

**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL GENERAL MEETING OF  
RAM RATNA WIRES LIMITED HELD ON MONDAY, 21 SEPTEMBER 2015**

Date of the AGM	21 September 2015
Total number of shareholders on record date:	5103
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	15
Public:	27
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	NOT ARRANGED
Public:	

(Agenda-wise)

**RESOLUTION NO.1**

Detail of the Agenda:		Adoption of the Audited Financial Statement, Reports of the Board of Directors and Auditors:					
Resolution required: (Ordinary/ special)		Ordinary					
Mode of voting: (Show of hands/Poll/Postal ballot/E voting)		E-voting, physical ballot and poll at AGM					
In case of Poll/Postal ballot/E-voting							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)= {(2)/(1)*100	No. of shares in favour (4)	No. of shares in against (5)	% of votes in favour on votes polled (6)= {(4)/(2)*100	% of votes against on Votes polled (7)= {(5)/(2)*100
Promoter and Promoter Group	16059354	11121546	69.252761	11121546	0	100.000000	0.000000
Public - Institutional holders	3600	0	0.000000	0	0	0.000000	0.000000
Public-Others	5937046	4819	0.081168	4819	0	100.000000	0.000000
Total	22000000	11126365	50.574386	11126365	0	100.000000	0.000000



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RAM RATNA WIRES LIMITED HELD ON MONDAY, 21 SEPTEMBER 2015**

**RESOLUTION NO. 2**

Detail of the Agenda:		Declaration of Dividend on Equity Shares:					
Resolution required: (Ordinary/ special)		Ordinary					
Mode of voting: (Show of hands/Poll/IPostal ballot/E voting)		E-voting, physical ballot and poll at AGM					
In case of Poll/Postal ballot/E-voting							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)= $\{(2)/(1)*100\}$	No. of shares in favour (4)	No. of shares in against (5)	% of votes in favour on votes polled (6)= $\{(4)/(2)*100\}$	% of votes against on Votes polled (7)= $\{(5)/(2)*100\}$
Promoter and Promoter Group	16059354	11121546	69.252761	11121546	0	100.000000	0.000000
Public - Institutional holders	3600	0	0.000000	0	0	0.000000	0.000000
Public-Others	5937046	4819	0.081168	4769	50	98.962440	1.037560
Total	22000000	11126365	50.574386	11126315	50	99.999551	0.000449



**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL GENERAL MEETING OF  
RAM RATNA WIRES LIMITED HELD ON MONDAY, 21 SEPTEMBER 2015**

**RESOLUTION NO. 3**

Detail of the Agenda:		Re-appointment of Shri Satyanarayan Loya as Director:					
Resolution required: (Ordinary/ special)		Ordinary					
Mode of voting: (Show of hands/Poll/IPostal ballot/E voting)		E-voting, physical ballot and poll at AGM					
In case of Poll/Postal ballot/E-voting							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)= {(2)/(1)*100	No. of shares in favour (4)	No. of shares in against (5)	% of votes in favour on votes polled (6)= {(4)/(2)*100	% of votes against on Votes polled (7)= {(5)/(2)*100
Promoter and Promoter Group	16059354	11121546	69.252761	11121546	0	100.000000	0.000000
Public - Institutional holders	3600	0	0.000000	0	0	0.000000	0.000000
Public-Others	5937046	4819	0.081168	4817	2	99.958498	0.041502
Total	22000000	11126365	50.574386	11126363	2	99.999982	0.000018





**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL GENERAL MEETING OF  
RAM RATNA WIRES LIMITED HELD ON MONDAY, 21 SEPTEMBER 2015**

