	September 1, 2015
Third Quarter (October – December)	December 28, 2015
Fourth Quarter (January – March)	March 7, 2016
	March 28, 2016

The Interval between two meetings was within the maximum period as mentioned under Section 173(1) of the Companies Act, 2013 and the Listing Regulation.

The necessary quorum was present for all the meetings as per section 174 of the Companies Act, 2013.

The information as required under Regulation 17 read with part A of Schedule II of Listing Regulation is placed before the Board and Board Committees to the extent it is applicable and relevant. The Board is regularly apprised and informed of important business-related information. The agenda papers are circulated in advance to all the Board members. The following information is furnished to the Board on periodic basis: -

- Annual operating plans, budgets and capital budgets.
- Minutes of the meetings of Audit Committee and other committees of the Board.

- Information on recruitment and remuneration of key managerial personnel and senior executives below the Board level.
- Show cause, demand , prosecution notices and penalty notices which are materially important, if any.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any.
- Any material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.
- Issues which involve public or product liability claims of substantial nature.
- Significant labour problems and their proposed solutions or any significant development in Human Resource/ Industrial relations front.
- Non-compliance of any regulatory, statutory and shareholders service such as delay in share transfer etc.
- Quarterly details of Foreign Exchange Exposures and the steps taken by the management to limit the risk of adverse exchange rate movement, if material.

The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.

E. POST MEETING MECHANISM:

The important decisions taken at the Board/Board Committee meetings are communicated to the concerned departments/divisions.

F. BOARD SUPPORT:

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

G. RELATIONSHIP BETWEEN DIRECTORS:

None of the directors of the board are related to each other.

H. NUMBER OF SHARES AND OTHER CONVERTIBLE INSTRUMENTS HELD BY NON- EXECUTIVE DIRECTORS:

The Company has not issued any convertible instruments.

I. FAMILIARISATION PROGRAMME FOR DIRECTORS:

At the time of appointing a Director, a formal letter of appointment is given to them, which inter alia explains the role, function, duties and responsibilities expected from them as a Director of the Company. The Director is also explained in detail the Compliance required from him under Companies Act, 2013 and other various statutes and an affirmation is obtained. Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, role, rights, responsibilities of the Independent Directors under various statutes and other relevant matters. The details of familiarization programme for directors are available on the Company's website - <http://www.bharatwireropes.com>.

2. GOVERNANCE CODES:

CODE OF BUSINESS CONDUCT & ETHICS:

The Company has adopted Code of Business Conduct & Ethics ("the Code") which is applicable to the Board of Directors and Senior Management Team (one level below the Board of Directors) of the Company. The Board of Directors and the members of Senior Management Team are required to affirm semi-annual Compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner.

3. CONFLICT OF INTEREST:

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other Companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their

duties, avoid conflict of interest in the decision making process. The Members of the Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

4. INSIDER TRADING CODE:

The Securities and Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“The PIT Regulations”). The PIT Regulations has come into effect from May 15, 2015 and replaced the earlier Regulations. The object of the PIT Regulations is to curb the practice of insider trading in the securities of a listed Company.

The Company has also formulated ‘The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)’ in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Code is applicable to Promoters and Promoter’s Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations.

5. COMMITTEES OF BOARD:

A. Audit Committee:

The Audit Committee (“the Committee”) of the Company is constituted in line with the provisions of Regulation 18 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, read with Section 177 of the Companies Act, 2013.

i. Composition:

Mr. Asit Pal, Non-Executive Independent Director is the chairperson of the Audit Committee. The other members of the Committee include Mr. Murarilal Mittal, Managing Director, Mr. Supratik Chatterjee, Non-Executive Independent Director and Mr. Anthony D’Souza, Non-Executive Independent Director.

ii. Meeting and Attendance:

The Audit Committee met two times during the Financial Year 2015-16. The Committee met on September 1, 2015 and December 28, 2015. The requisite quorum was present at the meeting. The Chairperson of the Audit Committee was present at the last Annual General Meeting of the Company held on Tuesday, September 29, 2015.

Sr. No.	Name of Director	Position	Category	No. of Audit Committee Meetings attended
1	Mr. Asit Pal	Chairman	Non-Executive Independent Director	1 of 2
2	Mr. Murarilal Mittal	Member	Managing Director	2 of 2
3	Mr. Supratik Chatterjee	Member	Non-Executive Independent Director	2 of 2
4	Mr. Anthony D’Souza	Member	Non-Executive Independent Director	0 of 2

The terms of reference of the Audit Committee are broadly as under:

1. Oversight of the listed entity’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor’s report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the director’s responsibility statement to be included in the board’s report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;

- c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the listed entity with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 14. To review the functioning of the whistle blower mechanism;
 15. The Audit Committee may call for the comments of the Auditors about Internal Control Systems, scope of Audit, including the observations of the auditors and review of Financial Statement before their submission to the Board and may also discuss any related issues with the Internal & Statutory Auditors and the Management of the Company.
 16. The Audit Committee shall review the information required as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee invites such of the Executives, as it considers appropriate, representatives of the Statutory Auditors and representatives of the Internal Auditors to be present at its meeting. The Company Secretary acts as the Secretary to the Audit Committee.

B. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. read with Section 178 of the Companies Act, 2013.

i. Composition:

Mr. Supratik Chatterjee, Non-Executive Independent Director is the chairperson of the Nomination and Remuneration Committee. The other members of the Committee include Mr. Asit Pal, Non-Executive Independent Director and Mr. Anthony D'Souza, Non-Executive Independent Director.

ii. Meeting and Attendance:

Sr. No.	Name of Director	Position	Category	No. of Nomination and Remuneration Meetings attended
1	Mr. Supratik Chatterjee	Chairman	Non-Executive Independent Director	1 of 1
2	Mr. Anthony D'Souza	Member	Non-Executive Independent Director	1 of 1
3	Mr. Asit Pal	Member	Non-Executive Independent Director	1 of 1

The Nomination and Remuneration Committee met once during the Financial Year 2015-16. The Committee met on December 28, 2015. The requisite quorum was present at the meeting. Mr. Supratik Chatterjee, Chairperson of the Nomination and Remuneration Committee sought leave of absence from attending Annual General Meeting of the Company held on Tuesday, September 29, 2015 and the same was granted to him.

The Broad terms of reference of the Nomination & Remuneration committee are as under:

1. Formulation of the Criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of Directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors, their appointment and removal.
5. Whether to extend or continue the term of appointment of independent director, on the basis of the report of performance evaluation of Independent Director.

iii. Performance Evaluation of Independent Directors:

The Performance Evaluation criteria for independent directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgment.

iv. Remuneration Policy:
Remuneration to Non- Executive Directors:

The Non-Executive Directors are paid remuneration by way of sitting fees. The Non-Executive Directors are paid sitting fees for each meeting of Board or Committee of Directors attended by them. The total amount of sitting fees paid to Non-Executive Directors during the Financial Year 2015-16 was Rs. 1,94,250. The Non-Executive Independent Directors do not have any Material Pecuniary Relationship or transactions with the Company.

Name	Category	Sitting Fees
Mr. Supratik Chatterjee	Chairman & Non-Executive Independent Director	58,500/-
Mr. Anthony D'Souza	Non-Executive Independent Director	49,500/-
Mr. Asit Pal	Non-Executive Independent Director	57,750/-
Ms. Ruhi Mittal	Non-Executive Non Independent Director	28,500/-

Remuneration to Executive Directors:

The appointment and remuneration of Executive Directors including Chairman and Managing Director and Whole-Time Director is governed by recommendation of the Remuneration & Nomination Committee, resolutions passed by the Board of Directors and Shareholders of the Company. Payment of remuneration to Executive Directors is governed by the respective agreements executed between them and the Company. Annual increments are linked to performance and decided by the Nomination & Remuneration Committee and recommended to the Board for approval thereof.

The remuneration policy is designed to create high performance culture. It enables the Company to attract, retain and motivate employees to achieve results. The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Managing Directors and the Executive Directors.

Presently, the Company does not have a stock options scheme for its Directors.

Details of Remuneration Paid to Directors for the year ended March 31, 2016:

a. Non- Executive Director:

Name	Category	Salary
Mr. Murarilal Mittal (w.e.f August 14, 2014 for a period of 3 years)	Managing director	33,00,000/-
Mr. Sushil Sharda (w.e.f. January 1, 2016 for a period of 5 years)	Whole-Time Director	23,32,800/-
Mr. Sumit Kumar Modak (w.e.f. January 1, 2016 for a period of 5 years)	Whole-Time Director	26,91,715/-
Mr. Venkateswararao Laxmanamurty Kandikuppa (w.e.f. January 1, 2016 for a period of 5 years)	Whole-Time Director	23,68,347/-

b. Managing Director & Executive Director:

Services of Managing Director and Executive Director may be terminated by either party, giving six months' written notice or by any shorter notice as may be mutually agreed between the Whole-Time Director and the Board of Directors. There is no separate provision for severance fees.

C. Stakeholders Relationship Committee:

The Stakeholders Relationship Committee is constituted in line with provisions of Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

i. Composition:

Mr. Anthony D'Souza, Non-Executive Independent Director is the chairperson of the Stakeholders Relationship Committee. The other members of the Committee include Mr. Asit Pal, Non-Executive Independent Director and Mr. Sushil Sharda, Whole-Time director.

