

30<sup>th</sup> May 2019

To,  
Corporate Relationship Department  
Bombay Stock Exchange Limited,  
1<sup>st</sup> floor, P.J.Towers, Dalal Street,  
Mumbai - 400001.

**Ref: RAM RATNA WIRES LIMITED (Scrip Code: 522281)**

**Sub.: Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2019**

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and SEBI Circular no. CIR/CFD/CMD1 /27/2019 dated 8<sup>th</sup> February, 2019, please find enclosed the Annual Secretarial Compliance Report furnished by Mr. Anup Vaibhav C. Khanna, Partner, M/s Khanna & Co., Practicing Company Secretary (COP No. 12906), for the financial year ended 31<sup>st</sup> March, 2019.

You are requested to kindly make a note of the same and oblige.

Thanking you,

Yours faithfully,  
For Ram Ratna Wires Limited



**Saurabh Gupta**  
Company Secretary & Compliance Officer



**SECRETARIAL COMPLIANCE REPORT OF RAM RATNA WIRES LIMITED**  
**FOR THE YEAR ENDED 31 MARCH 2019**

We, M/s. Khanna & Co, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Ram Ratna Wires Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31 March 2019 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No	Compliance Requirement / (Regulations/ circulars guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Regulation 39(2) and Regulation 40(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delays in issuing share certificates beyond the prescribed time limits	We note that there were delays in issuance of share certificates subsequent to effecting transfer of shares, name deletion, transmission and issuance of duplicate certificate during the year ended 31 March 2019. We have been informed that the delays were due to delays in actioning and processing the requests from shareholders by the Registrar and Transfer Agent because of spurt in volumes of transfers and demat requests due to changes in certain SEBI regulations, such as discontinuing physical share transfers effective 31 March 2019, which resulted in huge volume of requests during the second half of the financial year 2018-19.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 March 2018	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

For KHANNA & CO.  
Practicing Company Secretary



Anup Vaibhav C. Khanna  
Partner  
ACS No.: 6786  
COP No.: 12906



Place: Mumbai  
Date: 28 May 2019