

Dated : 10th October,2017

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400001

Sir(s),

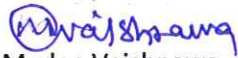
Subject: Passing of Resolution by Postal ballot pursuant to section 110 of the companies Act.

The Company intends to pass a resolution through Postal Ballot under Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), for increase the Borrowing Limit u/s 180(1)(c) of the Companies Act 2013 upto Rs. 450 Crores and to create security in terms of Section 180(1)(a) of the Companies Act, 2013 upto a limit of 450 Crores.

Copy of the Notice along with Explanatory statement and postal Ballot Form is attached herewith for disseminating the same on the website of the Stock Exchange.

This is for your information and record.

For RAM RATNA WIRES LIMITED

A handwritten signature in blue ink, appearing to read 'Madan Vaishnawa'.

Madan Vaishnawa
AVP(F&A) and Company Secretary

RAM RATNA WIRES LIMITED

Regd. Office: Ram Ratna House, Oasis Complex, P.B.Marg, Worli, Mumbai 400 013.

Tel: +91 - 22 - 2494 9009/2492 4144

Website: www.rrshramik.com E mail: investorrelations@rrglobal.in

CIN: L31300MH1992PLC067802

POSTAL BALLOT NOTICE

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

Dear Shareholder(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the "Act") and the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, that the resolutions set out below is proposed to be passed as a Special Resolution through Postal Ballot. The Statement setting out the material facts and the reasons therefore pertaining to the said resolutions pursuant to Section 102 of the Companies Act, 2013, along with a Postal Ballot Form, are annexed for your consideration. .

The Company has appointed Mr. Anup Vaibhav C. Khanna, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.

In accordance to the provisions of the Listing Agreement the Company is pleased to offer e-voting facility to its Shareholders. The Company has engaged National Securities Depository Limited ("NSDL"), an agency authorized by the Ministry of Corporate Affairs ("MCA") for providing e-voting platform. The procedure for e-voting is explained under the Notes provided with this Postal Ballot Notice.

RESOLUTIONS:

Item No. 1: To approve borrowing limits u/s 180(1)(c) of the Companies Act, 2013 upto ₹ 450 Crores

To consider and if thought fit, to give your assent / dissent to the following resolution as Special Resolution:

"RESOLVED THAT in supersession of all the earlier resolutions passed by the Shareholders and pursuant to the provisions of section 180[1][c] of the Companies Act, 2013 ["Act"] and other applicable provisions of the Act and Rules made thereunder [including any statutory modifications or re-enactments thereof], all other applicable provisions, if any, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ["Board"] to borrow, from time to time, any sum or sums of money [including non-fund based banking facilities], in any currency, whether Indian or foreign, as may be required for the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, with or without security, notwithstanding that the monies so borrowed together with the monies already borrowed [apart from temporary loans obtained from the Company's Bankers in the ordinary course of business] may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves [reserves not set apart for any specific purpose] provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of ₹ 450/- Crores [Rupees Four Hundred Fifty Crores only] over and above the aggregate of the paid-up capital and its free reserves at any time and the Board be and is hereby authorized to decide all the terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

Item No. 2: To create Charges / Mortgages on, or sell or otherwise dispose of the moveable and immoveable properties of the Company, both present and future, in respect of borrowings upto ₹ 450 Crores.

To consider and if thought fit, to give your assent / dissent to the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 180[1][a] of the Companies Act, 2013 and all other applicable provisions of the Act and any Rules made thereunder [including any statutory modifications or re-enactments thereof] ["Act"], all other applicable provisions, if any, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ["Board"] to exercise its powers, including the powers conferred by this resolution of the Company, to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecation, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company [both present and future] and / or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking in favour of the Lender[s], Agent[s] and Trustee[s], for securing the borrowing availed or to be availed by the Company, by way of loans, debentures [comprising fully / partly Convertible Debentures and / or Non-convertible Debentures or any other securities] or otherwise, in foreign currency or in Indian rupees, from time to time, upto the limits approved or as may be approved by the shareholders under section 180[1][c] of the Act [including any statutory modifications or re-enactments thereof] and other applicable provisions, along

with interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange and the Board be and is hereby authorized to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.