Mr. Shailesh Rakhasiya is the Company Secretary & Compliance Officer.

ii. The terms of reference of the Stakeholders Relationship Committee are as under:

The Committee shall consider and resolve the grievances of security holders of the listed entity including complaints related to transfer of shares, non receipt of annual report and non receipt of declared dividends.

iii. Details of Shareholders' Complaints Received, Solved and Pending:

Number of complaints received so far	01
Number of complaints not solved to the satisfaction of Shareholders	Nil
Number of pending complaints	Nil

The above table includes complaints received from SEBI SCORES by the Company.

6. OTHER COMMITTEES':

A. Initial Public Offering (IPO) Committee:

The IPO Committee of the Company is constituted in line with the provisions of the Companies Act, 2013.

i. Composition:

Mr. Sushil Sharda, Whole-Time Director is the chairperson of Initial Public Offering (IPO) Committee. The other members of the Committee include Mr. Murarilal Mittal, Managing Director, and Mr. Asit Pal, Non-Executive Independent Director.

Mr. Shailesh Rakhasiya is the Company Secretary & Compliance Officer.

ii. Meeting and Attendance:

Sr. No.	Name of Director	Position	Category	No. of Initial Public Offering (IPO) Committee Meetings attended
1	Mr. Sushil Sharda	Chairman	Whole-Time Director	5 of 5
2	Mr. Murarilal Mittal	Member	Managing Director	5 of 5
3	Mr. Asit Pal	Member	Non-Executive Independent Director	2 of 5

The Initial Public Offering (IPO) Committee met five times during the Financial Year 2015-16 on, March 7, 2016, March 8, 2016, March 23, 2016, March 28, 2016, March 30, 2016. The requisite quorum was present at the meeting.

The Broad terms of reference of the Initial Public Offering (IPO) Committee are as under:

- a. Approval of the restated financial information;
- b. Finalize and make necessary alterations, amendments, modifications towards finalization of the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus;
- c. Filing the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus;
- d. Decide on the timing and all terms and conditions of the Issue including the price band, the price, the amount to be paid on application, allotment, calls and interest to be charged on calls in arrears, as may be deemed appropriate subject to the approval of the concerned authority(ies), if and to the extent necessary and to accept any amendments, modifications, variations or alterations thereto;
- e. Finalize the opening and closing date(s) including earliest closing date of the Issue;
- f. Decide the quantum of allotment in case of oversubscription and consider and approve applications in respect of the Issue and to allot to the subscribers whose applications have been approved, in accordance with the Companies Act, the SEBI (ICDR) Regulations, the Memorandum and Articles of Association of our Company and the issue document in consultation with the book running lead manager(s), the stock exchanges and other regulatory authorities to the extent necessary;
- g. Entering into all Issue relating agreements, including for the appointment of the Bankers to the Issue, Syndicate Bankers, and the Underwriters;
- h. Enter into agreements with advertising agency, printers, paying, transfer and conversion agents, listing agents, trustees and any other agencies or persons in relation to the Issue;
- i. Pay commissions, fees, remunerations, expenses and any other charges to the above agencies / persons and to give them such directions and instructions as it may deem fit from time to time;
- j. Responding to queries from ROC, SEBI, Depository, Stock exchanges and other regulatory bodies and also signing of necessary documents relating to the same;
- k. Make applications to one or more stock exchange(s) in India for listing of the equity shares of our Company and to execute and deliver necessary documents in connection thereto;
- l. Operate on behalf of our Company the bank account(s) that may be opened with any bank(s) in India for and in connection with the Issue; and
- m. Take all such actions and give all such directions as may be necessary and desirable and also to settle any question or difficulty or doubts that may arise in regard to the creation, offer, issue and allotment of the Equity Shares of our Company

B. Independent Directors Committee:

The Independent Directors Committee of the Company is constituted in line with the provisions of Listing Regulations & the Companies Act, 2013.

i. **Composition:**

Mr. Supratik Chatterjee, Non-Executive Independent Director is the chairperson of Independent Directors Committee. The other members of the Committee include Mr. Anthony D'Souza, Non-Executive Independent Director, and Mr. Asit Pal, Non-Executive Independent Director.

ii. **Meeting and Attendance:**

Sr. No.	Name of Director	Position	Category	No. of Independent Directors Committee Meetings attended
1	Mr. Supratik Chatterjee	Chairman	Non-Executive Independent Director	1 of 1
2	Mr. Anthony D'Souza	Member	Non-Executive Independent Director	1 of 1
3	Mr. Asit Pal	Member	Non-Executive Independent Director	1 of 1

The Independent Directors Committee met once during the financial year 2015-16 on March 28, 2016. The requisite quorum was present during the meeting.

The Broad terms of reference of the Independent Directors Committee are as under:

- Review the performance of Non- Independent directors and the Board of Directors as a whole;
- Review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- Assess the quality, quantity and timelines of flow of information between the management of the Company and the Board of Directors that is necessary for the Board of Directors to effectively and reasonably perform their duties.

7. **GENERAL BODY MEETING:**

Location and Time where last three Annual General Meetings held.

Sr. No.	Day & Date	Location	Time
1.	Monday, September 30, 2013	Registered Office - 701, A Wing, Trade World, Kamla Mills Compound, Senapati Bapat Marg, Lower Parel (W), Mumbai 400 013	11.00 AM
2.	Tuesday, September 30, 2014	Registered Office - 701, A Wing, Trade World, Kamla Mills Compound, Senapati Bapat Marg, Lower Parel (W), Mumbai 400 013	11.00 AM
3.	Tuesday September 29, 2015	Registered Office - Plot No. 1 & 4 Atgaon Industrial Complex, Mumbai-Nasik Highway, Atgaon (East), Taluka-Shahpur, Dist. Thane – 421 601	11.00 AM

- During the year no resolutions have been passed through Postal Ballot.
- None of the special resolution is proposed to be conducted through Postal Ballot.

8. **MEANS OF COMMUNICATION:**

- During the year the Company was in the process of Initial Public Offering (IPO) and got listed on National Stock Exchange of India Limited and BSE Limited on April 1, 2016.
- As a part good Corporate Governance practice the Company has voluntarily complied with the necessary compliances for the quarter ended March 31, 2016, accordingly the unaudited quarterly results are announced within 45 days of the close of the quarter and the audited annual results are announced within sixty days from the closure of financial year as per the requirement of Listing Regulation.
- The approved financial results are forthwith sent to the Stock Exchanges and are published in a English language national daily newspaper namely The Freepress Journal; in addition the same are published in the language of the region Marathi newspaper Jansatta Navshakti within forty eight hours of approval thereof.
- The Company's financial results are displayed on Company's website - <http://www.bharatwireropes.com>.

- The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication for the quarter ended on March 31, 2016 to the Stock Exchanges viz. National Stock Exchange of India Limited and BSE Limited are filed electronically. The Company has complied with filing submissions through NSE's NEAPS portal; likewise, the said information is also filed electronically with BSE's BSE Listing Center.

9. GENERAL SHAREHOLDER INFORMATION:
Annual general meeting for the Financial Year, 2015-16:

Day and Date	Wednesday, August 10, 2016
Time	12:00 Noon
Venue (Registered Office of the Company)	Plot No. 1 & 4 Atgaon Industrial Complex, Mumbai-Nasik Highway, Atgaon (East), Taluka - Shahpur, Dist. Thane - 421601
Financial Year	April 1, 2015 to March 31, 2016
Book Closure Dates	As mentioned in the notice of AGM to be held on Wednesday, August 10, 2016
Last date of Receipt of Proxy Forms	Monday, August 8, 2016

The securities of the Company got listed on Stock Exchanges on April 1, 2016

Stock Exchange	Stock Code
National Stock Exchange of India Limited Address: Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) - 400 051.	BHARATWIRE
BSE Limited Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001.	539799

Annual Listing Fees for the Financial Year 2016-17 has been paid to National Stock Exchange of India Limited and BSE Limited.

Address for Correspondence:

Company Secretary & Compliance Officer	Registrar to an issue and Share Transfer Agents	Correspondence with Company
Mr. Shailesh Rakhasiya	Karvy Computershare Private Limited	Bharat Wire Ropes Limited
Company Secretary and Compliance Officer, Tel: +91-22-66824600 Fax: +91-22-24955477	Address: Karvy Selenium, Tower B, Plot No. 31&32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, Andhra Pradesh, India. Toll Free No.: 1800 3454 001 Tel No.: +91-4067162222 Fax No.: +91-40-23431551 Email id: suresh.d@karvy.com Website: www.karvycomputershare.com	Address: A - 701, Trade World Building, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel (W), Mumbai-400013, Maharashtra, India Tel: +91-22-66824600 Fax: +91-22-24955477 Email: investors@bharatwireropes.com Website: http://www.bharatwireropes.com

Shareholding as on March 31, 2016:

Category	Number of equity Shares held	Percentage Holding
Promoter and Promoter Group		
i. Individuals/ Hindu Undivided Family	4	0.00%
ii. Any Other (Bodies Corporate)	2,56,75,485	57.12%
Public Shareholders		
i. Mutual Funds	39,20,309	8.72%
ii. Foreign Portfolio Investors	28,50,128	6.34%
iii. Financial Institutions/ Banks	48,17,480	10.72%
Non-institutions		
i. <u>Individuals</u> (Individual shareholders holding nominal share capital up to Rs. 2 Lakhs)	19,23,518	4.28%
ii. <u>Individuals</u> (Individual shareholders holding nominal share capital in excess Rs. 2 Lakhs)	47,77,762	10.63%
Any Other (Foreign Individuals or NRI and Bodies Corporate)	9,87,562	2.19%
Grand Total	4,49,52,248	100%

Plant Locations:

The Company has the following manufacturing and Operating Divisions:

Atgaon: Plot No. 1&4, Atgaon Industrial Complex, Mumbai-Nasik Highway, Atgaon (East), Taluka Shahpur, Thane – 421601, Maharashtra, India.

