

NOTICE

Notice is hereby given that the **31st Annual General Meeting (“AGM”)** of the members of Ram Ratna Wires Limited (the “Company”) will be held on **Tuesday, 12th September, 2023 at 11:00 A.M.** (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses. The venue of the meeting shall be deemed to be the Registered office of the Company at Ram Ratna House, Victoriamil Compound (Utopia City), Pandurang Budha Karm Marg, Worli, Mumbai - 400 013.

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Report of the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March, 2023.
3. To appoint a Director in place of Shri Hemant Mahendrakumar Kabra (DIN - 01812586), who retires by rotation and being eligible, offers himself for re-appointment. The Members are requested to consider and, if thought fit, to pass the following resolution as an ORDINARY Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Shri Hemant Mahendrakumar Kabra (DIN - 01812586), who retires by rotation, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS

4. To consider and approve the re-appointment of Shri Hemant Mahendrakumar Kabra, as an Executive Director of the Company, and, if thought fit, to pass the following resolution as a SPECIAL Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (“the Act”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in respect of whom Notice has been received from a Member under Section 160 of the Act proposing his re-appointment as an Executive Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and approved

by the Board of Directors, approval of the Members be and is hereby accorded for the re-appointment of Shri Hemant Mahendrakumar Kabra (DIN: 01812586), as an Executive Director of the Company, designated as President & CFO (Executive Director), for a period of three years from 12th December, 2023 to 11th December, 2026 liable to retire by rotation on the terms and conditions including remuneration, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” including the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment in such manner as it may deem fit.

RESOLVED FURTHER THAT the Board or the Company Secretary of the Company be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the above resolution.”

5. To consider and approve the re-appointment of Shri Ramesh Chandak (DIN: 00026581) as an Independent Director of the Company, and, if thought fit, to pass the following resolution as a SPECIAL Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time (“the Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any (including any statutory modification(s) or amendments or re-enactment(s) thereof for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and the Articles of Association of the Company, Shri Ramesh Chandak (DIN: 00026581), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the SEBI Listing Regulations, and in respect of whom Notice has been received from a Member under Section 160 of the Act proposing his re-appointment as an Independent Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 12th November, 2023 to 11th November, 2028 notwithstanding the fact that Shri Ramesh Chandak has attained the age of beyond 75 years.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorised to take all such steps as may

be necessary, proper and expedient to give effect to the above resolution.”

6. To consider and approve the alteration of Main Object Clause of the Memorandum of Association (MoA) of the Company, and, if thought fit, to pass the following resolution as a SPECIAL Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies and other approvals as may be required, the consent of the Members of the Company be and is hereby accorded to replace and substitute Clause III(A)(1) of the Memorandum of Association of the Company by the following clause:

1. To carry on the business of manufacturers and processors of and buy or otherwise acquire, sale, import, export, distribute or otherwise deal in and to produce super enamelled copper, aluminium winding wires, strips, D.C.C., S.C.C., D.P.C., P.V.C., Fibre Glass, Asbestos, Plastic Insulated, Drycore Core Paper insulated covered, Nonferrous metals and alloys like copper, copper alloys, Aluminium, Aluminium alloys in all forms like wires, bus bars, strips, foils and related items covered with different insulations, different coils, different components, all type of tubes, bare, covered with P.V.C. & all types of insulation or other material covering, inner grooved, out fin, capillary, combinations etc. tube fittings and tube formed shapes., copper laminates for printed circuit board, printed circuit boards and all kinds of Wires, Litz Wires, Cables, Felexes, Telecables, non-ferrous conductors, including A.C.S.R. conductors; and to manufacture and/or deal in all kinds of Electrical Machinery, Electrical Appliances, Types of Motor and Motor Controllers, Electrical goods and their spares, including related products used for any purposes.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the above resolution.”

7. To consider and approve the alteration of Articles of Association (AoA) of the Company, and, if thought fit, to pass the following resolution as a SPECIAL Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and / or any other

appropriate authority, the consent of the Members of the Company be and is hereby accorded to amend the existing Articles of Association (“AoA”) of the Company in the following manner:

- i. Deletion of the definition of “the Seal” stated under Interpretation of Chapter II.
- ii. Substitution of the existing Article 6(ii) with the following: Every Certificate shall be issued with the signatures of two directors or a director and the Company Secretary.
- iii. Inclusion of Article 11A and 11B after the existing Article 11 as:

11A. “Notwithstanding anything contained in these Articles, subject to the provisions of Section 53, 54 of the Act and any other applicable provisions of any Act and / or any law for the time being in force, the Board of Directors may from time to time issue Sweat Equity Shares / ESOPs and / or Stock Options to the employees of the company and of its Subsidiary Companies.”

11B. As regards all allotments, from time to time made, the Board shall duly comply with Section 39 of the Act, if and as applicable.

- iv. Deletion of Article 95 (i) and (ii) under the heading of “The Seal”.
- v. Renumbering existing Articles 96 to 107 as Articles 95 to 106.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to the above resolution.”