RESOLVED FURTHER THAT the charge / mortgage in favour of the consortium of banks / financial institutions / investment institutions / banks, etc. as aforesaid shall rank pari-passu or subordinate or subservient to the existing or future charges already created / to be created in favour of the consortium of banks / financial institutions / investments institutions / Debenture Trustees / banks / any other authority as may be decided by the Board in consultation with the said lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with the lenders, the debenture-holders, their Agents or Trustees, the deeds and documents for creating the aforesaid mortgage and / or charge and to do all such acts and things as may be necessary for giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT Shri Tribhuvanprasad Kabra, Managing Director and Shri Madan Vaishnawa, Company Secretary, be and are hereby severally authorized to take such actions and do all such things as may be necessary and desirable to give effect to this resolution."

Date: 6th October, 2017
Place: Mumbai

By Order of the Board
For Ram Ratna Wires Limited

AVP (F & A) and Company Secretary
Membership Number A 19127

Explanatory statement pursuant to Section 102 of the Companies Act, 2013 to the aforesaid two Resolutions of the Postal Ballot Notice

Due to increased growth of the Company and its expansion plans more funds are required and thus it is proposed to obtain members approval under Section 180(1)(a) of the Companies Act, 2013, by way of a Special Resolution authorizing the Board to create security on its immovable/movable assets up to a limit of ₹ 450 Crores (Rupees Four Hundred Fifty Crores only) in favour of its lenders.

The approval of the Shareholders for availing borrowings and creation of mortgage or charge for the said borrowing upto an amount of ₹ 450 Crores (Rupees Four Hundred Fifty Crores only) is therefore now being sought, by way of Special Resolution, pursuant to Section 180(1)(c) and 180(1)(a) of the Act, respectively.

Your Directors recommend the Resolution proposed at Item No. 1 and 2 of this Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, whether financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board
For Ram Ratna Wires Limited

Registered Office:
Ram Ratna House,
Victoria Mill Compound,
Pandurang Budhkar Marg,
Worli, Mumbai -400013
CIN: L31300MH1992PLC067802

Madan Vaishnawa
AVP (F&A) and Company Secretary

INSTRUCTIONS FOR VOTING

Voting through Physical Postal Ballot Form

- 1) The Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage pre-paid self-addressed envelope, so as to reach the Scrutinizer not later than close of working hours i.e. 5.00 P.M., on Saturday, November 11, 2017, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.

- 2) The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.
- 3) Member who has not received Postal Ballot Form may write to the Company or the Register and Transfer agent of the Company for obtaining a duplicate/additional form.
- 4) Envelopes containing Postal Ballot Form if deposited in person or sent by courier at the expense of the Members will also be accepted.

E-Voting Facility

The business as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Reg. 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the facility of voting through electronic means will be offered by National Securities Depository Limited (NSDL) to its Members to cast their votes electronically.

Please note that voting through electronic means is optional to Members.

A person whose name appears in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e Friday, October 6, 2017 shall be entitled to avail the facility of e-voting. Persons who are not members as on the cut-off date should treat this notice for information purposes only.

The Notice will be displayed on the website of the Company www.rrshramik.com and on the website of NSDL.

The remote e-voting period commences on Friday , October 13, 2017 at 9.00 A.M and ends on Saturday November 11, 2017 at 5.00 P.M. During this period, members of the Company holding shares either in physical or dematerialized form, as on the cut-off date may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

Process and Manner for members opting for e-voting is as under:-

- (A) In case of Members receiving e-mail from NSDL:
 - (i) Open e-mail and open PDF file viz. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder-Login.
 - (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - (v) In case you are logging in for the first time, put user ID and password as initial password noted in step (i) above. Click Login.
 - (vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. It is strongly recommended not to share your new password with any other person and take utmost care to keep your password confidential.
 - (vii) Home page of "E-Voting" opens. Click on e-voting: Active Voting Cycles.
 - (viii) Select "EVEN" (E-Voting Event Number) of Ram Ratna Wires Limited.
 - (ix) Now you are ready for "E-Voting" as "Cast Vote" page opens.
 - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (xi) Upon confirmation the message "Vote cast successfully" will be displayed.
 - (xii) Once the vote on the resolution is cast, the shareholder shall not be allowed to change it subsequently.
 - (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: rrwl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
 - (xiv) In case of any queries and/or grievance, in respect of voting by electronic means, you may refer to the Frequently Asked Questions (FAQs) – Shareholders and remote e-voting user manual – Shareholders available at the downloads section of www.evoting.nsdl.com or write to investorrelations@rrglobal.in or evoting@nsdl.com or contact Mr. Amit Vishal at amitv@nsdl.co.in or its toll free No. 1800222990 for any further clarification.

