

## NOTICE

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting (AGM) of the members of the Company will be held on Thursday, 24<sup>th</sup> September, 2020 at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a. the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, together with the Reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, together with the Report of the Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2020.
3. To appoint a Director in place of Smt. Kirtidevi Kabra (DIN - 00150796), who retires by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment.

### SPECIAL BUSINESS

4. To re-appoint Shri Hemant Kabra as Executive Director and Chief Financial Officer of the Company and in this regard, to pass the following resolution as an ORDINARY RESOLUTION:

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee of the Board, the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the re-appointment and terms of remuneration of Shri Hemant Kabra (DIN - 01812586), whose current term of appointment is expiring on 11<sup>th</sup> December, 2020, as the Executive Director and Chief Financial Officer (ED & CFO) of the Company for a further period of three years with effect from 12<sup>th</sup> December, 2020 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Shri Hemant Kabra.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

5. To consider and ratify the remuneration payable to M/s. Poddar & Co, Cost Accountants, for the financial year ending 31<sup>st</sup> March, 2021 and in this regard, pass with or without modification(s), the following resolution as an ORDINARY Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the payment of the remuneration of ₹ 4,00,000/- (Rupees Four Lakhs only) with applicable tax plus reimbursement of related business expenses, at actuals, to M/s. Poddar & Co., Cost Accountants (Firm Registration No. 101734), who were appointed by the Board of Directors of the Company, as Cost Auditors, to conduct audit of the cost records maintained by the Company, for the Financial Year ending 31<sup>st</sup> March, 2021, be and is hereby ratified."

By the Order of the Board

Place: Mumbai

Date: 29<sup>th</sup> July, 2020

#### REGISTERED OFFICE:

Ram Ratna House, Oasis Complex, P.B.Marg, Worli, Mumbai-400 013

CIN: L31300MH1992PLC067802

E-MAIL: [investorrelations@rrglobal.com](mailto:investorrelations@rrglobal.com)

**Saurabh Gupta**

Company Secretary & Compliance Officer

ACS - 53006

**NOTES:**

1. In view of the ongoing COVID-19 pandemic situation, the Ministry of Corporate Affairs ("MCA") has pursuant to its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (the "MCA Circulars") permitted companies to conduct annual general meetings through video conferencing (VC) or other audio visual means (OAVM) and dispensed the requirement of physical attendance of the Members at a common venue to hold the general meeting. In view of the aforementioned MCA Circulars and in a view to follow social distancing norms, the Company is holding this year's AGM through VC/OAVM. The venue for the AGM shall be deemed to be the registered office of the Company.
2. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) intending to nominate their authorised representative(s) to attend the AGM through VC/OAVM are requested to send a certified true copy of the Board Resolution / Authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to attend and vote on their behalf at the AGM, by e-mail to Scrutinizer at [rrwl.scrutinizer@gmail.com](mailto:rrwl.scrutinizer@gmail.com) with a copy marked to [investorrelations@rrglobal.com](mailto:investorrelations@rrglobal.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 24<sup>th</sup> September, 2020. Members seeking to inspect such documents can send an email to [investorrelations@rrglobal.com](mailto:investorrelations@rrglobal.com).
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) (hereinafter referred to as "SEBI Listing Regulation"), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In accordance with the MCA and SEBI Circulars, the Notice calling the AGM along with the Annual Report 2019-20 is being sent through electronic mode to those Members whose email addresses are registered with the Company/Registrar & Transfer Agent (RTA)/Depository participant and the same can also be accessed from the website of the Company at [www.rrshramik.com](http://www.rrshramik.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
9. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of item nos. 4 and 5 of the Notice set out above and the details pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed herewith.
10. The Register of Members and Share Transfer Register will remain closed from Saturday, 19<sup>th</sup> September, 2020 to Thursday, 24<sup>th</sup> September, 2020 (both days inclusive).
11. The Dividend for the financial year ended 31<sup>st</sup> March, 2020, as recommended by the Board, if approved at the Annual General Meeting, will be paid subject to tax deduction at source on or from 25<sup>th</sup> September, 2020 to those Members whose name appears in the Register of Members on 18<sup>th</sup> September, 2020 in respect of physical shareholders and whose name appear in the list of Beneficial Owner on 18<sup>th</sup> September, 2020 furnished by NSDL and CDSL in respect of shareholders holding shares in electronic form.

12. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Company so as to reach the Registered Office of the Company at least ten days before the date of the Meeting to enable the Company to make available the relevant information and answer them in the Meeting.
13. i) Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars or any change in their residential address or registration of E-mail Id for obtaining Annual Report and User id/password for e-voting are requested to immediately intimate to Bigshare Services Private Limited, E mail: [investor@bigshareonline.com](mailto:investor@bigshareonline.com), [sandeep@bigshareonline.com](mailto:sandeep@bigshareonline.com), Registrars and Transfer Agent of the Company, providing Folio No., Name of shareholder, scanned copy of share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) so that change could be effected in the Register of Members before closure. Members are encouraged to convert their physical holdings to dematerialized form at the earliest in view of the restrictions imposed by SEBI on physical transfer of Shares and to update their bank details to enable expeditious credit of dividend into their respective bank accounts electronically through Automated Clearing House (ACH) mode or such other permitted mode for credit of dividend.

Also as per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

- ii) Members who are holding shares in dematerialized mode are requested to notify to their Depository Participants (DP) any change in their residential address, Bank A/c details and/ or e-mail address immediately and are hereby informed that bank particulars registered with their respective DP, with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
  - iii) Securities and Exchange Board of India (SEBI) & Ministry of Corporate Affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, the Company sends all communication including the Notice along with Annual Report in electronic form to all Members whose e-mail Id's are registered with the Company/ Depository Participant(s). Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare Services Private Limited in case the shares are held by them in physical form.
14. All dividends remaining unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account, are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Accordingly, till date the Company has transferred to IEPF the unclaimed and unpaid amount pertaining to dividends declared up to the financial year 2011-12. Members who have not yet encashed their dividend warrants for the financial year 2012-13 onwards are requested to make their claims to the Company immediately.

Also, in terms of Section 124(6) of the Act, read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more are required to be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Accordingly, equity shares which were/ are due to be so transferred, have been/ shall be transferred by the Company to the Demat Account of IEPFA. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to the Demat Account of IEPFA and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholder from IEPFA by following the procedure prescribed under the aforesaid rules. Details of shares transferred to the Demat Account of IEPFA have been uploaded by the Company on its website at [www.rrshramik.com](http://www.rrshramik.com). Shareholders may kindly check the same and claim back their shares. Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company.

15. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made there under, Shareholders are entitled to make nomination in respect of shares held by them.

Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled to Bigshare Services Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

16. Since the AGM will be held through VC/OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not applicable and hence not attached to this notice.
17. Instructions for e-voting and joining the AGM through VC/OAVM are as under:

**A) VOTING THROUGH ELECTRONIC MEANS:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations (including any statutory modification(s) and / or re-enactment(s) for the time being in force), the members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The Instructions for e-voting are as under:

- (i) The remote e-voting period will commence on Monday, 21<sup>st</sup> September, 2020 at 9.00 a.m. and will end on Wednesday, 23<sup>rd</sup> September, 2020 at 5.00 p.m. During this period, members of the Company holding shares either in physical or dematerialized form as on 18<sup>th</sup> September, 2020 i.e. cut off date, may cast their vote electronically. The remote e-voting module will be disabled by NSDL for voting thereafter.
- (ii) Members who have cast their votes by remote e-voting prior to the AGM may also attend the Meeting but they shall not be entitled to cast their vote again and Members who will be present in the AGM through VC/OAVM and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- (iii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. 18<sup>th</sup> September, 2020.
- (iv) The Board of Directors have appointed Mr. Anup Vaibhav C. Khanna (Membership No. F6786) of Khanna & Co., Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

The instructions for e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 are mentioned below:**

**How to Log-into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300***and Client ID is 12*****then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001***and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-voting then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting .Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rrwl.scrutinizer@gmail.com](mailto:rrwl.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) to reset the password.

3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B) INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL's e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials and selecting the EVEN for Company's AGM. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Facility of joining the AGM in the VC/OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may send their questions in advance to Company from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [investorrelations@rrglobal.com](mailto:investorrelations@rrglobal.com) between Saturday, 19<sup>th</sup> September 2020 (9.00 a.m.) and Monday 21<sup>st</sup> September, 2020 (5.00 p.m.). The questions received from Shareholders will be suitably replied by the Company.

**Other Instructions**

- The Results of e-voting shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rrshramik.com](http://www.rrshramik.com) and on the website of NSDL within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchange.

