

**REPORT OF THE COMMITTEE OF INDEPENDENT DIRECTORS OF RAM RATNA WIRES LIMITED
RECOMMENDING THE DRAFT SCHEME OF AMALGAMATION BETWEEN RAM RATNA WIRES
LIMITED AND GLOBAL COPPER PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND
CREDITORS UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE
COMPANIES ACT, 2013 CONSIDERED AND APPROVED AT THE COMMITTEE MEETING HELD ON
WEDNESDAY, 8TH FEBRUARY, 2023**

Members Present:

Mr. Ramesh Chandak	- Chairman
Mr. Sandeep Jhanwar	- Member
Mr. Kannan Ramamirtham	- Member
Ms. Payal Agarwal	- Member

1. Background of the Proposed Scheme of Amalgamation:

- 1.1. Meeting of the Committee of Independent Directors (the "**Committee**") of Ram Ratna Wires Limited, was held on 8 February 2023 to consider and recommend to the Board of Directors of the Company (the "**Board**"), the proposed scheme of amalgamation amongst Ram Ratna Wires Limited ("Transferee Company" or the "**Company**"), Global Copper Private Limited ("Transferor Company" or "**GCPL**") and their respective Shareholders and Creditors ("the Scheme") which provides for the amalgamation of GCPL into the Company under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act").
- 1.2. GCPL is a company engaged in the business of manufacturing and dealing of Copper Seamless Tubes, Level Wound Coils (LWC), Pancake Coils (PCC), Straight Copper tubes etc.
- 1.3. The Scheme involves the amalgamation of GCPL into the Company in consideration of the Company issuing equity shares to the shareholders (other than the Company) of GCPL, the consequent dissolution of GCPL without winding up and various other matters consequential or integrally connected therewith with effect from the Appointed Date, as defined in the Scheme.



- 1.4. Equity shares of the Company issued and allotted pursuant to the Scheme shall be credited as fully paid up, free from any and all encumbrances and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and rank pari passu in all respects and have the same rights as attached to the then existing equity shares of the Company.
- 1.5. The Scheme will be filed with the National Company Law Tribunal, Ahmedabad Bench, having jurisdiction in relation to the Transferor Company and National Company Law Tribunal, Mumbai Bench, having jurisdiction in relation to the Transferee Company ("NCLT"), under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, and the rules and regulations issued thereunder and also read with Sections 2(1B) and other applicable provisions of the Income-tax Act, 1961, in each case, as amended from time to time.
- 1.6. In terms of Master Circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 ("SEBI Circular"), issued by the Securities and Exchange Board of India ("the SEBI"), a report from the Committee is required recommending the draft Scheme, taking into consideration, inter alia, that the Scheme is not detrimental to the shareholders of the Company. This report of the Committee is made in order to comply with the requirements of the SEBI Circular.
- 1.7. The Scheme is subject to receipt of approvals of Board of Directors, Shareholders and Creditors of the Transferor Company and the Transferee Company and approval, permissions and sanctions of regulatory and other statutory or governmental authorities as may be required, including those of the BSE Limited, National Stock Exchange of India Limited, SEBI and the NCLT.

2. Documents Reviewed

- 2.1. This report is made by the Committee after perusing amongst other things, the following documents:
- Draft Scheme of Amalgamation;
 - Valuation report on recommendation of fair equity share exchange ratio dated 8 February 2023 issued by M/s Desai Haribhakti & Co. and Mr. S Sundararaman (IBBI registration number IBBI/RV/06/2018/10238), Registered Valuer ("Valuation Report");



- c) Fairness opinion dated 8 February 2023 issued by M/s Horizon Management Private Limited, an Independent SEBI Registered Category-I Merchant Banker, providing the fairness opinion on the share exchange ratio recommended in the Valuation Report;
- d) Certificate from M/s. Bhagwagar Dalal & Doshi, Chartered Accountants, the Statutory Auditors of the Company, confirming the undertaking of the Company on non-applicability of Paragraph A(10)(b) of Part I of the SEBI Circular;
- e) Certificate dated 8th February, 2023 from the Statutory Auditors of the Company i.e. M/s. Bhagwagar Dalal & Doshi, Chartered Accountants, in terms of Para (A)(5) of Part I of the SEBI Circular and Proviso to sub-clause (j) of Section 232(3) of the Companies Act, to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act, 2013.
- f) Audited financials for three preceding financial years along with the draft unaudited financials of the latest quarter accompanied by the draft limited review report of the Statutory Auditors of the Company;
- g) Audited financials for three preceding financial years and for the nine month period ended 31 December, 2022 accompanied by the Audit Reports for GCPL; and.
- h) Pre and post amalgamation shareholding pattern of the Company and GCPL.

3. Salient features of the Scheme:

The Independent Directors' Committee considered and observed the following salient features in relation to the draft Scheme;

3.1. Amalgamation of the Transferor Company into and with Transferee Company in accordance with Sections 230 to 232 of the Companies Act and other applicable laws.