The project at Chalisgaon is under Execution

Chalisgaon: Plot No. 4, Chalisgaon Industrial Area, Village- Khadki, BK Chalisgaon, District, Jalgaon - 424101, Maharashtra.

10. OTHER DISCLOSURE:

- A. The Company has established a vigil mechanism and oversees through the Audit Committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of employees and the Company. The policy on vigil mechanism and the whistle blower policy is displayed on Company's website - <http://www.bharatwireropes.com>.
- B. The policy on dealing with related party transaction is displayed on the Company's website: <http://www.bharatwireropes.com>.



COMPLIANCE CERTIFICATE OF THE AUDITORS

The Statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulation and the same is annexed to this Report.

DECLARATIONS

Compliance with the Code of Business Conduct and Ethics

As provided under Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Bharat Wire Ropes Limited Code of Business Conduct and Ethics for the year ended March 31, 2016

For **Bharat Wire Ropes Limited**

Murarilal Mittal
Managing Director
DIN: 00010689

Date : May 29, 2016
Place: Mumbai

For **Bharat Wire Ropes Limited**

Sushil R. Sharda
Whole-time Director
DIN: 03117481

CEO / CFO CERTIFICATION

We Murarilal Mittal as Managing Director and Rakesh Kumar Jain as Chief Financial Officer of Bharat Wire Ropes Limited (“Company”) to the best of our knowledge and belief certify that:

- a. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2016 and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. To the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violation of the Company’s code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - i. Significant changes, if any, in internal control over financial reporting during the year;
 - ii. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control systems over financial reporting.

For **Bharat Wire Ropes Limited**
Murarilal Mittal
Managing Director
DIN: 00010689

Date : May 29, 2016
Place: Mumbai

For **Bharat Wire Ropes Limited**
Rakesh Kumar Jain
Chief Financial Officer

**AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS
OF CORPORATE GOVERNANCE**

To the Members of **Bharat Wire Ropes Limited,**

We have examined the compliance of conditions of Corporate Governance by Bharat Wire Ropes Limited, for the year ended March 31, 2016 as stipulated in Regulations 17, 18, 19, 20, 23, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015).

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us,

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Sureka Associates**
Chartered Accountants
Firm Registration No.: 110640W

Suresh Sureka
Partner
Membership No. 34132

Date: May 29, 2016
Place: Mumbai

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF BHARAT WIRE ROPES LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of **BHARAT WIRE ROPES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements to give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the

financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the 'Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B, a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
 - i) The Company does not have any pending litigations as at March 31, 2016 which would impact its financial position.
 - ii) The Company does not have any long-term contracts as at March 31, 2016 for which there

could be any material foreseeable losses. The Company does not have derivative contracts as at March 31, 2016.

- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2016.

For **and on behalf of**
SUREKA ASSOCIATES
Chartered Accountants
Firm's Registration No. 110640W

Suresh Sureka
Partner
Membership No. 34132

Place : Mumbai
Date : 29 May, 2016

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of **BHARAT WIRE ROPES LIMITED** on the financial statements as of and for the year ended March 31, 2016

- i. The Company is maintaining proper records showing full particulars, including quantitative detail and situation of fixed assets.
- ii. These fixed assets have been physically verified by the management at reasonable intervals. According to information and explanations given to us, there were no material discrepancies noticed on such verification. In our opinion, the frequency of verification is reasonable.
- iii. The title deeds of immovable properties are held in the name of the Company.
- iv. The physical verification of Inventory excluding stocks with third parties and stocks in transit have been conducted at reasonable intervals by the management during the year. The discrepancies noticed on physical verification of Inventory as compared to book records were not material.
- v. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.
- vi. The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- vii. The Company has not accepted any deposits from the public within the meaning of Section 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- viii. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues in respect of Provident fund, employee's state insurance, income tax, sales tax, duty of excise and service tax, and other material statutory dues, as applicable, with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of service tax, duty of custom and cess which have not been deposited on account of any dispute. The particulars of dues of income tax, duty of excise and Central Sale Tax as at March 31, 2016 which have not been deposited on account of a dispute are as follows:

Name of the Statute (Nature of Dues)	Amount (₹ in Lacs)	Period to which amount relates	Forum where dispute is pending
Income Tax Act, 1961	27.57	AY 2010-11	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	51.61	AY 2011-12	Income Tax Appellate Tribunal
Income Tax Act, 1961	1.41	AY 2012-13	Commissioner of Income Tax (Appeals)
Central Excise and Service Tax	30.43	October 2008 to March 2010	Commissioner of Central Excise (Appeals)
Central Sales Tax Act, 1956	38.45	April 2011 to March 2012	JC Sales Tax (Appeals VIII)

- ix. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowing to any financial institutions, bank, government. Further, the Company has not issued any debentures.
- x. In our opinion, and according to the information and explanations given to us, the moneys raised by term loan were applied for the purposes for which those are raised. In case of initial public offer, the moneys have been raised. However, these moneys have not been utilised till 31st March, 2016.
- xi. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come

across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.

- xii. The Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
- xiii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiv. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xvi. The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvii. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For and on behalf of
SUREKA ASSOCIATES
Chartered Accountants
Firm's Registration No. 110640W

Suresh Sureka
Partner
Membership No. 34132

Place : Mumbai

Date : 29 May, 2016

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of BHARAT WIRE ROPES LIMITED on the financial statements as of and for the year ended March 31, 2016.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act.

1. We have audited the internal financial controls over financial reporting of **BHARAT WIRE ROPES LIMITED** ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
SUREKA ASSOCIATES
Chartered Accountants
Firm's Registration No. 110640W

Suresh Sureka
Partner
Membership No. 34132

Place : Mumbai
Date : 29 May, 2016

BALANCE SHEET AS AT 31 MARCH, 2016

(Amt. in ₹)

Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	2.1.1	449,522,480	293,966,930
(b) Reserves and surplus	2.2	933,434,265	413,136,899
		1,382,956,745	707,103,829
2 Non-current liabilities			
(a) Long-term borrowings	2.3.1	1,734,150,110	182,471,761
(b) Deferred tax liabilities (net)	2.4	48,685,739	47,402,415
(c) Other Long term liabilities	2.5	256,316,883	157,641,415
(d) Long-term provisions	2.6	8,427,372	6,221,447
		2,047,580,104	393,737,038
3 Current liabilities			
(a) Short-term borrowings	2.7	218,211,719	222,371,399
(b) Trade payables	2.8	91,114,223	136,316,025
(c) Other current liabilities	2.9	428,671,279	59,116,670
(d) Short-term provisions	2.10	1,408,736	1,631,910
		739,405,957	419,436,003
	TOTAL	4,169,942,805	1,520,276,870
B ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	2.11	648,359,519	655,813,399
(ii) Intangible assets	2.11	2,152,377	2,146,289
(iii) Capital work-in-progress	2.12	1,593,925,044	113,734,086
(b) Long-term loans and advances	2.13	609,223,695	170,627,700
		2,853,660,635	942,321,475
2 Current assets			
(a) Inventories	2.14	344,220,103	385,371,220
(b) Trade receivables	2.15	168,830,659	141,755,680
(c) Cash and Bank Balances	2.16	719,976,845	18,111,818
(d) Short-term loans and advances	2.17	3,413,631	2,984,236
(e) Other current assets	2.18	79,840,931	29,732,441
		1,316,282,170	577,955,395
	TOTAL	4,169,942,805	1,520,276,870
Notes forming part of financial statements	1-2		

As per our report of even date attached

For **Sureka Associates**
Chartered Accountants
Firm Registration No:110640W

Suresh Sureka
Partner
Membership No:34132
Date : 29th May, 2016
Place : Mumbai

For and on behalf of the Board of Directors

Manging Director
Murarilal Mittal
DIN: 00010689

Chief Financial Officer
Rakesh Kumar Jain
PAN: ABBPJ5834H

Director
Sushil Sharda
DIN: 03117481

Company Secretary
Shailesh Rakhasiya
PAN: ALUPR5390R

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31 MARCH, 2016

(Amt. in ₹)

Particulars	Note No.	Year Ended 31st March, 2016	Year Ended 31st March, 2015
Revenue			
1 Revenue from operations (gross)	2.19	661,980,508	834,435,057
Less: Excise duty		54,952,036	67,213,574
Revenue from operations (net)		607,028,472	767,221,483
2 Total revenue		607,028,472	767,221,483
3 Expenses			
(a) Cost of materials consumed	2.20	256,200,064	387,224,191
(b) Purchases of traded goods	2.21	104,923,995	131,151,534
(c) Changes in inventories of finished goods, work-in-progress and stock-in trade	2.22	25,409,525	(4,979,035)
(d) Employee benefits expense	2.23	83,271,557	86,907,624
(e) Finance costs (net)	2.24	37,214,014	37,130,366
(f) Depreciation and amortisation expense	2.11	22,917,158	24,459,413
(g) Other expenses	2.25	54,917,216	74,517,089
Total expenses		584,853,530	736,411,181
4 Profit/Loss before Extraordinary Items & Tax (2 - 3)		22,174,943	30,810,302
5 Extraordinary Items		-	19,951,368
6 Profit/Loss before Tax (4 - 5)		22,174,943	10,858,934
7 Tax expense:			
(a) Current tax		7,463,897	9,251,050
(b) (Less): MAT credit entitlement		-	-
(c) Relating to earlier years		-	-
(d) Deferred tax		1,283,324	(1,660,596)
		8,747,221	7,590,454
8 Profit for the year		13,427,721	3,268,480
9 Earnings per Equity Share			
Face Value per Equity Share ₹ 10			
Basic & Diluted	2.26	0.46	0.11
Notes forming part of financial statements	1-2		

As per our report of even date attached

For Sureka Associates
Chartered Accountants
Firm Registration No:110640W

Suresh Sureka
 Partner
 Membership No:34132
 Date : 29th May, 2016
 Place : Mumbai

For and on behalf of the Board of Directors

Manging Director
 Murarilal Mittal
 DIN: 00010689

Chief Financial Officer
 Rakesh Kumar Jain
 PAN: ABBPJ5834H

Director
 Sushil Sharda
 DIN: 03117481

Company Secretary
 Shailesh Rakhasiya
 PAN: ALUPR5390R

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2016

(Amt. in Rs.)