8. To consider and approve payment of commission to the Independent Directors of the Company, and, if thought fit, to pass the following resolution as an ORDINARY Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder read with Schedule V of the Act, Regulation 17(6) and all other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law including any statutory modification(s) or re-enactment(s) thereof for the time being in force, pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such other approvals as may be required in this regard, the approval of the members of the Company be and is hereby accorded to pay remuneration by way of commission or otherwise to the Independent Directors of the Company for the financial year 2023-24 and thereafter, at an amount not exceeding 1% of the net

profits of the Company computed in accordance with the provisions of Section 198 of the Act and the said remuneration will be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors (including any Committee thereof) of the Company from time to time.

RESOLVED FURTHER THAT the total overall managerial remuneration payable to all the directors of the Company in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

9. To consider and ratify the remuneration payable to M/s. Poddar & Co., Cost Accountants (Firm Registration No. 101734), for the financial year ending 31st March, 2024 and, if thought fit, to pass 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 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the payment of the remuneration of ₹ 5,00,000/- (Rupees Five 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 have been appointed by the Board of Directors of the Company, as Cost Auditors, on the recommendation of the Audit Committee to conduct audit of the cost records maintained by the Company, for the Financial Year ending 31st March, 2024, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

10. To consider and approve Grant of Employee Stock Options to the employees of the Company under ‘RRWL Employee Stock Option Plan 2023’, and, if thought fit, to pass the following resolution as a SPECIAL Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India

(Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as “the SBEB Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI (LODR) Regulations”) (including any statutory modification(s) or amendment(s) thereto or re-enactment or substitution thereof, for the time being in force), pursuant to approval of the Board of Directors of the Company and recommendation of the Nomination and Remuneration Committee and subject to such other approvals, permissions and sanctions as may be necessary from such regulatory authority(ies) including Department for Promotion of Industry and Internal Trade, RBI, SEBI etc. and subject to such conditions and modifications as may be prescribed or imposed by such regulatory authority(ies), while granting such approvals, permissions and sanctions, the approval and consent of the members of the Company be and is hereby accorded respectively to the ‘RRWL Employee Stock Option Plan 2023’ (hereinafter referred to as the “Plan”) and to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee, including the Nomination and Remuneration Committee constituted by the Board under Section 178 of the Companies Act, 2013 or any other Committee which the Board may constitute to act as the “Compensation Committee” under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers, conferred by this Resolution) to create, grant, offer, issue and allot from time to time, in one or more tranches, not exceeding 4,40,000 (Four Lakh Forty Thousand Only) Employee Stock Options (“Option(s)”, the salient features of which are set out in the Statement annexed to this Notice, to or for the benefit of such person(s), who are in permanent employment of the Company, in India or out of India including any Director thereof, whether whole time or otherwise (other than Independent Directors and a director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company) (hereinafter collectively referred to as the “Employee” or “Employees”), as may be decided by the Board under the Plan, exercisable into not more than 4,40,000 (Four Lakh Forty Thousand Only) Equity Shares of face value of ₹ 5/- each fully paid up, representing 1(One) % of the issued, subscribed and paid-up equity share capital of the Company, on such terms and in such manner as the Board may decide in accordance with the provisions of the law or regulations issued by the relevant regulatory authority(ies).

RESOLVED FURTHER THAT the number of Options that may be granted to any Employee of the Company, during any one year under the Plan shall not exceed 1% of the Issued Capital of the Company.

RESOLVED FURTHER THAT the Equity Shares to be allotted and issued by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, stock split/consolidation etc., if any additional Equity Shares are required to be issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to Options granted earlier, the above ceiling of 4,40,000 (Four Lakh Forty Thousand Only) Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

RESOLVED FURTHER THAT the grant of Options shall be in accordance with the terms and conditions as regards price, payment, application, allotment etc. as decided by the Board from time to time in accordance with the SBEB Regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as stock split/consolidation etc., then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of ₹ 5/- per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such stock split/consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares of the Company allotted under the Plan on the Stock Exchange(s), where the shares of the Company are listed, as per the provisions of the SEBI (LODR) Regulations, the SBEB Regulations and other applicable laws and regulations as may be applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, grant and allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect the Plan and to make modifications, changes, variations, alterations or revisions in the Plan as it may deem fit, from time to time in its sole and absolute discretion, not unfavorable or prejudicial to the allottees under the Plan except due to change in laws/regulations, and in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, the SBEB Regulations and any other applicable laws or to suspend, withdraw or revive the Plan from time to time as may be desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as may, at its absolute discretion, deems necessary

including appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals, if any, required by the SEBI / Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

