Dated : 14th November,2017

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

Sir(s),

Subject: Compliance under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

This is with reference to our letter dated 10th October,2017 enclosing the postal ballot notice dated 6th October,2017 for seeking consent of the members by way of special resolution with respect to 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.

In connection with the above and pursuant to Regulation 44 of the Listing Regulations, we would like to inform you that the aforesaid resolution has been passed by the members of the Company by requisite majority.

Please find enclosed the voting results and Report of the Scrutinizer on voting through postal ballot in accordance with Rule 22 of the Companies (Management and Administration) Rules,2014

This is for your information and record.

For RAM RATNA WIRES LIMITED

Madan Vaishnawa
AVP(F&A) and Company Secretary

RAM RATNA WIRES LTD. | RR Global Company | www.rrglobal.in | CIN NO.: L31300MH1992PLC067802

Regd. Off.: Ram Ratna House, Oasis Complex, P. B. Marg, Worli, Mumbai - 400 013 • T : +91-022-2494 9009 / 2492 4144 • F : +91-22-2491 2586 • E : indsales@rrglobal.in
Corp.Off.: 305/A, Windsor Plaza, R. C. Dutt Road, Alkapuri, Vadodara - 390 007 • T : +91-265-2321 891 / 2 / 3 • F : +91-265-2321 894 • E : vadodara@rrglobal.in

RAM RATNA WIRES LTD

Date of the Postal Ballot	06-Oct-17
Total number of shareholders on record date	6223
No. of shareholders present in the meeting either in person or throught proxy:	NA
Promoters and promoter Group:	
Public:	
No. of shareholders attended the meeting throught Video Conferencing:	NA
Promoters and promoter Group:	
Public:	

Resolution 1 :To increase the Borrowing Limit u/s 180(1) (c) of the Compnaies Act, 2013 upto Rs. 450 Crores.

Resolution required :(Ordinary / Special)	Special Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	16059354	11835552	73.70	11835552	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	16059354	1073968	6.69	1073968	0	100.00	0.00
	TOTAL	16059354	12909520	80.39	12909520	0	100.00	0.00
Public - Institutions	E-VOTING	55249	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	55249	0	0.00	0	0	0.00	0.00
	TOTAL	55249	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	5885397	92350	1.57	92347	3	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	5885397	7989	0.14	7788	201	97.48	2.52
	TOTAL	5885397	100339	1.70	100135	204	99.80	0.20
TOTAL		22000000	13009859	59.14	13009655	204	100.00	0.00

Resolution 2 :To create security in terms of Section 180(1)(a) of the Companies Act, 2013 upto a limit of 450 Crores.

Resolution required :(Ordinary / Special)	Special Resolution
Whether promoter/promoter group are interested in the agenda/resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	16059354	11835552	73.70	11835552	0	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	16059354	1073968	6.69	1073968	0	100.00	0.00
	TOTAL	16059354	12909520	80.39	12909520	0	100.00	0.00
Public - Institutions	E-VOTING	55249	0	0.00	0	0	0.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	55249	0	0.00	0	0	0.00	0.00
	TOTAL	55249	0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-VOTING	5885397	92400	1.57	92397	3	100.00	0.00
	POLL	0	0	0.00	0	0	0.00	0.00
	POSTAL BALLOT	5885397	7989	0.14	7788	201	97.48	2.52
	TOTAL	5885397	100389	1.71	100185	204	99.80	0.20
TOTAL		22000000	13009909	59.14	13009705	204	100.00	0.00

Report of Scrutinizer

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the "Act") and Rule 22 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

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

Dear Sir,

Sub: Postal Ballot - Ram Ratna Wires Limited ("the Company")

I, Anup Vaibhav C. Khanna, Partner, M/s. Khanna & Co, Practicing Company Secretaries, appointed as Scrutinizer by the Company for the purpose of Postal Ballot carried out as per section 110 read with Section 108 of the Companies Act, 2013 (the "Act") and Rule 22 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions as mentioned in the Notice of Postal Ballot dated October 06, 2017 submit my report as under:

1. The dispatch of Notice of the Postal Ballot dated 6 October 2017 was completed on October 11, 2017.

2. The e-voting period commenced on the Friday, 13 October 2017 (9.00 a.m. IST) and ended on the Saturday, 11 November 2017 (5:00 p.m. IST).

3. The last date for receipt of Postal Ballot Forms in physical mode was Saturday, 11 November 2017 (5:00 p.m. IST).

4. The Shareholders holding the shares as on the "cut off' date i.e. Friday, 6 October 2017 were entitled to vote on the proposed resolutions.

5. The Votes cast were unblocked on Sunday, 12 November 2017 in the presence of two witnesses who are not in the employment of the Company.

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6. 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)

7. With, the support of Big Share Services Private Limited, the Registrar and Transfer Agents of the Company, (the "RTA"), the Postal Ballot forms were scrutinized and signatures of members who had cast their votes were verified with their specimen signatures registered with RTA as provided by the depositories.

8. Duplicate and incomplete voting forms have been included under invalid votes.

As a scrutinizer, the report of the postal ballot was duly compiled and accordingly the results of postal ballot which includes e-voting is as under:

Resolution No. 1 Special Resolution – To approve borrowing limits u/s 180(1)(c) of the Companies Act, 2013 upto Rs. 450 Crores

"**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 Rs.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."

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

Particulars	Number of members voted through electronic voting system and through postal ballot form	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	41	11927899	99.999975
Physical mode	27	1081756	99.981423
Total	68	13009655	99.998432

II. **Voted against the resolution:**

Particulars	Number of members voted through electronic voting system and through postal ballot form	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	3	3	0.000025
Physical	2	201	0.018577
Total	5	204	0.001568

III. **Invalid votes:**

Particulars	Number of members voted through electronic voting system and through postal ballot form	Total number of votes cast (shares)
E-Voting	0	0
Physical	6	5203
Total	6	5203

Resolution No. 2 Special Resolution – To create Charges / Mortgages on, or sell or otherwise dispose of the moveable and immovable properties of the Company, both present and future, in respect of borrowings upto Rs. 450 Crores

"**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.

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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."

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

Particulars	Number of members voted through electronic voting system and through postal ballot form	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	41	11927949	99.999975
Physical mode	27	1081756	99.981423
Total	68	13009705	99.998432

II. **Voted against the resolution:**

Particulars	Number of members voted through electronic voting system and through postal ballot form	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	3	3	0.000025
Physical	2	201	0.018577
Total	5	204	0.001568

III. **Invalid votes:**

Particulars	Number of members voted through electronic voting system and through postal ballot form	Total number of votes cast (shares)
E-Voting	0	0
Physical	6	5203
Total	6	5203

The number of votes cast in favour of each of the resolutions were not less than three times the votes cast against the respective resolutions. I hereby report that the above resolutions were passed with requisite majority.

The postal ballot and all other relevant records and papers relating to postal ballot including voting by electronic means, shall be under my safe custody till the chairman considers, approves and signs the minutes and thereafter, the same shall be returned to the Company.

Thanking you,

Yours faithfully,
For Khanna & Co
Company Secretaries

Anup Vaibhav C. Khanna
Partner
Mem. No. F6786
CP. No. 12906

Dated: 14 November, 2017
Place: Mumbai