Particular	Year ended 31 March, 2016	Year ended 31 March, 2015
A. Cash flow from/(used in) operating activities:		
Profit before tax and extraordinary items	22,174,943	30,810,302
a) Adjustment for:		
Depreciation	22,917,158	24,459,413
Interest and Finance charges	37,214,014	37,130,366
b) Changes in current assets and liabilities:		
Inventories	41,151,117	(14,886,587)
Trade and other receivables	(27,074,979)	81,530,474
Loans & advances	(3,873,655)	(158,369,810)
Other Current Assets	(50,108,490)	11,053,119
Provisions	1,982,751	2,662,516
Other Current Liabilities	369,554,609	(24,725,490)
Trade payable and others	(45,201,801)	(43,701,692)
c) Income tax paid	(7,463,897)	(9,251,050)
Net cash generated from/(used in) operations	(A)	(B)
	361,271,769	(63,288,440)
B. Cash flow from/(used in) investing activities:		
Purchase of Fixed Assets	(21,604,635)	(9,967,715)
Deduction in Fixed Assets	5,407,500	-
CWIP	(1,479,463,187)	(35,135,424)
Capital Advances	(435,151,735)	-
Net Cash generated from/(used in) investing activities	(B)	(C)
	(1,930,812,057)	(45,103,139)
C. Cash flow from/(used in) financing activities:		
Proceeds from issue of equity shares	155,555,550	-
Security Premium on issue of equity shares	544,444,425	-
Security Premium utilised against IPO Expenses	(37,574,781)	(2,235,130)
Proceeds/(Repayment) of long term & other borrowings	1,646,194,137	147,278,616
Interest and finance charges paid	(37,214,014)	(37,130,366)
Net Cash generated from/(used in) financing activities	(C)	(D)
	2,271,405,316	107,913,121
Net increase/(decrease) in cash & cash equivalents	(A+B+C)	(E)
	701,865,028	(478,458)
Add: Opening balance of cash & cash equivalents	18,111,818	18,590,276
Closing balance of cash & cash equivalents	719,976,845	18,111,818
Notes forming part of financial statements	1-2	

Notes:

- The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard 3 Cash Flow Statements issued by the Institute of Chartered Accountants of India.
- Previous year figures have been regrouped/ recast wherever necessary.

As per our report of even date attached

For **Sureka Associates**
Chartered Accountants
Firm Registration No:110640W

Suresh Sureka
Partner
Membership No:34132

Date : 29th May, 2016
Place : Mumbai

For and on behalf of the Board of Directors

Manging Director
Murarilal Mittal
DIN: 00010689

Chief Financial Officer

Rakesh Kumar Jain
PAN: ABBPJ5834H

Director
Sushil Sharda
DIN: 03117481

Company Secretary

Shailesh Rakhasiya
PAN: ALUPR5390R

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2016

1 Significant Accounting Policies :

1.1 Basis of Accounting

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of Companies Act 2013 read with rule 7 of Companies (Accounts) Rules 2014, till the Standard of Accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and the other relevant provisions of the Companies Act, 2013. The Ministry of Corporate Affairs (MCA) has notified the Companies (Accounting Standards) Amendment Rules, 2016 vide its notification dated 30 March 2016. The said notification read with Rule 3(2) of the Companies (Accounting Standards) Rules, 2006 is applicable to accounting period commencing on or after the date of notification i.e. 1 April 2016.

1.2 Use of Estimates

The preparation of financial statements requires the management of Company to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialized. Though the management believes that the estimates used are prudent and reasonable, actual results could differ from these estimates.

1.3 Fixed Assets

- a) Fixed assets are stated at cost, unless stated otherwise. Cost comprises the purchase price and attributable expenses.
- b) **Impairment of Assets:** Impairment of an asset is reviewed and recognised if the event changes and circumstances indicate that the carrying amount of an asset is not recoverable. Difference between the carrying amount of an asset and the recoverable value is recognised as impairment loss in the statement of profit and loss in the year of impairment.
- c) **Capital work in progress:** Capital work in progress is stated at the amount expended up to the date of balance sheet, and expenditure incurred during construction period:

1.4 Borrowing Costs

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to statement of profit and loss.

1.5 Depreciation on Fixed Assets

- a) Pursuant to the enactment of the Companies Act, 2013 (“the Act”), the company has, effective from April 1, 2014 reassessed the useful life of its fixed assets and has computed depreciation with reference to the useful life of the assets as recommended in schedule II of the Act. However as per the valuation report dated 20 January 2015, certified by Mr. Vikas J. Bardapurkar, useful life of the some of the assets have been assessed as ranging between 25 and 60 years which is different then the life prescribed under schedule II of the Act and depreciation is computed accordingly.
- b) Leasehold improvements are depreciated over the unexpired period of respective leases or useful life whichever is shorter.

1.6 Investments

Investments intended to be held for more than a year, from the date of acquisition, are classified as long-term and are stated at cost. Provision for diminution in value of investments is made to recognize a decline other than temporary. Current Investments are stated at cost or fair value whichever is lower.

1.7 Revenue Recognition

- a) Sale of goods is recognized when the risks and rewards of ownership are passed on to the customers, which is generally on dispatch. Export Sales are accounted for on the basis of date of bill of lading. Gross Sales include excise duty, adjustments for price variation, quality claims, liquidated damages and exchange rate variations related to export realization.
- b) **Export benefits:** Duty Drawback is accounted on accrual basis.
- c) Revenue from Services is recognized when the services are completed.
- d) Dividend income is recognized when the right to receive the dividend is unconditional.

1.8 Inventory

Inventories are valued at lower of cost or net realizable value.

1.9 Operating Lease

Lease of assets under which all the risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating lease are recognized as an expense on accrual basis in accordance with the respective lease agreements.

1.10 Foreign Currency Transactions

- a) Foreign exchange transactions are converted into Indian Rupees at the prevailing rate on the date of the transactions. Current monetary assets and liabilities are translated at the exchange rate prevailing on the last day of the year. Non monetary items are carried at cost.
- b) Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company are recognized as income or expense in the Statement of Profit and Loss. The exchange differences arising on settlement / restatement of long-term foreign currency monetary items are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets.
- c) Premium / discount on forward exchange contracts not relating to firm commitments or highly probable forecasted transactions and not intended for Trading or Speculation purpose is amortized as income or expense over the life of the contract.

1.11 Accounting for Taxes on Income

- a) Current tax is determined as the amount of tax payable in respect of taxable income of the year computed as per the Income Tax Act, 1961.
- b) Deferred tax is recognized subject to consideration of prudence, on timing difference, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods and measured using prevailing enacted or substantively enacted tax rates.

1.12 Employee Benefits

- a) Short term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.
- b) Post employment and other long-term benefits are recognized as an expense in the statement of Profit and Loss of the year in which the employees has rendered services. The Expense is recognized at the present value of the amount payable determined using actuarial valuation technique. Actual gain and losses in respect of post employment and other long term benefits are recognized in the statement of profit and loss.
- c) Payments to defined contribution retirement benefits schemes are charged as expenses as and when they fall due.

1.13 Research & Development

Capital expenditure on research and development is treated in the same manner as fixed assets. Revenue expenditure on research and development is charged to Statement of Profit and Loss.

1.14 Provisions & Contingent Liabilities

A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation. Contingent liabilities, if material, are disclosed in the financial accounts. Contingent assets are not recognized or disclosed in the financial statements.

1.15 Earning Per Share

The Company reports basic and diluted earnings per equity share in accordance with AS 20, Earnings per Share. Basic earnings per equity share have been computed by dividing net profit after tax (after adjusting for dividend on cumulative preference shares) attributable to equity shareholders by the weighted average number of equity shares outstanding for the year. Diluted earnings per share is computed using the weighted average number of equity and equivalent dilutive equity shares outstanding during the year, except where results would be anti-dilutive.

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MARCH, 2016
2 Notes To Accounts
2.1 Share capital

2.1.1	Particulars	As at 31st March, 2016		As at 31st March, 2015	
		Number of shares	Amount (₹)	Number of shares	Amount (₹)
(a)	Authorised				
	Equity shares of Rs.10 each	50,000,000	500,000,000	30,000,000	300,000,000
		50,000,000	500,000,000	30,000,000	300,000,000
(b)	Issued, Subscribed and fully paid up				
	Equity shares of Rs.10 each	44,952,248	449,522,480	29,396,693	293,966,930
		44,952,248	449,522,480	29,396,693	293,966,930

2.1.2 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	No of shares	Amount (₹)	No of shares	Amount (₹)
Number of equity shares at the beginning of the year	29,396,693	293,966,930	29,396,693	293,966,930
Add: Equity shares issued during the year	15,555,555	155,555,550	-	-
Number of equity shares at the end of the year	44,952,248	449,522,480	29,396,693	293,966,930

2.1.3 Details of Shareholder holding more than 5% shares in the company

Name of Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Gaji Mercantile Pvt. Ltd.	25,675,484	57.12%	25,675,484	87.34%
Mr .Motilal Gopilal Oswal & Others**	N.A.	N.A.	1,837,293	6.25%
Next Orbit Ventures Fund	3,920,309	8.72%	-	-
Total	29,595,793	65.84%	27,512,777	93.59%

** Represents the Equity Shares held by M/s. Visu Associates, having partners Mr. Motilal Gopilal Oswal, Mr. Raamdev Ramgopal Agarwal and Passionate Investment Management Private Limited.