**RESOLUTION NO. 4**

Detail of the Agenda:		Ratification of appointment of Statutory Auditors and fixing their Remuneration:					
Resolution required: (Ordinary/ special)		Ordinary					
Mode of voting: (Show of hands/Poll/IPostal ballot/E voting)		E-voting, physical ballot and poll at AGM					
In case of Poll/Postal ballot/E-voting							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)= {(2)/(1)*100	No. of shares in favour (4)	No. of shares in against (5)	% of votes in favour on votes polled (6)= {(4)/(2)*100	% of votes against on Votes polled (7)= {(5)/(2)*100
Promoter and Promoter Group	16059354	11121546	69.252761	11121546	0	100.000000	0.000000
Public - Institutional holders	3600	0	0.000000	0	0	0.000000	0.000000
Public-Others	5937046	4819	0.081168	4767	52	98.920938	1.079062
Total	22000000	11126365	50.574386	11126313	52	99.999533	0.000467



**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL GENERAL MEETING OF  
RAM RATNA WIRES LIMITED HELD ON MONDAY, 21 SEPTEMBER 2015**

**RESOLUTION NO.5**

Detail of the Agenda:		Authority to borrow money in excess of paid-up capital and free reserves in terms of Section 180(1)(c) of the Companies Act, 2013					
Resolution required: (Ordinary/ special)		Special					
Mode of voting: (Show of hands/Poll/IPostal ballot/E voting)		E-voting, physical ballot and poll at AGM					
In case of Poll/Postal ballot/E-voting							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)= {(2)/(1)*100}	No. of shares in favour (4)	No. of shares in against (5)	% of votes in favour on votes polled (6)= {(4)/(2)*100}	% of votes against on Votes polled (7)= {(5)/(2)*100}
Promoter and Promoter Group	16059354	11121546	69.252761	11121546	0	100.000000	0.000000
Public - Institutional holders	3600	0	0.000000	0	0	0.000000	0.000000
Public-Others	5937046	4819	0.081168	4769	50	98.962440	1.037560
Total	22000000	11126365	50.574386	11126315	50	99.999551	0.000449



**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL GENERAL MEETING OF  
RAM RATNA WIRES LIMITED HELD ON MONDAY, 21 SEPTEMBER 2015**

**RESOLUTION NO.6**

Detail of the Agenda:		Authority to create security in terms of Section 180(1)(a) of the Companies Act, 2013					
Resolution required: (Ordinary/ special)		Special					
Mode of voting: (Show of hands/Poll/IPostal ballot/E voting)		E-voting, physical ballot and poll at AGM					
In case of Poll/Postal ballot/E-voting							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)= {(2)/(1)*100	No. of shares in favour (4)	No. of shares in against (5)	% of votes in favour on votes polled (6)= {(4)/(2)*100	% of votes against on Votes polled (7)= {(5)/(2)*100
Promoter and Promoter Group	16059354	11121546	69.252761	11121546	0	100.000000	0.000000
Public - Institutional holders	3600	0	0.000000	0	0	0.000000	0.000000
Public-Others	5937046	4819	0.081168	4819	0	100.000000	0.000000
Total	22000000	11126365	50.574386	11126365	0	100.000000	0.000000

**Note:** As the resolution under Section 180(1)(a) of the Companies Act, 2013 is required to be passed through Postall Ballot, the shareholders' approval will be sought again by means of a Postal Ballot in the next few months.





**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL GENERAL MEETING OF  
RAM RATNA WIRES LIMITED HELD ON MONDAY, 21 SEPTEMBER 2015**

**RESOLUTION NO. 7**

Detail of the Agenda:		Appointment of Shri Mahendrakumar Kabra as Joint Managing Director of the Company					
Resolution required: (Ordinary/ special)		Ordinary					
Mode of voting: (Show of hands/Poll/IPostal ballot/E voting)		E-voting, physical ballot and poll at AGM					
In case of Poll/Postal ballot/E-voting							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)= {(2)/(1)*100	No. of shares in favour (4)	No. of shares in against (5)	% of votes in favour on votes polled (6)= {(4)/(2)*100	% of votes against on Votes polled (7)= {(5)/(2)*100
Promoter and Promoter Group	16059354	11121546	69.252761	11121546	0	100.000000	0.000000
Public - Institutional holders	3600	0	0.000000	0	0	0.000000	0.000000
Public-Others	5937046	4819	0.081168	4567	252	94.770699	5.229301
Total	22000000	11126365	50.574386	11126113	252	99.997735	0.002265



