



RAM RATNA WIRES LIMITED

CIN: L31300MH1992PLC067802

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

Website: www.ramratna.com

POSTAL BALLOT NOTICE (Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, that the resolution 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 resolution 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 Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.

As required under Clause 35B of the Listing Agreement entered into with the Stock Exchanges (“Listing Agreement”) and in compliance with Section 108 of the Act read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility to the shareholders of the Company as an alternate option to cast their votes electronically. Detailed instructions to use this facility are given in Note no. 7 below.

Shareholders are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed and signed, in the attached self addressed pre-paid postage envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e 6 p.m. on Wednesday, 9th day of December 2015. Upon completion of the scrutiny of the Postal Ballot Forms, the Scrutinizer will submit his report to the Chairman and/or Managing Director of the Company. Subsequently, the result of the Postal Ballot will be announced by the Chairman and/or Managing Director and/or Company Secretary on Monday December 14, 2015, at the Registered Office of the Company situated at Ram Ratna House, Victoria Mill Compound, Pandurang Budhkar Marg, Worli, Mumbai -400013 and shall also be posted on the website of the Company viz. www.ramratna.com

The Shareholders are requested to consider, and if thought fit, pass the following resolution as a Special Resolution through Postal Ballot:

“RESOLVED THAT consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 for mortgaging and / or charging by the Board of Directors (the “Board”) of the Company by way of a charge of all or any of the immovable / movable properties of the Company wheresoever situated, present and future and the whole or substantially the whole of the undertaking/s of the Company together with power to take over management of the business and concern of the Company in certain events, to or in favour of the consortium of banks financing the working capital requirements of the Company and / or any other financial institutions / investment institutions / banks or their Agent/s or Trustee/s, if any from whom financial assistances are / would be availed by the Company to secure amounts lent and advanced / agreed to be lent and advanced to the Company by them either severally or jointly up to a limit of Rs. 300 crores (Rupees Three Hundred crores only) by way of loan (Foreign Currency or Rupee), subscription to debentures, any other instruments etc., together with interest thereon at the respective agreed rates, compound interest, additional interest, commitment charges, guarantee commission, remuneration payable to the Trustees, if any, costs, charges, expenses and other monies payable to all such financial institutions / investment institutions / banks, etc. in respect of financial assistance availed / to be availed from them or to the Trustees.

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 Ramesh Chamadia, 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.”

7th November, 2015

Registered Office:

Ram Ratna House,
Victoria Mill Compound,
PandurangBudhkar Marg,
Worli, Mumbai -400013
CIN: L31300MH1992PLC067802

By Order of the Board
For **Ram Ratna Wires Limited**

Ramesh Chamadia
Company Secretary

Notes:

1. The consent of the shareholders is solicited by passing a Special Resolution by way of a Postal Ballot as detailed in Item no. 1 of this Notice. Notice of this Postal Ballot is being sent to all shareholders, whose names appear in the Register of Members and the List of Beneficial Owners as received from Depositories as on 30th October, 2015.
2. Statement setting out all material facts as required under Section 102 and 110 of the Act in respect of the aforesaid special business of the Company is appended.
3. The resolution, if assented to by the requisite majority, shall be taken as passed on Monday, December 14, 2015 being the date of declaration of the result.
4. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email ids with the Company and to other shareholders through courier.
5. Voting through Electronic means: Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to provide the facility to Shareholders to exercise their right to vote by electronic means. The period for voting through electronic means will commence at 9:00 a.m. on Tuesday, November 10, 2015 and will end at 6:00 p.m. on Wednesday, December 9, 2015. The Company has appointed Mr. Anup Vaibhav C. Khanna Partner of M/s Khanna & Co, Practicing Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Shareholders desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter. Shareholders have option to vote either through electronic voting or through Physical Ballot Form. If a shareholder has opted for electronic voting, then he/she should not vote by Physical Ballot also and vice-versa. However, in case shareholders cast their vote both via physical ballot and electronic voting then electronic voting shall prevail and voting done through physical ballot shall be treated as invalid.
6. The Scrutinizer shall submit his report to the Chairman and/or Managing Director or any person authorized by the Board after completion of scrutiny of Postal Ballot in a fair and transparent manner.
7. The result of the Postal Ballot shall be announced on Monday, December 14, 2015 and will be communicated to the Stock Exchange(s) where the Company's shares are listed i.e. BSE Limited. The result shall also be displayed on the website of the Company i.e. www.ramratna.com. The instructions for shareholders for voting electronically are as under: (A) The voting period begins at 9:00 a.m on Tuesday, November 10, 2015 and ends at 6:00 p.m. on Wednesday, December 09, 2015. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date October 30, 2015, may cast their vote electronically. The electronic voting module shall be disabled by CDSL for voting thereafter.