By the Order of the Board

Place: Mumbai  
Date: 29<sup>th</sup> July, 2020

**Saurabh Gupta**  
Company Secretary & Compliance Officer

**REGISTERED OFFICE:**

Ram Ratna House, Oasis Complex, P.B.Marg, Worli, Mumbai-400 013  
CIN: L31300MH1992PLC067802  
E-MAIL: [investorrelations@rrglobal.com](mailto:investorrelations@rrglobal.com)

ACS - 53006



## EXPLANATORY STATEMENT

### STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS

#### ITEM NO. 4

The Board, based on the recommendation of the nomination and remuneration committee, at its meeting held on June 29, 2020 re-appointed Shri Hemant Kabra (DIN 01812586), as the Executive Director and Chief Financial Officer (ED & CFO) of the Company who was appointed as ED & CFO on 12<sup>th</sup> December, 2017 and whose term is expiring on 11<sup>th</sup> December, 2020 for a further period of three years with effect from 12<sup>th</sup> December, 2020 upon the terms and conditions set out below (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment):

- a) Salary: ₹ 4,00,000/- per month w.e.f. 12<sup>th</sup> December, 2020 with an increment not exceeding 20% per annum at the discretion of the Board of Directors of the Company.
- b) Perquisites:
  - (i) Furnished accommodation including gas, electricity and water, medical reimbursement and leave travel concession for self and family, club fees, medical insurance, etc.
  - (ii) Provision for use of company car for official duties and telephone at residence (including payment of local calls and long distance official calls).

The perquisites referred to in para (ii) will not be included in the computation of ceiling on remuneration.

In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to Shri Hemant Kabra shall be governed by Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to Shri Hemant Kabra.

The resolution seeks the approval of members for the re-appointment of Shri Hemant Kabra (DIN 01812586), as the Executive Director and Chief Financial Officer of the Company for a further period of three years with effect from 12<sup>th</sup> December, 2020.

Shri Hemant Kabra, Shri Tribhuvanprasad Kabra, Smt. Kirtidevi Kabra, Shri Mahendrakumar Kabra and their other relatives, to the extent of their shareholding, if any, in the Company are deemed to be concerned or interested in the proposed resolution. None of the other Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the resolution set forth in Item no. 4 for the approval of members.

#### ITEM No. 5

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Poddar & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2021.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2021.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution proposed at item no. 5 of the Notice.

#### Profile of Directors being appointed / re-appointed.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2, following information is furnished in respect of Director proposed to be appointed / re-appointed at the Annual General Meeting.

<b>Name</b>	<b>Smt. Kirtidevi Kabra</b>
Age and Date of Birth	58 years, 23/02/1962
Date of Appointment on the Board	29/07/2014
Qualifications & Nature of Expertise	B.Com. from Dharwad University with expertise in Accounts and Economics.
List of outside Directorship held as on 31 <sup>st</sup> March, 2020 (Excluding Private Limited Companies and Foreign Companies)	1. R R Kabel Limited 2. Upper Edge Media Solutions Private Limited 3. Ram Ratna Infrastructure Private Limited 4. KGR Electro-Build Private Limited
List of outside Chairmanship / Membership of Audit, Nomination Remuneration and Stakeholders Relationship Committee as on 31 <sup>st</sup> March, 2020	R R Kabel Limited Member - Corporate Social Responsibility Committee
Number of Shares held in Ram Ratna Wires Limited	9,82,200 Equity Shares
Number of meetings of the Board attended during the financial year 2019-20	Nil
Relationship Between Directors	There exists no pecuniary relationship with any director

<b>Name</b>	<b>Shri Hemant Kabra</b>
Age and Date of Birth	33 years, 07/04/1987
Date of Appointment on the Board	12/12/2017
Qualifications & Nature of Expertise	Masters Degree with wide experience in the field of Copper and Winding Wire
List of outside Directorship held as on 31 <sup>st</sup> March, 2020 (Excluding Private Limited Companies and Foreign Companies)	1. Ram Ratna Electricals Limited 2. Hemlata Home Solutions Limited 3. Bombay Metal Exchange Limited
List of outside Chairmanship / Membership of Audit, Nomination Remuneration and Stakeholders Relationship Committee as on 31 <sup>st</sup> March, 2020	Nil
Number of Shares held in Ram Ratna Wires Limited	1,29,600 Equity Shares
Number of meetings of the Board attended during the financial year 2019-20	4
Relationship Between Directors	Son of Shri Mahendrakumar Kabra

By the Order of the Board

Place: Mumbai  
Date: 29<sup>th</sup> July, 2020

**Saurabh Gupta**  
Company Secretary & Compliance Officer  
ACS - 53006