2.1.4 Shares held by holding/ultimate holding company and /or their subsidiaries

Out of Equity Shares issued by the Company, shares held by its holding company, ultimate holding company and their subsidiaries / associates are as below:-

Particulars	As at 31st March, 2016		As at 31 March, 2015	
	No. of shares held	% of holding	No. of shares held	% of holding
Ultimate Holding Company				
Gyanshankar Investment & Trading Co. Pvt. Ltd	1	0.00%	1	0.00%
Holding company				
Gaji Mercantile Pvt. Ltd.	25,675,484	57.12%	25,675,484	87.34%

2.1.5 Terms/right attached to Equity shares

The Company has only one class of equity shares having a face value of ₹10 per share. Each holder of equity share is entitled to one vote per share. The dividend, if any proposed by Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended 31 March, 2016, ₹ Nil per share (31 March, 2015 : ₹ NIL) is recognised as dividend distributions to equity shareholders.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts if any. The distribution will be in proportion to the number of equity shares held by shareholders.

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MARCH, 2016

2.2 Reserves and Surplus

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Capital Reserve		
As per Last Balance Sheet	4,799,688	4,799,688
Add : Current year transfer	-	-
Closing Balance	<u>4,799,688</u>	<u>4,799,688</u>
Securities Premium Account		
As per Last Balance Sheet	307,310,679	309,545,809
Add : Securities premium received on issue of equity shares during the year.	544,444,425	-
Less : Utilised against IPO expenses	<u>37,574,781</u>	<u>2,235,130</u>
Closing balance	<u>814,180,323</u>	<u>307,310,679</u>
Surplus		
Balance in Statement of Profit & Loss		
As per Last Balance Sheet	101,026,532	97,758,053
Add: Net profit after tax for the current period	13,427,721	3,268,480
Less: Deferred Tax for earlier years	-	-
Closing balance	<u>114,454,254</u>	<u>101,026,532</u>
Total Reserves and Surplus	<u>933,434,265</u>	<u>413,136,899</u>

2.3 Long-term borrowings

2.3.1

Particulars	As at 31st March, 2016 Amount (Rs)	As at 31st March, 2015 Amount (Rs)
Secured		
(A) Term loans From Banks (See Note 2.3.2 (a) & (b))		
Indian rupee loan	927,646,436	-
Foreign currency loan - Buyer's credit (Refer Note 2.26.10)	<u>292,773,784</u>	-
	<u>1,220,420,220</u>	-
(B) Term loans From Others (See Note 2.3.3)		
Other Loans	<u>7,556,772</u>	-
	<u>7,556,772</u>	-
Unsecured		
(A) Deferred payment liabilities (See Note 2.3.4)		
Sales Tax Loan	176,454,604	182,471,761
Deposits		
(A) Inter-corporate Deposits	<u>329,718,514</u>	-
Total	<u>1,734,150,110</u>	<u>182,471,761</u>

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MARCH, 2016

2.3.2 (a) The Company has been sanctioned a Term Loan of Rs. 330 Crores pursuant to Facility Agreement (Consortium Term Loan) dated 17th April, 2015 entered into with Term Loan Consortium Banks as under:

Name of the Banks	Limit Sanctioned (₹ in Crores)
Bank of Baroda (Lead Bank)	100.00
Union Bank of India	60.00
Central Bank of India	50.00
Vijaya Bank	50.00
Corporation Bank	30.00
State Bank of Bikaner & Jaipur	25.00
Export-Import Bank of India	15.00

Security:

- a. First charge, ranking pari passu between term loan consortium banks by way of mortgage / hypothecation of entire immovable and moveable fixed assets of the Company related to expansion project situated at MIDC - Chalisgaon or wherever else;
- b. Second charge ranking pari passu between term loan consortium banks by way of hypothecation of entire current assets of the Company situated at MIDC - Chalisgaon, Atgaon or wherever else;
- c. Personal Guarantee of Managing Director.
- d. Corporate Guarantee of Gaji Mercantile Private Limited.

Repayment:

The term loan is repayable in 20 equal Quarterly Installments. The first installment is payable after a period of 18 months from the date of C.O.D. (31st Dec, 2016) or as per sanction of the respective Lenders as may be modified from time to time.

2.3.2 (b) The Security is created by way of hypothecation of Vehicle.

Repayment:

The loan is repayable in 84 equal monthly installments of ₹ 42,681/- commencing from 03.04.2016

2.3.3 The Security is created by way of hypothecation of Vehicle.

Repayment:

The loan is repayable in 84 equal monthly installments of ₹ 148,953/- which has commenced from 16.10.2015

2.3.4 The Govt. of Maharashtra under Package Scheme of Incentive has extended to the Company, the incentive of sales tax deferral scheme pursuant to which the sales tax attributable to the sales effected out of production is deferred (interest free) for a period of 8 Years 9 Months from 01.05.2003 to 31.01.2012. The deferred sales tax in respect of above is based upon the sales tax returns. The amount for each year deferred is payable in 5 equal annual installments from Financial Year 2014-15 to 2027-28.

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MARCH, 2016

2.4 Deferred Tax:-

The major components of deferred tax assets and deferred tax liabilities are as under :

Particulars	April 2015 to March 2016		April 2014 to March 2015	
	Deferred Asset	Deferred Liabilities	Deferred Asset	Deferred Liabilities
	(₹)	(₹)	(₹)	(₹)
Provision for Gratuity	770,094	157,877	604,337	106,112
Provision for Leave encashment	310,882	66,954	348,056	264,420
Provision for Bonus	1,564,123	1,085,170	1,093,014	986,689
Difference between book depreciation & Income Tax Depreciation (including earlier years)	-	50,020,837	-	48,090,601
Unabsorbed Depreciation	-	-	-	0
Total	2,645,099	51,330,838	2,045,407	49,447,822
Net Deferred Tax (Liabilities)/ Asset	-	(48,685,739)	-	(47,402,415)

2.5 Other Long term liabilities

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Others		
EMD received from Suppliers	-	1,000,000
Other	256,316,883	156,641,415
Total	256,316,883	157,641,415

2.6 Long term Provisions

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Provision for employee benefits		
Gratuity	7,169,803	5,291,224
Leave encashment.	1,257,569	930,223
Total	8,427,372	6,221,447

2.7 Short term borrowings

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Secured Loan from Banks(See Note 2.7.1 given below)		
Cash Credit/ Working Capital Demand Loan from Banks	218,211,719	222,371,399
Total	218,211,719	222,371,399

2.7.1 Cash Credit(Working Capital facilities) from Banks are secured by first charge of hypothecation of raw materials, goods in process, finished goods, stores and book debts of the Company and second charge on entire immovable and movable fixed assets of the Company both present and future of the Company. It is also secured by the personal guarantee of Managing Director and Corporate Guarantee of Gaji Mercantile Pvt. Limited.

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MARCH, 2016
2.8 Trade Payables

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Trade Payables:		
Dues to micro and small enterprises (See Note no 2.26.9)	-	-
Dues to others	91,114,223	136,316,025
Total	91,114,223	136,316,025

2.9 Other current liabilities

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Current maturities of Long Term Debt.	7,272,107	18,863,804
Advances from customers.	24,865,518	2,403,400
Statutory Amount Payables.	11,416,526	22,755,999
Outstanding Expenses.	79,169,011	14,215,417
Other current liabilities		
Capital Creditors	282,406,870	-
Other Creditors	23,541,247	878,050
Total	428,671,279	59,116,670

2.10 Short Term Provisions

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Provision for Employee Benefits		
Gratuity	573,428	424,880
Leave Encashment	191,092	142,370
Provision for Excise duty on closing stock.	644,216	1,064,660
Total	1,408,736	1,631,910

2.12 Capital work-in-progress

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
For Atagoan Plant		
Plant & Machinery	91,105	91,105
Less : Capitalised during the year	(91,105)	
Total (I)	-	91,105
For Chalisgaon Project		
Premium for lease hold land.		
Opening Balance	32,406,133	30,772,470
Expenses incurred during the year	3,019,390	1,962,400
Lease Premium amortised during the year	349,952	328,737
Balance in Lease Hold Premium (A)	35,075,571	32,406,133
Plant & Machinery (B)	-	-