11. To consider and approve Grant of Employee Stock Options to the employees of the Subsidiary Companies of the Company under ‘RRWL Employee Stock Option Plan 2023’, and, if thought fit, to pass the following resolution as a SPECIAL Resolution:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act 2013 read with rules framed thereunder, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as “the SBEB Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI (LODR) Regulations”) (including any statutory modification(s) or amendment(s) thereto or re-enactment or substitution thereof, for the time being in force), pursuant to approval of the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee, including the Nomination and Remuneration Committee constituted by the Board under Section 178 of the Companies Act, 2013 or any other Committee which the Board may constitute to act as the “Compensation Committee” under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers, conferred by this Resolution) and subject to such other approvals, permissions and sanctions as may be necessary from such regulatory authority(ies) including Department for Promotion of Industry and Internal Trade, RBI, SEBI etc. and subject to such conditions and modifications as may be prescribed or imposed by such regulatory authority(ies), while granting such approvals, permissions and sanctions, the approval and consent of the members of the Company be and is hereby accorded to Board to extend the benefits of the ‘RRWL Employee Stock Option Plan 2023’ (hereinafter referred to as the “Plan”), referred to in the Special Resolution under Item No. 10 of this Notice, also to or to the benefit of such person(s) who are permanent employees of subsidiary companies of the Company, whether working in India or outside India, and / or to the directors of the subsidiary companies of the Company,

whether whole-time or not but excluding independent director(s) of the subsidiary companies and to such other persons as may be decided by the Board and / or permitted under SBEB Regulations (hereinafter referred to as "Employees") but excluding director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, to the intent that the number of Securities offered under the Plan to the Employees of the subsidiary companies shall be subsumed in the aggregate limit of 4,40,000 (Four Lakh Forty Thousand Only) equity shares of the face value of ₹ 5/- each set out in the Special Resolution under Item No. 10 of this Notice;

RESOLVED FURTHER THAT the number of Options that may be granted to any Employee of the subsidiary companies of the Company, during any one year under the Plan shall not exceed 1% of the Issued Capital of the Company.

RESOLVED FURTHER THAT, the Equity Shares to be allotted and issued by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, stock split/consolidation etc., if any additional Equity Shares are required to be issued by the Company to the Option grantees for the purpose of making a fair and reasonable adjustment to Options granted earlier, the above ceiling of 4,40,000 (Four Lakh Forty Thousand Only) Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued.

RESOLVED FURTHER THAT the grant of Options shall be in accordance with the terms and conditions as regards price, payment, application, allotment etc. as decided by the Board from time to time in accordance with the SBEB Regulations.

RESOLVED FURTHER THAT in case of any corporate action(s) such as stock split/consolidation etc., then the number of Shares to be allotted and the exercise price payable by the Option grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the present face value of ₹ 5/- per Equity Share shall bear to the revised face value of the Equity Shares of the Company after such stock split/consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares of the Company allotted under the Plan on the Stock

Exchange(s), where the shares of the Company are listed, as per the provisions of the SEBI (LODR) Regulations, the SBEB Regulations and other applicable laws and regulations as may be applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, grant and allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect the Plan and to make modifications, changes, variations, alterations or revisions in the Plan as it may deem fit, from time to time in its sole and absolute discretion, not unfavorable or prejudicial to the allottees under the Plan except due to change in laws/regulations, and in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SBEB Regulations and any other applicable laws or to suspend, withdraw or revive the Plan from time to time as may be desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as may, at its absolute discretion, deem necessary including appointment of various intermediaries, experts, professionals, independent agencies and other advisors, merchant bankers, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals, if any, required by the SEBI / Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard."

By order of the Board of Directors
For **Ram Ratna Wires Limited**

Saurabh Gupta

Company Secretary & Compliance Officer

Place: Mumbai

M. No. A53006

Date: 9th August, 2023

REGISTERED OFFICE:

Ram Ratna House, Victoriamil Compound (Utopia City),

Pandurang Budha Karm Marg, Worli, Mumbai - 400 013

CIN: L31300MH1992PLC067802

E-MAIL: investorrelations.rrw@rrglobal.com

Website: www.rsrhramik.com

NOTES:

1. Pursuant to the Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 2/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (the “MCA Circulars”) and other applicable circulars issued by MCA and the Securities and Exchange Board of India (SEBI) from time to time, companies are allowed to conduct AGM through VC or OAVM and the requirement of physical attendance of the Members at a common venue has been dispensed with and it has also granted relaxation in respect of sending physical copies of the annual report to shareholders. In view of the aforementioned MCA and SEBI Circulars and in compliance with applicable provisions of the Companies Act, 2013 (“the Act”), the AGM of the Company is being held through VC/OAVM and as such the route map is not annexed to this notice. The deemed venue of the AGM shall be the registered office of the Company.
2. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with and accordingly, Members can attend and participate in the AGM through VC/OAVM only. The facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip are not annexed to this Notice. 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 with a copy marked to investorrelations.rrwl@rrglobal.com and evoting@nsdl.co.in.
3. The Members can join the AGM in the VC/OAVM mode 15 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 1,000 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 Act.
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., Tuesday, 12th September, 2023. Members seeking to inspect such documents can send an email to investorrelations.rrwl@rrglobal.com.
6. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Tuesday, 5th September, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in the Notice. A person who is not a member as on the cut-off date should treat the Notice of AGM for information purpose only. In case of Joint Shareholders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. In accordance with the MCA and SEBI Circulars, the Notice calling the AGM along with the Annual Report 2022-23 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 under 'Investors' tab, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and the website of NSDL at www.evoting.nsdl.com. In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2022-23 along with AGM Notice, may send request to the Company by writing at investorrelations.rrwl@rrglobal.com or RTA of the Company at investorsqry@datamaticsbpm.com.
8. The relevant explanatory statement pursuant to Section 102 of the Act in respect of item nos. 4 - 11 of the Notice set out above and the details pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) (hereinafter referred to as “SEBI Listing Regulations”) and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed herewith.
9. Information related to Dividend and TDS on Dividend:
 - i) The Dividend for the financial year ended 31st March, 2023, as recommended by the Board, if approved at the Annual General Meeting, will be paid subject to tax deduction at source as may be applicable, on or before Tuesday, 10th October, 2023 to those Members whose name appears in the Register of Members on Friday, 1st September, 2023 (Record date) in respect of physical shareholders and whose name appear in the list of Beneficial Owner on Friday, 1st September, 2023 furnished by NSDL and CDSL in respect of shareholders holding shares in electronic form.

