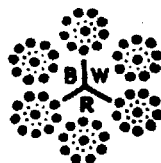


BOMBAY WIRE ROPES LIMITED

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**ANNUAL REPORT
2003-2004**

**BOMBAY
WIRE ROPES
LIMITED**



**BOMBAY
WIRE ROPES
LIMITED**

ANNUAL REPORT 2003-2004

BOARD OF DIRECTORS

KANTI KUMAR KANORIA

Chairman

KASHI NATH RAJGARIA

R. K. GUPTA

Nominee Director
Punjab National Bank

M. K. CHAKRABORTY

Executive Director

BANKER

PUNJAB NATIONAL BANK

REGD. OFFICE

401/405, JOLLY BHAVAN NO. 1
10, NEW MARINE LINES
MUMBAI 400 020

FACTORY

KOLSHET ROAD
THANE 400 607

AUDITORS

SINGHI & CO.



**BOMBAY
WIRE ROPES
LIMITED**

NOTICE

NOTICE is hereby given that the Forty Third Annual General Meeting of the members of Bombay Wire Ropes Limited will be held at Bombay Productivity Council, Rohit Chambers, 4th Floor, Janmabhoomi Marg, Fort, Mumbai - 400 001 on Friday, the 24th September, 2004 at 3.30 P.M. to transact the following business :

Ordinary Business :

1. To receive, consider and adopt the Audited Statement of Accounts for the year ended 31st March, 2004 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Kanti Kumar Kanoria who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Special Business :

4. 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 309, 310 and all other applicable provisions of the Companies Act, 1956, and in accordance with and subject to the conditions of Schedule XIII to the said Act, the salary of Shri M. K. Chakraborty whole time Director (designated as Executive Director) be and is hereby increased from Rs. 7,000/- per month to Rs. 8,000/- per month with effect from 1st April, 2004 for the remainder of tenure of his office".

"RESOLVED FURTHER THAT except the salary related perquisites, which will stand enhanced consequent to the aforesaid increase in salary, all other perquisites and conditions of the appointment of Shri M. K. Chakraborty will remain the same as at present and as approved by shareholders in annual general meeting held on 26.09.2003".

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION :

"RESOLVED THAT in accordance with the applicable provisions of the Companies Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Listing Agreement with Stock Exchange and the provisions of the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003, or any amendment or modification thereof, and subject to such other approvals, permissions and sanctions as may be necessary, and such conditions and modifications as may be prescribed or imposed by any Authority while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company ("the Board") or any Committee/ persons(s) authorized by the Board, the consent of the Company be and is hereby accorded to delist the Equity Shares of the Company from the Bombay Stock Exchange Association Limited, the only stock exchange where the Company's Equity Shares are listed".

"RESOLVED FURTHER THAT authority be and is hereby accorded to the Board or any Committee/persons(s) authorized by the Board to take necessary action in the matter and to settle all questions, difficulties or doubts that may arise in this regard and to do all such acts, deeds and things as may be necessary, expedient and desirable, for the purpose of giving effect to this Resolution".

Mumbai, the 14th June, 2004

Registered Office :

401/405, Jolly Bhavan No. 1
4th Floor, 10, New Marine Lines
Mumbai - 400 020.

By Order of the Board of Directors
For BOMBAY WIRE ROPES LIMITED

K. K. KANORIA
Chairman

Notes :

- a) A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself, and such proxy need not be a member of the Company.
- b) Members are requested to notify change in their addresses, if any, to the Company.
- c) The Register of Members and the Transfer Book of the Company will be closed from 21st September, 2004 to 24th September, 2004, (Both days inclusive).



**BOMBAY
WIRE ROPES
LIMITED**

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING ON 24TH SEPTEMBER, 2004.