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MARCH, 2016

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Other Expenses		
Opening Balance	81,236,848	47,790,192
Expenses incurred during the year		
CWIP Building	416,398,338	-
CWIP Electrical Installation	54,186,376	-
CWIP Transit House	9,353,815	-
CWIP Plant & Machinery	832,392,122	-
CWIP Boundary Wall	8,100	5,263,704
Expenses Pending allocation		
Audit Fees	277,154	-
Bank Charges	1,732,427	-
Communication Expenses	444,118	-
Depreciation	727,768	-
Insurance	656,184	-
Interest	74,591,085	-
Lease hold Amortisation	349,952	328,737
Marketing Expenses	1,578,505	-
Miscellaneous Expenses	557,025	-
Office & Factory General Expenses	1,607,351	460,464
Power & Electricity Charges	4,416,892	-
Printing & Stationery	315,068	-
Loan Processing Fees	13,184,999	702,250
Professional Fees & Consultancy Charges	12,268,790	5,748,581
Rent Rates & Taxes (Net)	5,611,493	3,227,280
Repair & Maintenance	170,832	-
Salaries & Wages	39,004,353	14,161,710
Security Charges	1,575,866	-
Travelling Expense	6,204,013	3,553,930
Total of Other Expenses (C)	1,558,849,473	81,236,848
Total (II) (A+B+C)	1,593,925,044	113,642,981
Closing Balance (I + II)	1,593,925,044	113,734,086

2.13 Long-term loans and advances

	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Unsecured, considered good		
Capital Advances	602,530,480	167,378,745
Security deposits	6,693,215	3,248,955
Total	609,223,695	170,627,700

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MARCH, 2016
2.14 Inventories (valued at lower of cost and net realisable value)

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Raw Materials	134,609,211	139,044,469
Work in Progress	186,191,247	209,815,760
Finished Products	7,641,750	9,847,206
Stores & Spares	7,779,086	9,943,166
Packing Materials	1,706,707	1,476,523
Goods In Transit	6,292,102	15,244,096
Total	344,220,103	385,371,220

2.15 Trade receivables

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Unsecured, considered good		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	44,447,837	33,978,757
Others (Within Six Months from the date they were due for payments)	124,382,822	107,776,923
	168,830,659	141,755,680

2.16 Cash and Bank Balances

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Cash and Cash equivalents		
Balances with Bank		
(i) In current accounts	701,702,739	700,402
(ii) In other deposit accounts original maturity of 3 months or less	1,000,000	-
Cash on hand	1,230,287	369,846
Other Bank Balances		
Deposit with original maturity for more than 12 months	-	-
Margin Money Deposit(Secured against Bank Guarantees/Letter of Credit)	16,043,820	17,041,570
Total	719,976,845	18,111,818

2.17 Short-term loans and advances

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Unsecured, considered good		
Advances to Suppliers	1,407,613	1,325,443
Other Advances	2,006,018	1,658,793
Total	3,413,631	2,984,236

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MARCH, 2016

2.18 Other Current Assets

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Prepaid Expenses	2,492,301	2,474,741
Balance with government authorities	70,189,059	24,141,146
Interest accrued	1,419,278	1,275,807
Deposit	2,836,088	1,189,492
Insurance Claim Receivable	311,662	651,255
Others	2,592,544	-
Total	<u>79,840,931</u>	<u>29,732,441</u>

2.19 Revenue from Operations

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Revenue from operations		
Sale of products		
Finished goods	548,796,592	692,903,025
Traded goods	105,830,027	131,501,488
Other operating revenue		
Scrap Sales	1,163,113	1,056,279
Export Benefits	1,623,777	1,863,265
Incentive From DIC	4,567,000	7,111,000
Revenue from operations (gross)	661,980,508	834,435,057
Less: Excise duty	54,952,036	67,213,574
Revenue from operations (net)	<u>607,028,472</u>	<u>767,221,483</u>

Productwise summary of Sales

Product	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Wire Ropes, Stranded Wire & Slings Items	494,214,038	623,698,155
Traded Goods - Steel Related Products	105,830,027	131,501,488
Carbon Black Sales	87,400	404,776
Fuel Oil Sales	-	1,586,520
Iron Scrap Sales	1,163,113	1,056,279
Total	<u>601,294,578</u>	<u>758,247,218</u>

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MARCH, 2016
2.20 Cost of material consumed

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Inventory at the beginning of the year	165,708,254	156,437,989
Add: Purchases	240,878,916	396,494,456
Less : Inventory at the end of the year	150,387,106	165,708,254
Total	<u>256,200,064</u>	<u>387,224,191</u>

Productwise summary of Purchases

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Wire Rods, Wire & Wire related items	189,266,760	325,379,174
Consumables	8,874,628	8,613,147
Packing Material	12,744,606	13,173,270
Others	29,992,922	49,328,865
Total	<u>240,878,916</u>	<u>396,494,455</u>

2.21 Purchases of Traded Goods

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Steel related products	104,923,995	131,151,534
Total	<u>104,923,995</u>	<u>131,151,534</u>

2.22 Changes in inventory of finished goods, work-in-progress

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Inventories at the beginning of the year		
Finished goods	9,847,206	3,741,581
Work-in-progress	209,815,760	210,305,065
	<u>219,662,966</u>	<u>214,046,646</u>
Inventories at the end of the year		
Finished goods	7,641,750	9,847,206
Work-in-progress	186,191,247	209,815,760
	<u>193,832,997</u>	<u>219,662,966</u>
Less : Increase/(Decrease) In Excise Duty on Finished Goods	(420,444)	637,285
	<u>25,409,525</u>	<u>(4,979,035)</u>

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MARCH, 2016

2.23 Employee Benefit Expenses

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Salaries, wages, allowance and other benefits	78,674,725	82,088,718
Contribution to provident fund and other funds	3,538,573	3,283,265
Staff Welfare Expenses	1,058,259	1,535,641
Total	<u>83,271,557</u>	<u>86,907,624</u>

2.24 Finance Cost

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Interest	32,068,615	34,199,432
Bank Charges	4,023,760	4,646,735
Net loss / (gain) on Foreign currency transaction and translation.	1,121,639	-1,715,801
Total	<u>37,214,014</u>	<u>37,130,366</u>

2.25 Other Expenses

Particulars	As at 31st March, 2016 Amount (Rs)	As at 31st March, 2015 Amount (Rs)
Power & Electricity Charges	14,775,916	15,868,293
Freight Forwarding Charges	17,567,746	27,982,849
Rent Rates & Taxes (Net)	3,730,682	3,160,794
Repair & Maintenance	5,048,435	5,979,344
Commission	878,669	2,911,954
Travelling Expense	2,155,389	2,947,030
Communication Expenses	881,672	997,296
Printing & Stationery	795,291	997,613
Professional Fees & Consultancy Charges	1,501,681	2,059,110
Audit Fees	500,000	50,000
Office & Factory General Expenses	880,476	878,429
Security Charges	1,602,663	1,554,563
Inspection & Testing Charges	847,260	1,001,588
Insurance	2,312,192	1,564,970
Quality Claim (Sales)	36,530	528,782
Director Sitting Fees	212,500	37,500
Miscellaneous Expenses	1,190,115	5,996,975
	<u>54,917,216</u>	<u>74,517,090</u>

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MARCH, 2016
Other Significant Notes
2.26 Basic & Diluted Earnings Per Share

2.26.1 For the purpose of calculation of Basic and Diluted Earning Per Share the following amounts are considered :

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Basic Earnings Per Share		
Net Profit after tax (A)	13,427,721	3,268,480
Weighted average number of equity shares (Nos.) (B)	29,481,696	29,396,693
Basic Earnings Per Share of face value of ₹ 10/- each (A)/(B)	0.46	0.11
Diluted Earnings Per Share		
Amount available for calculation of Diluted EPS (A)	13,427,721	3,268,480
Weighted average number of equity shares (Nos.)	29,481,696	29,396,693
Number of Shares used for calculating Diluted EPS (B)	29,481,696	29,396,693
Diluted Earnings Per Share of face value of ₹ 10/- each (A)/(B)	0.46	0.11

2.26.2 As required by the Accounting Standard (AS) 28 'Impairment of Assets', the Company has reviewed potential generation of economic benefits from fixed assets and accordingly no provision for impairment loss is required to be made.

2.26.3 Contingent Liabilities not provided for

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Disputed Income Tax	8,064,739	19,764,328
Central Excise and Service Tax	3,043,530	-
Central Sales Tax	3,845,354	-
Total	14,953,623	19,764,328

2.26.4 Capital and other commitments not provided for

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Performance Guarantees/Bid Bond given by banks to company's customers / government authorities etc.	22,167,699	21,780,628
Letter of credit outstanding for Import of Raw Materials	13,204,924	6,079,924
In accordance with the EPCG Scheme, imports of Capital goods are allowed to be made duty free, subject to the condition that the Company shall fulfil in future, a specified amount of Export obligation within a specified time. Amount of Duty saved on above goods against which Export obligation is yet to be fulfilled by the Company is ₹ 17,03,63,320 as at 31 March 2016 (Previous year - NIL). Amount of Export Commitment on above	1,022,179,920	-
Contract remaining to be executed on capital accounts	1,932,305,529	873,552,529
Total	2,989,858,072	901,413,081

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MARCH, 2016

2.26.5 Disclosures pursuant to adoption of Accounting Standard 15 (Revised 2005) Employee Benefits

The Employees gratuity fund scheme managed by Life Insurance Corporation is a defined benefit plan. The present value of obligation is based on actuarial valuation using the projected unit credit method. The obligation for leave encashment is recognized in the same manner as gratuity.