- ii) Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in Demat mode). In case the PAN is not registered, the tax will be deducted at a higher rate of 20%.

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source to Datamatics Business Solutions Limited by email to investorsqry@datamaticsbpm.com latest by 11:59 P.M. (IST) by Monday, 4th September, 2023.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending the same by email to investorsqry@datamaticsbpm.com. The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 P.M. (IST) on Monday, 4th September, 2023.

10. 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 seven working days before the date of the Meeting to enable the Company to make available the relevant information and answer them in the Meeting.

11. Updation of PAN, KYC, Nomination details and Issue of Securities in Dematerialised form:

- i) Pursuant to SEBI circulars dated 3rd November, 2021, 14th December, 2021 and 16th March, 2023 the Company has sent individual letters to all the members holding shares of the Company in physical form for furnishing / updation of their PAN, KYC details (i.e. address with pin code, mobile number, email address mobile number, bank account details) and Nomination details. Detailed information in this regard is available at Company's website: <https://www.rsrhramik.com/investor/announcements/>.
Further, SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing certain prescribed service requests.

Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company at <https://www.rsrhramik.com/wp-content/uploads/sites/2/2022/02/Form-ISR-4.pdf>. Members to please note that service requests would be processed by the Company only if the folio is KYC compliant pursuant to circular mentioned above and hence if any Member's KYC is not complete and wish to do so may send their details to the Company's RTA Datamatics Business Solutions Limited at email: investorsqry@datamaticsbpm.com

SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or its RTA Datamatics Business Solutions Limited, for assistance in this regard.

- ii) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, Permanent Account Number (PAN), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
- a) For shares held in electronic form: to their Depository Participants (DPs).
- b) For shares held in physical form: to the Company / RTA in prescribed Form ISR-1.
- 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 Datamatics Business Solutions Limited in case the shares are held by them in physical form.

12. Investor Education and Protection Fund ("IEPF") related information

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 2015-16. Members who have not yet encashed their dividend warrants for the financial year 2016-17 onwards are requested to make their claims to the Company immediately and contact the Company's Registrar and Share Transfer Agent, Datamatics Business Solutions Limited, Plot No. B-5, Part-B Cross Lane, MIDC, Andheri East, Mumbai-400093, Tel No.: 022-66712001-10, Fax No.: 022-66712209, Email: investorsqry@datamaticsbpm.com.

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 and no claim shall lie against the Company. Details of shares transferred to the Demat Account of IEPFA have been uploaded by the Company on its website at <https://www.rshrshramik.com/investor/corporate-governance/>. 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 and opt for Electronic Clearing Service by registering/ updating their bank details, so that dividends paid by the Company are credited to the Member's account on time.

13. Pursuant to Section 72 of the Act 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, who have not yet registered their nomination are requested to register the same by submitting in Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, may submit the same in Form ISR-3 or Form SH-14, as the case may be, duly filled to Datamatics Business Solutions Limited at investorssqry@datamaticsbpm.com. The said forms are also available on website of the Company at <https://www.rshrshramik.com/investor/announcements/>. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

14. Instructions for e-voting and joining the AGM through VC/OAVM are as under:

VOTING THROUGH ELECTRONIC MEANS:

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations, and MCA circulars as mentioned above, 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.

The Instructions for e-voting are as under:

- (i) The remote e-voting period will commence on Friday, 8th September, 2023 at 9.00 a.m. and will end on Monday, 11th September, 2023 at 5.00 p.m. During this period, members of the Company holding shares either in physical or dematerialized form as on Tuesday, 5th September, 2023 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. Tuesday, 5th September, 2023.
- (iv) The Board of Directors have appointed Mr. Anup Vaibhav C. Khanna (Membership No. F6786) of M/s. 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.
- (v) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 5th September, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires

shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 5th September, 2023 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system” as mentioned below.

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

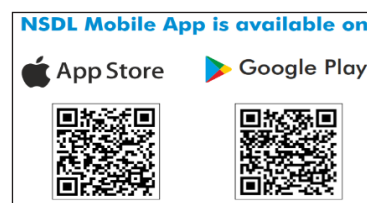
In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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.

Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
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	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>1. Shareholders can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.</p> <p>2. Once logged in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>3. Click on the options available against company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

B) Login method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Log-in to 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 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 e-services 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who 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. Password details for shareholders other than Individual shareholders 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 to 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 ID's 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.nsdl.com.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system: -

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Corporate / 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 with a copy marked to evoting@nsdl.co.in. Institutional shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

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.nsdl.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 or or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawale at evoting@nsdl.co.in

Process for those shareholders whose email ID’s are not registered with the depositories for procuring user ID and password and registration of email ID’s for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations.rrwl@rrglobal.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations.rrwl@rrglobal.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 09th December, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted 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 in the AGM.
3. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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 to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. 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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorrelations.rwl@rrglobal.com. The same will be replied by the company suitably. Questions/queries received by the Company till 05:00 p.m. on Friday, 8th September, 2023 shall only be considered and responded during the AGM.
6. The Company reserves the right to restrict the number of speakers and questions depending on the availability of time for the AGM.

Other Instructions:

- The Results of e-voting shall be aggregated and declared on or after the date of the AGM 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 and on the website of NSDL immediately after the results are declared and communicated to the Stock Exchanges.

By order of the Board of Directors
For **Ram Ratna Wires Limited**

Saurabh Gupta

Company Secretary & Compliance Officer
M. No. A53006

Place: Mumbai

Date: 9th August, 2023

REGISTERED OFFICE:

Ram Ratna House, Victoriamill Compound (Utopia City),
Pandurang Budha Karm Marg, Worli, Mumbai - 400 013
CIN: L31300MH1992PLC067802
E-MAIL: investorrelations.rwl@rrglobal.com
Website: www.rrshramik.com

STATEMENT / EXPLANATORY 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, SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD ON GENERAL MEETINGS**ITEM NO. 4**

The Board of Directors at their meeting held on 29th June, 2020 had re-appointed Shri Hemant Mahendrakumar Kabra (DIN: 01812586) as an Executive Director and Chief Financial Officer (CFO) of the Company for a further period of Three years i.e. from 12th December, 2020 to 11th December, 2023 and the terms of re-appointment along with remuneration was approved by the Members of the Company at the 28th Annual General Meeting held on 24th September, 2020. Further, the Board at its meeting held on 29th June, 2021, redesignated Shri Kabra as "President and CFO (Executive Director)" of the Company.

Shri Kabra has provided dedicated and meritorious services and significant contribution to the overall growth of the Company and the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at their respective meetings held on 26th May, 2023 have re-appointed Shri Hemant Mahendrakumar Kabra (DIN: 01812586), as an Executive Director, designated as President & CFO (Executive Director) of the Company for a further period of three years with effect from 12th December, 2023 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), subject to approval of Members of the Company at this Annual General Meeting.

Shri Kabra holds a masters degree, having vast experience in the field of Copper and Winding Wire industry along with his core areas of finance, marketing, industrial and consumer product business with distinct focus on strategy, growth and execution. He is also on the Board of various Group Companies of RR Global and is founder of Bgauss Auto Pvt. Ltd., a leading electric two-wheeler auto company. Keeping, in view that Shri Kabra has rich and varied experience in the industry and has been involved in the operations of the Company from last one decade; it would be in the best interest of the Company to continue the employment of Shri Kabra as the Executive Director, designated as President & CFO (Executive Director) of the Company.

Taking into consideration the duties and responsibilities of the President & CFO (Executive Director), the prevailing remuneration in industry and considering the increasing size and complexity of the business and on the recommendations of the Nomination and Remuneration Committee, the Board has considered his skills, background, experience and contributions, performance evaluation during his tenure with the Company and approved following terms of appointment and remuneration of Shri Kabra, with effect from 12th December, 2023, subject to approval of the Members of the Company.

- a) Salary: ₹ 7,00,000/- per month w.e.f. 12th December, 2023 with an increment not exceeding 20% per annum at the discretion of the Board of Directors of the Company.
- b) Perquisites:
 - (i) Medical reimbursement, if any
 - (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 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 Kabra.

The resolution seeks the approval of members for the re-appointment of Shri Hemant Mahendrakumar Kabra (DIN 01812586), as the Executive Director, designated as President & CFO (Executive Director) of the Company for a further period of three years with effect from 12th December, 2023 by way of a Special Resolution.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Hemant Mahendrakumar Kabra for the office of Executive Director, designated as President & CFO (Executive Director) of the Company.

Shri Hemant Mahendrakumar Kabra, Shri Tribhuvanprasad Rameshwarlal Kabra, Shri Mahendrakumar Rameshwarlal

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 at its meeting held on 12th November, 2018 had appointed Shri Ramesh Chandak as an Additional Director of the Company to hold office till the next Annual General Meeting. Further, the Members at the Annual General Meeting held on 11th September, 2019 appointed Shri Chandak as an Independent Director to hold office for a term of 5 years. Accordingly, the tenure of Shri Ramesh Chandak as an Independent Director is due for expire on 11th November, 2023.

In terms of provisions of section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Members of the Company.