**REPORT UNDER CLAUSE 35A OF THE LISTING AGREEMENT FOR THE ANNUAL GENERAL MEETING OF  
RAM RATNA WIRES LIMITED HELD ON MONDAY, 21 SEPTEMBER 2015**

**RESOLUTION NO.8**

RESOLUTION NO.8

Detail of the Agenda:	Ratification of remuneration payable to Cost Auditors for the financial year ending 31 March 2016						
Resolution required: (Ordinary/ special)	Ordinary						
Mode of voting: (Show of hands/Poll/IPostal ballot/E voting)	E-voting, physical ballot and poll at AGM						
In case of Poll/Postal ballot/E-voting							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)= {(2)/(1)*100	No. of shares in favour (4)	No. of shares in against (5)	% of votes in favour on votes polled (6)= {(4)/(2)*100	% of votes against on Votes polled (7)= {(5)/(2)*100
Promoter and Promoter Group	16059354	11121546	69.252761	11121546	0	100.000000	0.000000
Public - Institutional holders	3600	0	0.000000	0	0	0.000000	0.000000
Public-Others	5937046	4819	0.081168	4817	2	99.958498	0.041502
Total	22000000	11126365	50.574386	11126363	2	99.999982	0.000018





**MGT-13**

**Consolidated Report of the Scrutinizer**

[Pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 and Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended to date]

**22<sup>nd</sup> September 2015**

To,  
The Chairman,  
**RAM RATNA WIRES LIMITED**  
Ram Ratna House,  
Oasis Complex, P B Marg  
Worli, Mumbai – 400 013

Dear Sir,

**Sub: Scrutinizer's Report on e-Voting and the physical assent/dissent forms received from the shareholders who do not have access to e-Voting and the Poll conducted in relation to the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of RAM RATNA WIRES LIMITED held on Monday, 21<sup>st</sup> September 2015.**

I, Anup Vaibhav C. Khanna, Practicing Company Secretary, had been appointed by the Board of Directors of RAM RATNA WIRES LIMITED (the "Company") as the Scrutinizer for the purpose of scrutinizing the e-voting process and the physical assent/dissent forms received from the shareholders and the voting at the AGM through ballot as per the provisions of Sections 108 and 109 of the Companies Act, 2013 (the "Act") and Rule 20(3)(xi) and Rule 21(2) of the Companies (Management and Administration) Rules, 2014] (the "Rules") in respect of the resolutions contained in the notice of the 23<sup>rd</sup> Annual General Meeting (the "AGM") of the Members of the Company held on Monday, 21<sup>st</sup> September 2015 at 11 a.m.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolution contained in the Notice of the AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting is restricted to make a Scrutinizer's Report on the votes cast "in Favour" or "Against" the resolutions stated as above based on the reports generated from the E-Voting system provided by the National Securities Depository Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

The Company has availed the e-Voting facility offered by National Securities Depository Limited for conducting e-Voting by the shareholders of the Company. The Company has also provided voting by physical assent/dissent forms to its shareholders who do not have access to e-Voting facility.



Further to the above, I submit my report as under:

- i. Pursuant to section 101, 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended up to date, the notices convening the 23<sup>rd</sup> Annual General Meeting including Explanatory Statement under section 102 of the Companies Act, 2013 were dispatched to all the members of the Company through electronic means (wherever email ids were available) and to the other shareholders through registered / speed post and subsequently, the Notice was also placed on the website of the Company. The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL).
- ii. The e-Voting period remained opened from Friday, 18<sup>th</sup> September 2015 (9.00 a.m.) to Sunday, 20<sup>th</sup> September 2015 (5.00 p.m.).
- iii. Votes cast through physical assent/dissent forms received up to 20<sup>th</sup> September 2015 (5.00 p.m.) were also considered
- iv. The shareholders of the Company as on the "Cut Off" date i.e. 14<sup>th</sup> September, 2015 were entitled to vote on the resolutions as set out at item nos. 1 to 8 in the notice convening the 23<sup>rd</sup> AGM.
- v. The Votes cast were unblocked on 21<sup>st</sup> September 2015 in the presence of two witnesses Ms. Kinjal Vora and Ms. Meenal Dabhade, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



