

8th February, 2023

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1,
Block G, Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051

Script Code: 522281

Symbol: RAMRAT

Sub.: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Scheme of Amalgamation.

Dear Sir/Madam,

Pursuant to Regulation 30 of the Listing Regulations, we wish to inform you that the Board of Directors of Ram Ratna Wires Limited ("the Company"), at its meeting held on 8th February, 2023, has inter alia, considered and approved a scheme of amalgamation ("Scheme") of Global Copper Private Limited ("Transferor Company") with the Company ("Transferee Company") and their respective shareholders and creditors, under Sections 230 to 232 of the Companies Act, 2013 and other applicable laws, including applicable rules and regulations ("Proposed Transaction") based on the recommendations of the Audit Committee and the Committee of the Independent Directors.

The Scheme is subject to the receipt of requisite approvals from the Securities and Exchange Board of India ("SEBI"), the Hon'ble National Company Law Tribunal, BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively, the "Stock Exchanges"), the respective shareholders and creditors and other statutory and regulatory authorities as may be required.

In terms of the Listing Regulations read with the SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September 2015, we are furnishing herewith the details of the Scheme as Annexure I.

You are requested to take note of the above.

Thanking you,

Yours faithfully,

For Ram Ratna Wires Limited

Saurabh Gupta
Company Secretary & Compliance Officer
ACS No.: 53006

Encl: as above

RAM RATNA WIRES LTD. | RR Global Company | www.rrshramik.com | CIN NO.: L31300MH1992PLC067802

Regd. Off.: Ram Ratna House, Oasis Complex (Utopia City), P. B. Marg, Worli, Mumbai - 400 013 • T : +91-22-2494 9009 / 2492 4144 • F : +91-22-2491 2586 • E : indsales.sc@rrglobal.com
Corp. Off.: Alembic Business Park (W), Ground Floor, Bhailal Amin Marg, Gorwa, Vadodara - 390 003 • T : +91-265-6830 800 • E : vadodara@rrglobal.com

Annexure I – Brief details of Scheme of Amalgamation

S. No.	Particulars	Details												
a)	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.;	<p><u>Ram Ratna Wires Limited</u> (CIN: L31300MH1992PLC067802) ("Transferee Company" / "RRWL") is a public limited company incorporated under the Companies Act, 1956 having its registered office at Ram Ratna House, Oasis Complex (Utopia City), P.B. Marg, Worli, Mumbai – 400 013, in the State of Maharashtra. The equity shares of RRWL are listed on BSE and NSE.</p> <p><u>Global Copper Private Limited</u> (CIN: U27201GJ2010PTC061756) (hereinafter referred to as "GCPL" or "Transferor Company") is a private limited company incorporated under the Companies Act, 1956 having its registered office as well as the manufacturing unit at Survey No. 65-66, Village – Garadia, Jarod – Samlaya Road, Savli, Vadodara – 391520, in the State of Gujarat.</p> <p>As on 31st December, 2022 (for the nine months ended), the net assets and revenue (unaudited standalone) of RRWL and (audited) GCPL are as hereunder:</p> <p style="text-align: right;">(Rs in Lakhs)</p> <table><tr><th>S. No.</th><th>Name</th><th>Net Assets</th><th>Revenue from Operations</th></tr><tr><td>1.</td><td>RRWL</td><td>28,098.93</td><td>1,68,610.79</td></tr><tr><td>2.</td><td>GCPL</td><td>2,636.10</td><td>22,952.17</td></tr></table>	S. No.	Name	Net Assets	Revenue from Operations	1.	RRWL	28,098.93	1,68,610.79	2.	GCPL	2,636.10	22,952.17
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2.	GCPL	2,636.10	22,952.17											
b)	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length";	<p>Yes, the transaction would fall within the purview of related party transactions. The Transferor Company is a subsidiary of the Company.</p> <p>However, as per the MCA Circular No. 30/2014, dated 17.07.2014, it was clarified that transactions arising out of the Companies (Compromises, Arrangements and Amalgamations) Companies Act, 2013, will not attract the requirements of section 188 of the Companies Act, 2013.</p> <p>The consideration for the Scheme will be discharged at arm's length basis. The share exchange ratio has been determined based on valuation report issued by the independent registered valuer, supported by a fairness opinion by a SEBI registered merchant banker.</p>												