Defined benefit plan

Details of defined benefit plan of Gratuity (Funded) and Leave Encashment (Non-Funded) are as follows

Actuarial assumptions**Economic assumptions****Major assumptions**

	2016(%p.a.)	2015(%p.a.)
Discount rate (p.a.)	8.00	8.00
Salary escalation rate	5.00	5.00

Demographic assumptions**Major assumptions**

Mortality	Indian Assured Lives Mortality (2006-08) Ultimate is used for purpose of Valuation.
Retirement age	60 years for all staff and workers
Attrition rate	3% up to age 35, 2% up to age 45 and 1% thereafter

Expenses recognized in the statement of profit and loss

Particulars	Gratuity (Funded)	Gratuity (Funded)	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)
	2016	2015	2016	2015
Current service cost	1,122,805	838,477	391,458	226,320
Interest cost	457,288	364,898	85,807	63,814
Expected return on plan assets	(35,353)	(33,118)	-	-
Net actuarial (gain)/loss recognized	(4,235,905)	463,482	665,428	876,213
Expenses recognized in the statement of profit and loss	(2,691,165)	1,633,739	1,142,693	1,166,347

Present value of defined benefit obligation and the fair value of assets

Particulars	Gratuity (Funded)	Gratuity (Funded)	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)
	2016	2015	2016	2015
Present value of obligation as at 31 March	7,743,231	5,716,104	1,448,661	1,072,593
Fair value of plan assets as at 31 March	5,160,210	441,918	-	-
Liability recognized in the balance sheet	2,583,021	5,274,186	1,448,661	1,072,593

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MARCH, 2016
Change in the present value of obligation

Particulars	Gratuity	Gratuity	Leave	Leave
	(Funded)	(Funded)	Encashment (Unfunded)	Encashment (Unfunded)
	2016	2015	2016	2015
Present value of obligation as at 1 April	5,716,104	4,054,422	1,072,593	709,044
Current service cost	1,122,805	838,477	391,458	226,320
Interest cost	457,288	364,898	85,807	63,814
Benefits paid	(607,534)	(197,796)	(766,625)	(802,798)
Actuarial (gain)/loss on obligations	1,054,568	656,103	665,428	876,213
Present value of obligation as at 31 March	7,743,231	5,716,104	1,448,661	1,072,593

Change in fair value of plan assets

Particulars	Gratuity	Gratuity
	(Funded)	(Funded)
	2016	2015
Fair value of plan assets as at 1 April	441,918	413,975
Expected return on plan assets	35,353	33,118
Actuarial gain/(loss) on plan assets	5,290,473	192,621
Contributions	-	-
Benefits paid	(607,534)	(197,796)
Fair value of plan assets as at 31 March	5,160,210	441,918

2.26.6 Disclosure as required by Accounting Standard AS-18 'Related Party Disclosure' in respect of transactions for the year.
A Key Management Personnel :

Name of the Person	Designation
Mr. Murarilal Mittal	Managing Director
Mr. Sushil Radheyshyam Sharda	Whole Time Director
Mr. Sumit Kumar Modak	Whole Time Director
Mr. Venkateshwara Rao Kandikuppa	Whole Time Director

B Relatives of Key Management Personnel :

Name of the Person	Relation to	Nature of Relationship
Dr. Sharwan Kumar Mittal	Managing Director	Brother
Mr. Mayank Mittal	Managing Director	Son

C List of related parties who can exercise control

Gaji Mercantile Pvt. Ltd. (Holding Company)
 Gyanshankar Investment & Trading Co. Pvt. Ltd
 Stellar Credit and E-Trading Pvt. Ltd.

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MARCH, 2016

D Transactions with related parties during the year are as follows:

Sr No.	Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
1	<u>Intercorporate Deposits taken during the year</u>		
	Stellar Credit and E-Trading Pvt. Ltd.	208,000,000	-
	Gyanshankar Investment & Trading Co. Pvt. Ltd	85,200,000	-
2	<u>Salaries and other allowance paid to:</u>		
	Mr. Murarilal Mittal	3,300,000	3,300,000
	Mr. Sushil Radheyshyam Sharda	2,332,800	2,332,800
	Mr. Sumit Kumar Modak	2,691,715	1,877,727
	Mr. Venkateshwara Rao Kandikuppa	2,368,347	2,424,885
	Dr. Sharwan Kumar Mittal	900,000	900,000
	Mr. Mayank Mittal	2,539,600	2,246,539
3	<u>Interest Expense on Intercorporate Deposits</u>		
	Stellar Credit and E-Trading Pvt. Ltd.	7,241,398	-
	Gyanshankar Investment & Trading Co. Pvt. Ltd	6,319,446	-
4	<u>Payment of Interest on Intercorporate Deposits</u>		
	Stellar Credit and E-Trading Pvt. Ltd.	1,111,111	-
	Gyanshankar Investment & Trading Co. Pvt. Ltd	1,111,110	-
5	<u>Balance outstanding at the end of the year:</u>		
	Stellar Credit and E-Trading Pvt. Ltd.	208,000,000	-
	Gyanshankar Investment & Trading Co. Pvt. Ltd	85,200,000	-
6	<u>Interest Payable at the end of the year: (Net of TDS)</u>		
	Stellar Credit and E-Trading Pvt. Ltd.	5,517,259	-
	Gyanshankar Investment & Trading Co. Pvt. Ltd	4,687,502	-
2.26.7.1	The Company leases the office premises under operating lease agreements that are renewable on periodic basis at the option of both lessor and lessee. The initial tenure of lease was for five years. The Rent free period was from 01.04.12 till 31.05.12.		
	Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
	Lease Rental charged for the year	6,454,560	6,454,560
	Future Lease Rental obligations payable		
	Not later than one year	6,454,560	6,454,560
	Later than one year but not later than five years	6,454,560	6,454,560
	Later than five years	Nil	Nil
2.26.7.2	The Company has paid Rs 3 .12 Crores as Premium for acquiring Leasehold land at Chalisgoan Industrial area. The initial tenure of Lease is 95 Years. The premium so paid will be amortized over lease period.		

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MARCH, 2016

2.26.8 Other Additional information required as per Schedule III to the Companies Act, 2013 are as under:

A Auditor's Remuneration

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Statutory Audit (Including Tax Audit Fees)	500,000	50,000
Total	500,000	50,000

B CIF Value of Import

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Raw material	38,510,953	128,330,259
Capital Goods	641,899,123	-
Total	680,410,076	128,330,259

C Expenditure in Foreign Currency

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Travelling Expenses	2,928,387	725,117
Advertisement	400,810	-
Total	3,329,197	725,117

D Earnings in Foreign Currency

Particulars	As at 31st March, 2016 Amount (₹)	As at 31st March, 2015 Amount (₹)
Export of Goods (On F.O.B. basis)	32,790,308	98,489,304
Total	32,790,308	98,489,304

2.26.9 Disclosure as per new amendments in Schedule III in respect of Micro Small & Medium Enterprises Development Act, 2006:

There are no dues to Micro, Small and Medium Enterprises as defined under "The Micro, Small and Medium Enterprises Development Act, 2006" as at March 31, 2016. This information has been determined to the extent such parties have been identified on the basis of the information available with the Company.

2.26.10 The buyer's credit has been taken for the import of Capital goods under term loans sanctioned by the banks, repayment thereof shall be as per terms of sanction as specified in note 2.3.2 (a).

2.26.11 The Company has filed case on 2 vendors for recovery of advances aggregating to Rs. 10 Lacs with Judicial Magistrate Court, Chalisgaon.

2.26.12 The Company was awarded an arbitral award ("the Award") for the sum of ₹. 114.78 Lacs from the Central Organisation Railway Electrification ("CORE") and ₹ 098 Lacs towards cost of the Company through Arbitration Order dated January 19, 2014. CORE has filed an Arbitration Case No. 478 of 2014 before Court of District Judge, Allahabad for setting aside the Award, and also allowing a sum of ₹ 120 Lacs, withheld by CORE, from our Company, towards the Risk Purchase Notice. Our Company has filed a Counter- Claim Petition in the said Arbitration case claiming from CORE, the sum of ₹ 120 Lacs plus a sum of ₹ 57.35 Lacs being interest at the rate of 18% till date of filing.

2.26.13 Pursuant to Accounting Standard 26 – "Intangible Assets", the Purchased goodwill in the balance sheet as at March 31, 2014 is written off during the year ended March 31, 2015.

2.26.14 Figures for the previous year have been re-grouped/re-classified wherever necessary.

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31 MARCH, 2016

2.11 Tangible & Intangible Assets

(Amt. in Rs.)

	Description	Gross block				Depreciation/amortisation				Net block	
		As at 1 April 2015	Additions	Deductions	As at 31 March 2016	As at 1 April 2015	For the year	Deductions	As at 31 March 2016	As at 31 March 2016	As at 31 March 2015
A	Tangible assets										
	Land	326,162,974	-	-	326,162,974	-	-	-	-	326,162,974	326,162,974
	Factory Buildings	84,409,142	-	-	84,409,142	30,476,441	1,970,436	-	32,446,877	51,962,265	53,932,701
	Plant and machineries	374,959,957	5,524,226	5,407,500	375,076,682	128,696,745	16,775,411	-	145,472,156	229,604,531	246,263,217
	Furniture and fixtures	17,551,529	393,695	-	17,945,224	4,517,997	1,695,392	-	6,213,389	11,731,835	13,033,532
	Motor vehicles	9,623,906	14,452,603	-	24,076,509	4,634,830	1,692,979	-	6,327,809	17,748,700	4,989,076
	Office equipments	6,364,063	172,258	-	6,536,321	4,988,604	774,537	-	5,763,141	773,180	1,375,459
	Office Premises	12,872,391	-	-	12,872,391	3,185,244	180,871	-	3,366,115	9,506,276	9,687,147
	Computers	4,599,622	657,470	-	5,257,092	4,275,057	194,388	-	4,469,445	787,647	324,565
	Motor Bike	50,755	46,231	-	96,986	6,027	8,848	-	14,875	82,111	44,728
	Sub total - A	836,594,338	21,246,483	5,407,500	852,433,321	180,780,945	23,292,862	-	204,073,807	648,359,519	655,813,399
B	Intangible asset										
	Goodwill	-	-	-	-	-	-	-	-	-	-
	Computer Software	4,711,515	358,152	-	5,069,667	2,565,226	352,064	-	2,917,290	2,152,377	2,146,289
	Sub total - B	4,711,515	358,152	-	5,069,667	2,565,226	352,064	-	2,917,290	2,152,377	2,146,289
	Total	841,305,853	21,604,635	5,407,500	857,502,988	183,346,171	23,644,926	-	206,991,097	650,511,896	657,959,689
	Previous year	851,289,507	9,967,715	19,951,368	841,305,853	158,886,758	24,459,413	-	183,346,171	657,959,683	692,402,749