Regarding Item No. 4

Shri M. K. Chakraborty is a Senior Technocrat having vast experience in the wire rope industry. He has been employed in the company for seven years and has been in charge of the entire operations of the company's wire ropes factory at Thane. Shri M. K. Chakraborty was appointed as a Whole Time Director designated as Executive Director for a period of 3 years with effect from 01.10.2002 on the terms and conditions as set out in the resolution passed by the Board at their meeting held on 29th July, 2003. The said appointment of Shri M. K. Chakraborty was approved by the members of the Company at the Annual General Meeting held on 26th September, 2003. The Board of the company proposes to increase his monthly salary from Rs. 7,000/- to Rs. 8,000/- per month. There is to be no change in the other terms of remuneration except that provident fund, gratuity, encashing of earned leave etc., which are related to the monthly salary, will stand enhanced accordingly. Your board recommends passing of the resolution as per item No.4.

The draft Agreement to be entered into between the Company and Shri M. K. Chakraborty in the matter is available for inspection at the Registered Office of the Company on any working day upto the date of the 43rd Annual General Meeting between 11.00 a.m. to 1.00 p.m..

The above may be treated as an abstract of the terms of contract/appointment between the Company and Shri M. K. Chakraborty pursuant to Section 302 of the Companies Act, 1956, when executed.

Shri M. K. Chakraborty may be deemed to be concerned or interested in the Resolution which pertains to the remuneration payable to him.

Regarding Item No. 5

The equity shares of Rs.10/- each of your Company are presently listed only on The Bombay Stock Exchange Association Limited (BSE) and on no other stock exchange. The shareholding of the promoters in the Company is as high at 63.12% of the paid up share capital of the Company as a result of which the shares are hardly traded at all on the exchange. In view of the above, the Board of Directors of the Company at its meeting held on 14th June, 2004 has decided to get the shares of the Company delisted altogether and accordingly recommend for the approval of the Members, the proposal to voluntary delist the Company's shares from the said Bombay Stock Exchange. The proposed voluntary delisting of the Company's shares from the aforesaid Stock Exchange would result in administrative convenience and saving in costs on account of listing fees etc.

In accordance with the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003, consent of the Members by way of a Special Resolution is required for voluntary delisting of the Company's shares from the aforesaid Stock Exchange. Also further necessary steps as required would be taken in the matter.

The members are therefore requested to approve and pass the special resolution as per item No. 5.

None of the Directors of the Company is concerned or interested in the Resolution.

Mumbai, the 14th June, 2004

Registered Office :

401/405, Jolly Bhavan No. 1

4th Floor, 10, New Marine Lines

Mumbai - 400 020.

By Order of the Board of Directors
For BOMBAY WIRE ROPES LIMITED

K. K. KANORIA
Chairman



**BOMBAY
WIRE ROPES
LIMITED**

DIRECTORS' REPORT TO THE SHAREHOLDERS

Your Directors hereby present the Forty Third Annual Report of the Company alongwith the audited statement of accounts for the year ended 31st March, 2004

FINANCIAL RESULTS :

2003-2004
Rs. In Lakhs

Deficit for the Year	(20.71)
Add : Previous Years' deficit	(643.13)
Balance deficit in the Profit & Loss A/c.	(663.84)
Less : General Reserve	67.40
Balance deficit carried forward	(596.44)

DIVIDEND :

Your Directors regret their inability to recommend any dividend on account of the carried forward loss as stated above.

THE SICK INDUSTRIAL COMPANIES (SPECIAL PROVISIONS) ACT, 1985 :

In view of the net worth of the Company amounting to Rs. 6,14,54,838/- as on 31.3.2004 as defined under section 3 (ga) of Sick Industrial Companies (Special Provisions) Act, 1985 and thereby exceeding its accumulated losses as on the same date, the Company ceases to be a Sick Industrial Company under the provision of Sick Industrial Companies (Special Provisions) Act, 1985. The Company however continues to be registered under SICA pending final consideration of the above position by the Hon'ble BIFR.

OPERATIONS :

As informed in the last report, the OTS proposal of the Company has been accepted by the bank and payment under the same is being made as scheduled. As per directives of the Hon'ble High Court, Delhi the Company has also submitted its fresh proposal to the Hon'ble BIFR which is presently under its consideration.

FIXED DEPOSITS :

At the end of the financial year 2003-2004, unclaimed fixed deposits with the Company amounted to Rs. 58,220/- which amount is under transfer to the Investor Education and Protection fund as required under Section 205 (c) of Companies Act, 1956.