c)	area of business of the entity(ies);	<p>The Company is engaged in the business of manufacturing of super enamelled copper winding wires and strips, enamelled aluminium wires and strips, submersible winding wires, fiber glass covered copper and aluminium strips, paper cover round wires, braided wire, self bonding wire, etc.</p> <p>GCPL is engaged in the business of manufacturing and dealing of Copper Seamless Tubes, Level Wound Coils (LWC), Pancake Coils (PCC), and Straight Copper Tubes, etc.</p>
d)	rationale for amalgamation/ merger;	<p>The merger / amalgamation of the Transferor Company into and with the Company would inter-alia help to realize following commercial synergies and benefits for both the Transferor Company and the Company and their respective shareholders, employees, creditors and other stakeholders:</p> <p>(i) As a result of recent government policies like imposition of anti-subsidy duties as well as introduction of Production Linked Incentives, it is anticipated that the manufacturing activity of air conditioners with demand of copper tubes has a very bright future. The amalgamation of the Transferor Company and the Transferee Company shall be immensely helpful under these circumstances and shall help to streamline the current organization structure as well as to realize commercial synergies.</p> <p>(ii) The proposed amalgamation will offer an immense opportunity to consolidate the portfolio of products that are relevant to the industry under a single roof;</p> <p>(iii) The proposed amalgamation will facilitate a better reach in terms of various customer base and will provide a stronger market position to the merged entity;</p> <p>(iv) The proposed amalgamation will result in operational synergies and efficiency for the Company. Accordingly, the Scheme would strengthen and complement the businesses of the Transferor and Transferee Company;</p> <p>(v) The Scheme would help in achieving synergies in business operations and streamlining the business activities for the Transferor and Transferee Company, combining various activities, such as material procurement, storage and dispatches, sharing of common utilities, which would result in significant growth in business;</p>

		<p>(vi) The Amalgamation of Transferor Company with the Transferee Company will result into enlarged combined assets base and will also provide an opportunity for the merged entity to leverage on such assets;</p> <p>(vii) Greater integration and greater financial strength and flexibility for the Transferee Company, which would result in maximizing overall shareholders value, and will improve the competitive position of the Company;</p> <p>(viii) The proposed amalgamation would help in enhancing the scale of operations, reduction in overheads, including administrative, statutory compliances, managerial and other expenditure, operational rationalization, organizational efficiency, and optimal utilization of resources by avoiding duplication of efforts; and</p> <p>(ix) Taking into consideration the above synergies, the Company would result in better profitability and EBITDA margins, and accordingly, the stronger financials will provide a better opportunity in terms of better trade credits, financial resources and in negotiations for prices and suppliers credit terms for the merged entity.</p>																	
e)	in case of cash consideration – amount or otherwise share exchange ratio;	<p>There is no cash consideration.</p> <p>The share exchange ratio is as follows:</p> <p>Ram Ratna Wires Limited (the Company) shall issue and allot 6 (Six) fully paid up equity shares of face value Rs. 5 (five) each of the Company, for every 1 (One) fully paid up equity shares of face value Rs. 10 (ten) each held in Global Copper Private Limited.</p>																	
f)	brief details of change in shareholding pattern (if any) of listed entity.	<p>The Change in shareholding pattern of the Company is set out as below:</p> <table><tr><th rowspan="2">Particulars</th><th colspan="2">Before effectiveness of the Scheme</th><th colspan="2">Post effectiveness of the Scheme</th></tr><tr><th>No. of equity shares</th><th>%</th><th>No. of equity shares</th><th>%</th></tr><tr><td>Promoter & Promoter Group</td><td>3,21,39,492</td><td>73.04</td><td>3,21,39,492</td><td>68.99</td></tr></table>				Particulars	Before effectiveness of the Scheme		Post effectiveness of the Scheme		No. of equity shares	%	No. of equity shares	%	Promoter & Promoter Group	3,21,39,492	73.04	3,21,39,492	68.99
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		Public	1,18,60,508	26.96	1,44,45,044	31.01
		Total	4,40,00,000	100	4,65,84,536	100
		<p>Post the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up. Accordingly, change in shareholding pattern of the Transferor Company shall not be applicable.</p>				