3.2. Pursuant to the sanction of the Scheme by the competent authorities and upon the conditions for the Scheme being fulfilled, the Scheme shall become effective from 1 April 2023 or such other date as may be approved by the NCLT ("Appointed Date").

3.3. With effect from the Appointed Date and upon the Scheme becoming effective, the entire Undertaking (as defined in the Scheme) of the Transferor Company shall stand transferred to and vested in and/or be deemed to have been transferred to and vested in the Company as a going concern so as to become the Undertaking of the Company, by



virtue of and in the manner provided for in the Scheme, in accordance with Sections 230 to 232 and other applicable provisions of the Companies Act.

3.4. Upon coming into effect of this Scheme, the equity shares held by the Transferee Company in the Transferor Company shall stand automatically cancelled without any further application, act or deed and no new shares in form of consideration shall be issued against the same.

3.5. Pursuant to the said merger, the Company shall issue shares to the shareholders of the Transferor Company in the following share entitlement ratio:

“6 (Six) fully paid equity shares of Rs.5/- (Rupees Five only) each of the Transferee Company for every 1 (One) fully paid equity shares of Rs.10/- (Rupees Ten only) each held by the shareholder in the Transferor Company.”

3.6. Upon the Scheme being effective and upon the shares of the Transferee Company being issued to the shareholders of the Transferor Company, the Shares held in the Transferor Company shall stand cancelled.

3.7. Consolidation of the authorized share capital by combining the authorized share capital of the Transferor Company with the authorized share capital of the Company and consequential increase in the authorized share capital and alteration of the capital clause of the memorandum of association of the Company, as provided in the Scheme.

3.8. Amendment of the memorandum of association of the Company for adding the main objects clause provided in the memorandum of association of the Transferor Company.

3.9. The equity shares to be issued and allotted by the Company will be listed on BSE and NSE.

3.10. The Transferor Company shall stand dissolved without being wound up.

3.11. The Company shall account for the Scheme of Amalgamation in accordance with ‘Pooling of Interest Method’ of accounting prescribed under the Indian Accounting Standard (Ind AS) 103 — “Business Combination” notified under Section 133 of the Companies Act read with the applicable rules issued thereunder and as amended from time to time.



4. Need / Rationale / Objective / Synergies of the Scheme:

- 4.1. The Transferor Company is a subsidiary of the Transferee Company and forms part of the same group. The Transferee Company owns 60% of the total issued and paid-up share capital of the Transferor Company.
- 4.2. 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.
- 4.3. Through the Scheme, it is proposed to integrate the businesses of the Transferor Company and the Transferee Company to achieve synergies and following benefits:
- The proposed amalgamation will offer an immense opportunity to consolidate the portfolio of products that are relevant to the industry under a single roof;
 - The proposed amalgamation will facilitate better reach in terms of various customer base and will provide a stronger market position to the merged entity;
 - The proposed amalgamation will result in operational synergies and efficiency for the merged entity. Accordingly, the Scheme would strengthen and complement the businesses of the Transferor Company and the Transferee Company;
 - The Scheme would help in achieving synergies in business operations and streamlining the business activities for the companies, combining various activities, such as material procurement, storage and dispatches, sharing of common utilities, which would result in significant growth in business;
 - 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;
 - 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 merged entity;
 - 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, optimal utilization of resources by avoiding duplication of efforts; and



h) Taking into consideration the above synergies, the merged entity 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.

4.4. The amalgamation is in the interest of both the companies, their respective shareholders, creditors and all other stakeholders and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.

5. Scheme not detrimental to the Shareholders:

5.1. The Committee discussed the salient features, rationale and expected benefits of the Scheme. The Committee noted that the proposed Scheme is not detrimental to the interest of the shareholders on account of benefits as enumerated above and that the Scheme will unlock long term value.

5.2. The Committee also noted that pursuant to the Scheme, the shareholders of the merged Company will have a share in returns arising from large business operations and asset base of the merged entity.

5.3. Considering the overall rationale and benefits of the Scheme, the Committee is of the unanimous view that the Scheme is in the best interest of all stakeholders including the shareholders of the Company. The Scheme will not be detrimental / adversely affect the rights or interest of any shareholder of the Company including the minority shareholders, in any manner whatsoever.

6. RECOMMENDATION OF THE COMMITTEE OF INDEPENDENT DIRECTORS

6.1. The Committee after due deliberations and detailed discussions, and, inter alia, taking into consideration the draft Scheme, Valuation Report, Fairness Opinion and certificates issued by the Statutory Auditors of the Company, have noted the rationale, benefits and the impact of the Scheme on shareholders and other concerned. Based on the foregoing, the Committee of Independent Directors is of the view that the Scheme is not detrimental to the shareholders of the Company and hereby recommends the Scheme to the Board of Directors of the Company for its consideration, approval and for



favourable consideration by BSE Limited, National Stock Exchange of India Limited, SEBI and other appropriate authorities.

**For and on behalf of the Committee of
Independent Directors of the Company**



Name: Ramesh Chandak

Designation: Chairman of the Committee

DIN: 00026581

Place: Mumbai

Date: 8 February 2023