( Kinjal Vora )



(Meenal Dabhade)

- vi. Thereafter, the details containing inter alia, List of Equity Shareholders, who voted "for", "against" the resolution that was put to vote were generated from e-voting website of National Securities Depository Limited (NSDL)
- vii. Physical assent/dissent form was also received from a shareholder within the time prescribed in the Notice convening the AGM.
- viii. At the AGM held on 21<sup>st</sup> September 2015, Poll was conducted on all the 8 (eight) items / resolutions included in the Notice of the AGM. The Poll was carried out in accordance with the provisions of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014.
- ix. The shareholders present at the AGM casted their votes in 1 (one) ballot box kept at a convenient place before them at the venue.
- x. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling were locked in my presence with due identification marks placed by me.
- xi. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Sharepro Services (India) Private Limited, the Registrar and Transfer Agents of the Company and the authorisations / proxies lodged with the Company.
- xii. I did not find any poll papers invalid.





Based on the e-voting reports generated from the NSDL website, the physical assent/dissent forms and the Poll papers scrutinized by me, the consolidated result of the e-voting, physical assent/dissent form received and the Poll conducted at the AGM is as under -

**a. Resolution 01: Consider and adopt Audited Financial Statements alongwith Reports of the Board of Directors and Auditors as at 31<sup>st</sup> March, 2015:**

**I. Voted in favour of the resolution:**

Particulars	Number of members voted through e-Voting system, physical mode and through Poll	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	9	4204	100%
Physical	1	50	100%
Poll	27	11122111	100%
Total	37	11126365	100%

**II. Voted against the resolution:**

Particulars	Number of members voted through e-Voting system, physical mode and through Poll	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

**III. Invalid votes :**

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast (shares)
E-Voting	Nil	Nil
Physical	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil





**b. Resolution 02: Declaration of Dividend on Equity Shares:**

**I. Voted in favour of the resolution:**

Particulars	Number of members voted through e-Voting system, physical mode and through Poll	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	8	4154	98.810657%
Physical	1	50	100%
Poll	27	11122111	100%
Total	36	11126315	99.999551

**II. Voted against the resolution:**

Particulars	Number of members voted through e-Voting system, physical mode and through Poll	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	1	50	1.189343%
Physical	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	1	50	0.000449%

**III. Invalid votes :**

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast (shares)
E-Voting	Nil	Nil
Physical	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

**c. Resolution 03: Re-appointment of Shri Satyanarayan Loya as Director:**

**I. Voted in favour of the resolution:**

Particulars	Number of members voted through e-Voting system, physical mode and through Poll	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	8	4202	99.952426%
Physical	1	50	100%
Poll	27	11122111	100%
Total	36	11126363	99.999982%



II. Voted against the resolution:

Particulars	Number of members voted through e-Voting system, physical mode and through Poll	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	1	2	0.047574%
Physical	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	1	2	0.000018%

III. Invalid votes :

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast (shares)
E-Voting	Nil	Nil
Physical	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

d. Resolution 04: Appointment of Statutory Auditors and fixing their Remuneration:

I. Voted in favour of the resolution:

Particulars	Number of members voted through e-Voting system, physical mode and through Poll	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	7	4152	98.763083%
Physical	1	50	100%
Poll	27	11122111	100%
Total	35	11126313	99.999533%