(B) In case of Members receiving Postal Ballot Form by Post:

- (i) Initial password is provided at the bottom of the Postal Ballot Form.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in (A) above, to cast vote

General

- 1) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case members cast their votes by postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
- 2) The Scrutinizer will submit the report to the Chairman after completion of the scrutiny of the Postal Ballots and the results of the Postal Ballot will be announced on or before Tuesday, November 14, 2017, at the Registered Office of the Company. The results of the Postal Ballot will be hosted on the Company's website at www.rrshramik.com, website of NSDL and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the result by the Chairman or any person authorized by him in writing for information of the Members, besides being communicated to the stock exchanges on which the shares of the Company are listed. The date of declaration of the Postal Ballot results will be taken as the date of passing the Resolution.
- 3) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

RAM RATNA WIRES LIMITED

Regd. Off.: Ram Ratna House, Oasis Complex, P.B. Marg, Worli, Mumbai -400013

Website: www.rrshramik.com CIN: L31300MH1992PLC067802

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Sr. No.:

1.	Name(s) & Registered Address of the Sole / First named Member	:	
2.	Name(s) of the Joint holder(s), if any	:	
3.	Registered Folio Number / DP ID No. / Client ID No.>(*Applicable to investors holding shares in dematerialised form)	:	
4.	Number of Share(s) held	:	

I/We hereby exercise my/our vote(s) in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice dated October 6, 2017 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick mark (v) at the appropriate box below:

Resolutions		Type of Resolution	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Special Business					
1.	To increase the Borrowing Limit u/s 180(1)(c) of the Companies Act 2013 upto Rs. 450 Crores.	Special Resolution			
2.	To create security in terms of Section 180(1)(a) of the Companies Act, 2013 upto a limit of 450 Crores.	Special Resolution			

Date:

Place: Signature of the Member/ Authorized Signatory

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

Note : For e-voting please refer the instructions under "E-Voting Facility" in the Notice attached herewith.

Last date for receipt of Assent/Dissent Form : 11th November, 2017

INSTRUCTIONS

- 1) A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if deposited in person or sent by courier at the expense of the Member will also be accepted.
- 2) This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the First named Member and in his absence, by the next named Member.
- 3) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authorisation. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
- 4) The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (P) in the appropriate column.
- 5) Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium (s) like pencil.
- 6) Unsigned, incomplete or defective Postal Ballot Forms are liable to be rejected.
- 7) A Member need not use all the votes nor needs to cast all the votes in the same way.
- 8) Duly completed Postal Ballot Form should reach the Scrutinizer at the Registered office of the Company not later than the close of working hours i.e 5.00 P.M., on Saturday , November 11, 2017. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received.
- 9) A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified at item No. 8 above.
- 10) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed envelope. They are also requested not to write anything in the Assent / Dissent form excepting giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
- 11) Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members on the cut off date i.e. Friday, October 6, 2017.
- 12) The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
- 13) The result of the voting by Postal Ballot will be announced on or before Tuesday, November 14, 2017 through Notice Board of the Company at the Registered office and intimated to the stock exchanges, hosted on the website of the Company and NSDL.

14) E-VOTING:

In compliance with Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide E-voting facility (through e-voting platform of NSDL) as an alternate which would enable the Members to cast votes electronically, instead of sending Physical Ballot Form. Please note that E-voting is optional. In case a Member has voted through E-voting facility, he/she is not required to send the Physical Ballot Form. In case Member(s) cast their votes via both modes i.e Physical Ballot as well as E-voting, then voting done through E-voting shall prevail and Physical Voting of that member shall be treated as invalid. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to Evoting.