Shri Ramesh Chandak is the CEO of RDC Business Advisory, which provides individualized leadership coaching, strategy, succession planning and management services. Prior to starting his Advisory practice, he was the MD & CEO of KEC International Limited. He has had a successful career spanning over 40 years across Engineering, infrastructure edible oils and textiles industries having global corporate experience working in India, Malaysia and USA. He currently serves on the Boards of various listed companies and not for profit organizations. He is a recipient of CA Business leader Award in 2008 by the Institute of Chartered Accountants of India. He is a former President of Indian Electrical & Electronics Manufacturers Association (IEEMA).

After taking into account the performance evaluation, during his first term of five years and considering the knowledge, balance of skills, acumen, expertise and experience in the respective fields and the substantial contribution made by Shri Ramesh Chandak during his tenure as an Independent Director since his appointment and on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their respective meetings held on 26th May, 2023 has considered and approved the re-appointment of Shri Chandak as an Independent Director for a second term of five years with effect from 12th November, 2023.

In line with the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval for re-appointment of Shri Ramesh Chandak as an Independent Director is sought by way of special resolution as set out in item no. 5 of the

notice to approve the re-appointment of Shri Chandak as an Independent Director for a second term of five consecutive years with effect from 12th November, 2023. The Board is of the opinion that though Shri Chandak is more than 75 years of age, his re-appointment as an Independent Director will be appropriate, considering his long rich experience, continued valuable guidance to the management and strong Board and Committee performance.

Shri Ramesh Chandak shall be entitled for remuneration by way of commission and sitting fees for attending the meetings of the Board or the Committees thereof, as may be decided by the Board, including out of pocket expenses, if any for participating in the Board and Committee meetings.

In the opinion of the Board, Shri Chandak fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013, Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management of the Company and the Company has received a declaration from Shri Chandak, confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013

and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. He is registered with the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs and he is not debarred from holding office as Director by virtue of any order of the Securities and Exchange Board of India or any other authority.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Ramesh Chandak for the office of Independent Director of the Company.

Except Shri Ramesh Chandak, being the appointee, 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. 5 of the Notice.

The Board recommends the resolution set forth in Item no. 5 for the approval of members by way of a Special Resolution.

Profile of Director 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.

Name	Shri Hemant Mahendrakumar Kabra
DIN	01812586
Age and Date of Birth	36 years, 7 th April, 1987
Date of Appointment on the Board	12 th December, 2017
Qualifications & Nature of Expertise	Masters Degree with wide experience in the field of Copper and Winding Wire Industry
Terms and conditions of appointment	Shri Hemant Kabra, Executive Director, designated as President & CFO (Executive Director) is proposed for re-appointment on the terms and conditions as set out in Resolution along with explanatory statement, is liable to retire by rotation.
Remuneration last drawn and remuneration proposed to be paid	Salary, Perquisites and Allowance paid for FY 2022-23: ₹60.84 Lakhs Remuneration sought to be paid: Refer item no. 4 of the Explanatory Statement.
List of outside Directorship held as on 31 st March, 2023 (Excluding Private Limited Companies and Foreign Companies)	NIL
List of outside Chairmanship / Membership of Committees as on 31 st March, 2023	NIL
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL
Number of Shares held in Ram Ratna Wires Limited	17,63,710 Equity Shares
Number of meetings of the Board attended during the financial year 2022-23	Six (6)
Relationship Between Directors	Son of Shri Mahendrakumar Rameshwarlal Kabra

Name	Shri Ramesh Chandak
DIN	00026581
Age and Date of Birth	76 years, 7 th November, 1946
Date of Appointment on the Board	12 th November, 2018
Qualifications & Nature of Expertise	M.Com, F.C.A, Leadership Coach, Advanced Management Programme on leading change and Organizational renewal from Harvard business school.
Terms and conditions of appointment	Shri Ramesh Chandak, Independent Director is proposed for re-appointment for a period of 5 years, commencing from 12 th November, 2023 to 11 th November, 2028 and also refer item no. 5 of the Notice and relevant explanatory statement.
Remuneration last drawn and remuneration proposed to be paid	- Last Remuneration drawn: Sitting fees of ₹ 5.80 Lakhs - Proposed Remuneration: Refer item no. 5 of the Explanatory Statement.
List of outside Directorship held as on 31 st March, 2023 (Excluding Private Limited Companies and Foreign Companies)	1. KEC International Limited 2. Summit Securities Limited 3. Prince Pipes and Fittings Limited 4. Anand Rathie Wealth Limited
List of outside Chairmanship / Membership of Committees as on 31 st March, 2023*	1. Price Pipes and Fittings Limited: - Audit Committee – Chairman 2. Anand Rathie Wealth Limited: - Audit Committee – Member - Stakeholders Relationship Committee – Chairman 3. KEC International Limited: - Audit Committee – Member - Stakeholder Relationship Committee - Chairman
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	1. Parag Milk Foods Limited
Number of Shares held in Ram Ratna Wires Limited	Nil
Number of meetings of the Board attended during the financial year 2022-23	Six (6)
Relationship Between Directors	There exist no pecuniary relationship with any director
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer item no. 5 of the Notice and relevant explanatory statement

*Committee Membership / Chairmanship includes only Audit Committee and Stakeholders Relationship Committee of Public Limited Companies, whether listed or not.