II. Voted against the resolution:

Particulars	Number of members voted through e-Voting system, physical mode and through Poll	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	2	52	1.236917%
Physical	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	2	52	0.000467%

III. Invalid votes :

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast (shares)
E-Voting	Nil	Nil
Physical	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

e. Resolution 05: Increase in borrowings powers of the Company under section 180 (1)(c) of the Companies Act, 2013 from Rs.200 crores upto Rs.300 crores:

I. Voted in favour of the resolution:

Particulars	Number of members voted through e-Voting system, physical mode and through Poll	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	8	4154	98.810657%
Physical	1	50	100%
Poll	27	11122111	100%
Total	36	11126315	99.999551

II. Voted against the resolution:

Particulars	Number of members voted through e-Voting system, physical mode and through Poll	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	1	50	1.189343%
Physical	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	1	50	0.000449

III. Invalid votes :

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast (shares)
E-Voting	Nil	Nil
Physical	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil





- f. **Resolution 06: Creation of charge on assets of the Company under section 180 (1)(a) of the Companies Act, 2013 from Rs.200 crores upto Rs.300 crores :**

I. **Voted in favour of the resolution:**

Particulars	Number of members voted through e-Voting system, physical mode and through Poll	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	9	4204	100%
Physical	1	50	100%
Poll	27	11122111	100%
Total	37	11126365	100%

II. **Voted against the resolution:**

Particulars	Number of members voted through e-Voting system, physical mode and through Poll	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

III. **Invalid votes :**

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast (shares)
E-Voting	Nil	Nil
Physical	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

*Note: As the resolution under Section 180(1)(a) of the Companies Act, 2013 is required to be passed through Postal Ballot, the Company has assured that the shareholders' approval will be sought again by means of a Postal Ballot in the next few months.*

- g. **Resolution 07: Appointment of Shri Mahendrakumar Kabra as the Joint Managing Director of the Company w.e.f. 1<sup>st</sup> June, 2015:**

I. **Voted in favour of the resolution:**

Particulars	Number of members voted through e-Voting system, physical mode and through Poll	Number of votes cast (shares)	% of total number of valid votes cast



E-Voting	6	3952	94.005709%
Physical	1	50	100%
Poll	27	11122111	100%
Total	34	11126113	99.997735%

II. Voted against the resolution:

Particulars	Number of members voted through e-Voting system, physical mode and through Poll	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	3	252	5.994291%
Physical	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	3	252	0.002265%

III. Invalid votes :

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast (shares)
E-Voting	Nil	Nil
Physical	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

h. Resolution 08: Ratification of remuneration of M/s Poddar & Co., Cost Auditors of the Company :

I. Voted in favour of the resolution:

Particulars	Number of members voted through e-Voting system, physical mode and through Poll	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	8	4202	99.952426%
Physical	1	50	100%
Poll	27	11122111	100%
Total	36	11126363	99.999982%

II. Voted against the resolution:

Particulars	Number of members voted through e-Voting system, physical mode and through Poll	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	1	2	0.047574%
Physical	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	1	2	0.000018%



III. Invalid votes :

Particulars	Total number of members whose votes were declared invalid	Total number of votes cast (shares)
E-Voting	Nil	Nil
Physical	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

The requisite number of votes cast in favour of the resolutions exceeded the number of votes cast against in respect of resolution numbers 1, 2, 3, 4, 7 & 8, and the number of votes cast in favour of the resolutions were not less than three times the votes cast against in respect of resolution numbers 5 & 6, I hereby report that the above resolution were passed with requisite majority.

The Poll papers and all relevant records were sealed and handed over to the Company Secretary authorized by the Board for the safe keeping.

The Register, all other papers and relevant records shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 23<sup>rd</sup> Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking you,

Yours faithfully,



Mr. Anup Vaibhav C. Khanna  
Practicing Company Secretary  
Mem. No. F6786; CP. No. 12906



Place: Mumbai

Dated: 22<sup>nd</sup> September, 2015