INSURANCE :

All property and insurable interests of the Company, including plant and machinery and stock, are adequately insured.

PARTICULARS OF EMPLOYEES :

No employee of the Company is covered under Section 217(2A) of the Companies Act, 1956

DIRECTORS :

In accordance with the Articles of Association of the Company, Shri Kanti Kumar Kanoria, Director of the Company retires by rotation and is eligible for re-election.



**BOMBAY
WIRE ROPES
LIMITED**

DIRECTORS' RESPONSIBILITY STATEMENT :

As required under Section 217(2AA) of the Companies Act, the Directors hereby confirm that :

- i) In preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- ii) The Directors have selected such accounting policies and applied them consistently and made judgement 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 loss of the Company for that period;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities to the best of their knowledge and ability;
- iv) The Directors have prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE :

The shares of the Company are listed with the Bombay Stock Exchange. The code of corporate governance as introduced by the Securities and Exchange Board of India (SEBI) by way of amendment to the listing agreement with the stock exchange is not applicable to the Company as its paid up share capital is below the stipulation laid down by SEBI in this regard.

DELISTING OF EQUITY SHARES FROM THE BOMBAY STOCK EXCHANGE :

The equity shares of your Company are presently listed on the Bombay Stock Exchange. The shareholding of the promoters in the Company is as high as 63.12% of the paid up share capital of the Company as a result of which the shares are hardly traded at all on the exchange. As such, pursuant to the Securities and Exchange Board of India (Delisting of Securities) Guidelines 2003, the Board of Directors of your Company at its meeting held on 14th June, 2004 has decided to get the share of the Company delisted and accordingly recommend for the approval of the members a proposal for voluntarily delisting of the Company from the Bombay Stock Exchange Association Ltd.

A Special Resolution seeking your approval to such delisting is appearing in the notice convening 43rd Annual General Meeting of the Company.

AUDITORS :

Auditors are to be appointed to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and their remuneration is to be fixed. The retiring Auditors are eligible to be re-appointed.

AUDITORS REPORT :

With regard to the Notes given in their report by the Auditors, your Directors are of the opinion that the same are self explanatory and no further explanations are deemed necessary except for possible loss of diminution in quality and value of inventory. In this regard the management has verified the stocks during the year and has found that there is no loss of either quality or value in the inventory.

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

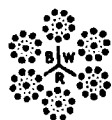
In accordance with the requirement of Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the Report of Directors) Rules, 1988 a Statement showing particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is annexed hereto which form part of this Report.

By Order of the Board of Directors
For BOMBAY WIRE ROPES LIMITED

Mumbai - 400 020.

Dated : the 14h June, 2004

K. K. KANORIA
Chairman



**BOMBAY
WIRE ROPES
LIMITED**

ANNEXURE TO THE DIRECTORS' REPORT :

Statement containing particulars pursuant to Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 and forming part of Directors' Report.

A. Conservation of Energy

Particulars with respect of Conservation of Energy :

Power & Fuel Consumption :

2003-2004

2002-2003

1. Electricity :

a) Purchased Unit (Kwh)

Total/Amount (Rs.)

Rate/Unit (Kwh) (Rs.)

b) Own Generation :

i) Through Diesel Generator

Unit (Kwh)

Unit per Ltr. of Diesel Oil

Cost per Unit (Kwh) (Rs.)

ii) Through Steam Turbine/Generator

2. Coal (Special & Where Used)

3. Furnace Oil :

Qty. (K. Ltrs.)

Total Amount (Rs.)

Avg. Rate/Ltr. (Rs.)

4. Other/Internal Generation

5. Consumption per MT on production of

Steel Wire Ropes/Sale Wires :

Electricity (Kwh)

Furnace Oil (Ltr.)

Coal

Others

B. Technology Absorption

C. Foreign Exchange earnings & outgo :

Earnings :

Export of goods – FOB Value (Rs.)

(Including through Merchant Exporters)

Outgo :

Export Returned Goods

On behalf of the Board of Directors

K. K. KANORIA

Chairman

Mumbai - 400 020.

Dated : the 14h June, 2004