ITEM NO. 6

The Board of Directors of your Company has considered from time to time proposals for diversification into areas that would be profitable for the Company as part of business expansion and diversification plans. In line with the same, the Board of Directors has considered and approved the setting up of new manufacturing facility / plant at Salarpur Industrial Area, Bhiwadi, Dist – Alwar, Rajasthan for new line of business. The object clause of the Company requires to be comprehensive so as to cover wide range of activities to enable your Company to consider embarking upon new line of business, activities and products. The alteration in the main object clause of MoA of the Company as set out in the resolution is to facilitate business expansion and diversification. The alteration will enable the Company to enlarge the areas of operations and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the

Company. The Main object clause of MoA of the Company is being amended by including some new products with all the existing products.

The Board at its meeting held on 26th May, 2023 has approved alteration and amendment of the MoA of the Company and the Board now seeks Members' approval for the same, pursuant to the provisions of Section 13 of the Companies Act, 2013.

The draft copy of the MoA of the Company is available for inspection at the registered office of the Company on any working day during business hours till the date of AGM and would be also available on the website of the Company at <https://www.rsrhramik.com/>. The amendment shall be effective upon the registration of the resolution with the Registrar of the Companies.

The Board recommends the resolution set forth in Item no. 6 for the approval of members, by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution

proposed at item no. 6 of the Notice, except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 7

The Ministry of Corporate Affairs ('MCA') vide its notification dated 25th May, 2015 has brought out the amendments in the Companies Act, 2013 ("Act") read with the rules framed thereunder which made the use of common seal optional for the companies. Further, the Standing Committee on Finance in Thirty-Seventh Report on the Companies (Amendment) Bill, 2016 noted the amendments relating to the provisions of common seal by the Companies (Amendment) Act, 2015, making the common seal optional to facilitate ease of doing business. Further, the Company requires to execute various agreements, contracts, documents, papers etc. towards its business matters/operations and to facilitate administration and/or operational convenience, it is considered expedient to alter or delete some existing clause(s) of AoA of the Company relating to common seal.

In order to provide a specific enabling provision in the Articles of Association for issue of Stock Options to the Employee(s) of the Company and its subsidiaries and Sweat Equity Shares it is proposed to include new Article 11A and 11B after the existing Article 11 for the same.

The draft copy of altered AoA of the Company is available for inspection at the registered office of the Company on any working day during business hours till the date of AGM and would be also available on the website of the Company at <https://www.rshramik.com/>. The amendment shall be effective upon the registration of the resolution with the Registrar of the Companies.

The Board recommends the resolution set forth in Item no. 7 for the approval of members, by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution proposed at item no. 7 of the Notice, except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 8

The Company acknowledges the time, efforts and contributions being made by the Independent Directors and appreciated that the Company's Independent Directors are professionals with high level of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, risk management amongst others. The role played by the Independent Directors in Company's governance and performance is very important for sustainable growth of the Company and the role and responsibilities of the independent directors have increased requiring greater time commitments and attention.

Considering the aforesaid accountability of Independent Directors, it is proposed that the Independent Directors of the Company be adequately compensated for the efforts,

commitments, including technical and professional advice provided to the Company from time to time.

The threshold limit prescribed for payment of remuneration to non-executive directors under Section 197 of the Companies Act, 2013 is 1% of the net profits of the Company, as the Company has appointed Managing Director and Executive Director. Sitting fees paid to the Non-Executive Directors are excluded while calculating the percentage limit mentioned above.

On the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 26th May, 2023, subject to approval of the members of the Company approved payment of commission not exceeding in aggregate, 1% per annum of the net profits of the Company, computed in accordance with the provisions of Section 198 of the Companies Act, 2013 to the Independent Directors of the Company for each of financial year commencing from financial year 2023-24.

The Board recommends the resolution set forth in Item no. 8 for the approval of members, by way of an Ordinary Resolution.

Save and except for Independent Directors of the Company and their respective relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution proposed at item no. 8 of the Notice.

ITEM NO. 9

The Board of Directors of the Company, based on the recommendations of the Audit Committee, had approved the re-appointment and remuneration of M/s. Poddar & Co., Cost Accountants (Firm Registration No. 101734), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2024 at a remuneration of ₹ 5,00,000/- (Rupees Five Lakhs only) with applicable tax plus reimbursement of related business expenses, at actuals, if any, in connection with the Audit.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors has 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. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2024.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution proposed at item no. 9 of the Notice, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Resolution as an Ordinary Resolution set out at item no. 9 of the Notice for approval by the Members.

ITEM NO'S. 10 & 11

Equity based compensation is considered to be an integral part of the employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based compensation scheme. The Company believes in rewarding person(s) who are in permanent employment of the Company, in India or out of India including any Director thereof, whether whole time or otherwise and present and future permanent employees and directors (whether whole-time or not) of its subsidiary companies (existing and future, in India or outside India), other than Independent Directors and a director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company, which will lead the Company on the growth path based on continuous hard work, dedication and support. The objective of the Plan is to provide an incentive to attract and retain the key employees by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

Accordingly, on recommendation of the Nomination and Remuneration Committee ("Committee"), the Board of Directors ("the Board") of the Company at its meeting held on 9th August, 2023 approved introduction of the Plan subject to the approval of the Members of the Company and the provisions of the SBEB Regulations, the SEBI (LODR) Regulations and other applicable laws and authorised the Committee constituted by the Board under Section 178 of the Companies Act, 2013 to formulate the detailed terms and conditions of the Plan and to administer and implement the Plan in accordance with the provisions of the SBEB Regulations. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding.