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Depository Participants(s)]:

- (i) Open email and open PDF file viz; The said PDF file contains your user ID and password/PIN for e-voting.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder – Login.
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" (E-Voting Event Number) of **Ram Ratna Wires Limited**.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional & Corporate 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, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rrwl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nSDL.com
- If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- The e-voting period commences on Tuesday, 10th November 2015 (9 a.m.) and ends on Wednesday, 9th December, 2015 (6 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30th October, 2015, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 30th October, 2015.
- Mr. Anup Vaibhav C. Khanna, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than five days of the conclusion of the last date of receipt of postal ballot forms, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

C. Process for members opting for Ballot Form

- Voting rights are reckoned on the basis of the shares registered in the names of the Members/Beneficial Owners as on 30th October, 2015.
- In case of those Members, who do not have access to e-voting facility, they can use the assent/dissent form sent herewith or can be downloaded from our website www.ramratna.com and convey their assent/dissent to each one of the items of business to be transacted at the ensuing AGM and send the form to reach Mr. Anup Vaibhav C. Khanna, Scrutinizer appointed by the Company at the registered office of the Company on or before 9th December 2015 by 6 p.m.).
- Members can choose only one of the two options, namely e-voting or voting through physical assent/ dissent form. In case the votes are casted through both the formats, then votes casted through e-voting shall stand cancelled and those votes casted through physical assent/dissent form would be considered, subject to the assent/dissent from being found to be valid.
The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ramratna.com and on the website of NSDL within Five (5) days of Declaration of Result and communicated to the Stock Exchange.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013 to the aforesaid Resolution 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 Rs. 300 crores in favour of its lenders. The resolution is proposed accordingly through postal ballot.

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.

7th November, 2015

Registered Office:

Ram Ratna House,
Victoria Mill Compound,
PandurangBudhkar Marg,
Worli, Mumbai -400013
CIN: L31300MH1992PLC067802

By Order of the Board
For **Ram Ratna Wires Limited**

Ramesh Chamadia
Company Secretary

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RAM RATNA WIRES LIMITED
CIN: L31300MH1992PLC067802

Regd. Off.: Ram Ratna House, Oasis Complex, P.B. Marg, Worli, Mumbai –400013
 Website: www.ramratna.com

ASSENT / DISSENT FORM FOR VOTING ON POSTAL BALLOT RESOLUTION

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 following Postal Ballot resolution by sending my/our assent or dissent to the said Resolutions by placing the tick mark (✓)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	Authority to create security in terms of Section 180(1)(a) of the Companies Act, 2013.	Special			

Place:

Date:

 Signature of the member

- Notes: (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
 (ii) Last date for receipt of Assent/Dissent Form : 9th December 2015
 (iii) Please read the instructions printed overleaf carefully before exercising your vote.



INSTRUCTIONS

General Instructions

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent / dissent in physical form. If a shareholder has opted for Physical Assent / Dissent Form, then he / she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical assent / dissent form and e-voting, then vote cast through physical assent / dissent shall be considered, subject to the assent / dissent form being found to be valid and vote cast through e-voting shall be treated as invalid.
2. The consent of the shareholders is solicited by passing a Special Resolution by way of a Postal Ballot as detailed in Item no. 1 of this Notice. Notice of this Postal Ballot is being sent to all shareholders, whose names appear in the Register of Members and the List of Beneficial Owners as received from Depositories as on 30th October, 2015.
3. Voting through physical assent / dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent / Dissent Form:

1. A Member desiring to exercise vote by Assent / Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Anup Vaibhav Khanna, Practicing Company Secretary and send the same at their cost to reach the Scrutinizer at the Registered Office of the Company on or before the close of working hours i.e. 6 p.m. on 9th December, 2015. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company / Depository Participants).
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Assent / Dissent Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (v) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent / Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A Member may request for a duplicate Assent / Dissent Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. 1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. 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.
9. The Scrutinizer's decision on the validity of the Assent / Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent / Dissent Forms will be rejected.