As per our report of even date attached

For **Sureka Associates**
Chartered Accountants
Firm Registration No:110640W

Suresh Sureka
Partner
Membership No:34132
Date : 29th May, 2016
Place : Mumbai

For and on behalf of the Board of Directors

Manging Director
Murarilal Mittal
DIN: 00010689

Chief Financial Officer
Rakesh Kumar Jain
PAN: ABBPJ5834H

Director
Sushil Sharda
DIN: 03117481

Company Secretary
Shailesh Rakhasiya
PAN: ALUPR5390R



BHARAT WIRE ROPES LIMITED

Registered Office: Plot No. 1 & 4, Atgaon Industrial Complex, Mumbai-Nasik Highway,
Atgaon (East), Taluka Shahpur, Thane – 421601, Maharashtra, India
Tel: +91-2527-240123; Fax: +91-2527-240196
Website: www.bharatwireropes.com, E-mail id: investors@bharatwireropes.com
CIN: L27200MH1986PLC040468

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered Address:	
E-mail id:	
DP Id. / Client Id.	
Regd. Folio No.	

I / We, being the shareholder(s) of _____ shares of the above named Company, hereby appoint:

1.	Name:	
	Address:	
	Email id:	
	Signature:	

Or failing him;

2.	Name:	
	Address:	
	Email id:	
	Signature:	

Or failing him;

3.	Name:	
	Address:	
	Email id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **30th Annual General Meeting** of the Company,

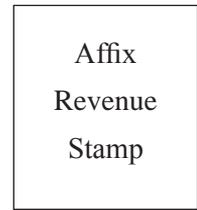
to be held on Wednesday, August 10, 2016 at 12:00 Noon at the Registered Office of the Company at Plot No. 1&4, Atgaon Industrial Complex, Mumbai-Nashik Highway, Atgaon (East), Taluka Shahpur, Thane – 421601 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution
1	Adoption of financial statements.
2	Re-appointment of Mr. Murarilal Mittal (DIN: 00010689) as a director liable to retire by rotation.
3	Ratification of appointment of auditors.
4	Re-appointment of Mr. Sushil R. Sharda (DIN: 03117481) as a Whole-time Director.
5	Re-appointment of Mr. Venkateswararao Laxmanamurty Kandikuppa (DIN: 06456698) as a Whole-time Director.
6	Re-appointment of Mr. Sumit Kumar Modak (DIN: 00983527) as a Whole-time Director.
7	Revision in the Managerial Remuneration of Mr. Murarilal Mittal (DIN: 00010689), Managing Director.

Signed this _____ day of _____, 2016

Signature of Shareholder(s) _____

Signature of Proxy Holder:



1. _____ 2. _____ 3. _____

Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**



BHARAT WIRE ROPES LIMITED

Registered Office: Plot No. 1 & 4, Atgaon Industrial Complex, Mumbai-Nasik Highway,
Atgaon (East), Taluka Shahpur, Thane – 421601, Maharashtra, India

Tel: +91-2527-240123; Fax: +91-2527-240196

Website: www.bharatwireropes.com E-mail id: investors@bharatwireropes.com

CIN: L27200MH1986PLC040468

ATTENDANCE SLIP

30th Annual General Meeting – August 10, 2016

DP Id. / Client Id.	
Regd. Folio No.	
Name & Address of Registered shareholder	
No. of Shares held	

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 30th Annual General Meeting of the Company at the Registered Office of the Company at Plot No. 1 & 4, Atgaon Industrial Complex, Mumbai-Nashik Highway, Atgaon (East), Taluka Shahpur, Thane – 421 601, Maharashtra, India, on Wednesday, August 10, 2016 at 12:00 Noon.

First/ Sole holder / Proxy Second holder / Proxy Third holder / Proxy Fourth holder / Proxy

Note: Please complete this and hand it over at the entrance of the venue.

ELECTRONIC VOTING PARTICULARS

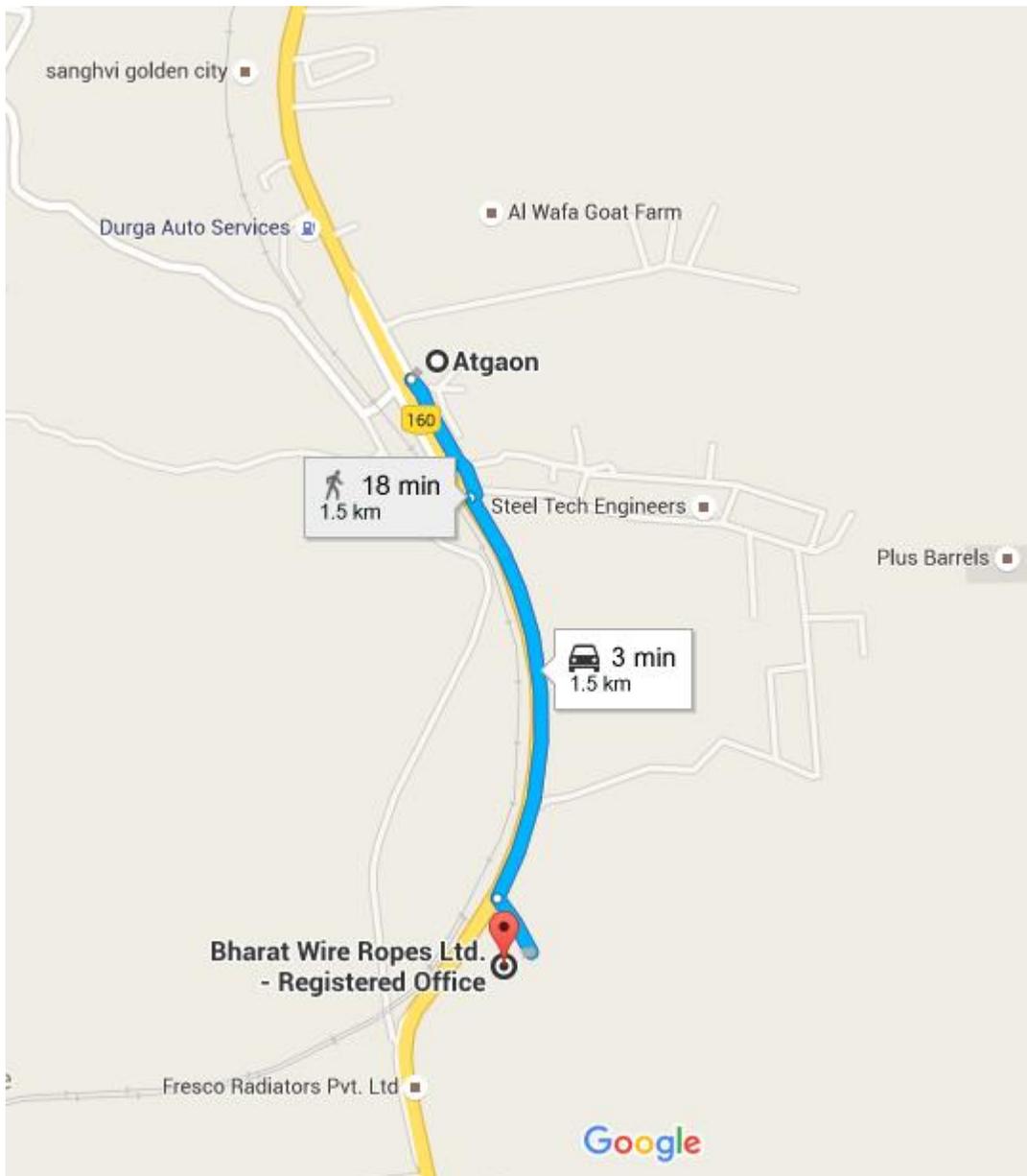
EVENT NUMBER	USER ID	PASSWORD / PIN
2445		

The business, as set out in the Notice of AGM, will be transacted through e-voting. Members are requested to refer to the detailed procedure on e-voting provided in the Notice of AGM.

(Please refer to the location map and notes overleaf.)

LOCATION OF REGISTERED OFFICE OF BHARAT WIRE ROPES LIMITED

(Map not to scale)



Distance from **Atgaon Railway Station**: 1.7 Km

BHARAT WIRE ROPES LTD.



Registered Office:

Plot No. - 1&4, Atgaon Industrial Complex, Mumbai - Nasik Highway,
Atgaon (East), Taluka - Shahpur, Dist. - Thane - 421601.

Tel: +91 2527 240123 / 240026 / 240027 **Fax:** +91 2527 240196

Corporate Office:

A-701, Trade World, Kamla City, Senapati Bapat Marg,
Lower Parel (West), Mumbai-400013. India

Tel.: +91-22-66824600/01/02/03/04 **Fax No.:** +91-22-24955477

CIN: L27200MH1986PLC040468

Email : info@bharatwireropes.com

www.bharatwireropes.com