The Plan is formulated in accordance with SBEB Regulations. In accordance with the terms of these resolutions and the Plan, the Options would be granted in one or more tranches as may be decided by the Committee, from time to time. The Company seeks the Members' approval in respect of the Plan and grant of Options to the eligible employees of the Company and its subsidiary/ies (existing and future) as decided on this behalf from time to time in due compliance of Regulation 6 of the SBEB Regulations.

The salient features of the Plan are as under:

a. Brief description of the Plan

The Company proposes to introduce the Plan primarily with a view to: (i) attract, retain and incentivize employees and directors of the Company and its subsidiary company(ies) ("Employees") but excluding an independent director; (ii) motivate such employees and directors for performance, higher productivity and sustained corporate growth; and (iii) assist in aligning such employee's and director's interests with that of the

shareholders. The Plan contemplates grant of Options to the eligible Employees as may be determined in due compliance of SBEB Regulations. After vesting, the eligible Employees earn a right (but not obligation) to exercise the vested Options within the predefined exercise period. The Committee shall administer the Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan. The Company shall issue Equity Shares upon exercise subject to payment of exercise price and satisfaction of consequential tax obligations. The liability of paying taxes if any, in respect of the Options granted pursuant to the Plan and the equity shares issued pursuant to exercise of Options shall be on the Option grantee in accordance with the provisions of Income Tax Act, 1961 read with rules issued thereunder. The Company shall have the right to deduct from the Option grantee's salary or recover any of the Option grantee's tax obligations arising in connection with the transactions in respect of Options or Equity Shares acquired upon the exercise thereof.

b. Total number of Options to be granted

4,40,000 (Four Lakhs Forty Thousand Only) Options exercisable into an aggregate of 4,40,000 (Four Lakhs Forty Thousand Only) of Equity Shares in the Company of face value of ₹ 5/- each fully paid-up, would be available for grant to the eligible employees of the Company and eligible employee of the Subsidiary Company(ies) aggregated under the Plan, in one or more tranches.

c. Identification of class of employees entitled to participate in the Plan

Following classes of Employees are entitled to participate in the Plan:

- (a) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (b) a director of the Company, whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended), but excluding an independent director; or
- (c) an employee as defined in (a) or (b) of a subsidiary company, in India or outside India, but does not include (i) an employee who is a promoter or a person belonging to the promoter group (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended); or (ii) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company.

- d. Requirements of vesting, period of vesting and maximum period within which the Options shall be vested
- The Committee may, at its discretion, lay down certain parameters such as performance of the Company, period of service, rank or designation and such other parameters on the achievement of which such Options would vest and the proportion in which Options granted would vest subject to the minimum vesting period of 1 year and maximum vesting period of 5 years.
- Also, vesting in case of various scenarios such as death, permanent incapacitation, retirement, voluntary resignation, termination of employment for cause or without cause etc. shall be governed by the terms of the Plan.
- e. Exercise price or pricing formula
- The Exercise Price shall be the price for Exercise of Options as determined by the Committee which shall not be less the face value of the equity shares and not more than the closing market price as on the previous day of the date of Grant.
- f. Exercise period and the process of Exercise
- In case of continuation of employment/ service, vested Options shall be exercised by the Employees within the maximum exercise period of 6 (six) years from the date of vesting of first Options, or such other shorter period as may be prescribed by the Committee at time of grant. The Plan envisages shorter or no exercise periods than that specified above in case of resignation/ separation/ termination from employment/ service on account of specified reasons. The options will lapse if not exercised within the specified exercise period.
- g. Appraisal process for determining the eligibility under the Plan
- The appraisal process for determining the eligibility of the employee will be specified by the Committee, and may be based on various criteria including role/designation of the employee, length of service with the Company, performance of the Company, past performance or future potential of the employee and/or such other criteria that may be determined by the Committee at its sole discretion, which would be final and binding.
- h. Maximum number of Options to be issued per employee and in aggregate
- The maximum number of Options that may be granted under the Plan per Eligible Employee and in aggregate shall not exceed 4,40,000 Options.
- i. Maximum quantum of benefits to be provided per employee under the Plan
- No benefit other than by way of grant of Options is envisaged under the Plan.
- j. Whether the Plan is to be implemented and administered directly by the Company or through a trust
- The Plan will be implemented by the Company directly as per the SBEB Regulations.
- k. Whether the Plan involves new issue of shares by the Company or secondary acquisition by the trust or both
- The Plan contemplates only issue of new Equity Shares by the Company.
- l. The amount of loan to be provided for implementation of the Plan by the Company to the trust, its tenure, utilisation, repayment terms, etc.
- The Company will not provide any loan for implementation of the Plan.
- m. Maximum percentage of Secondary Acquisition that can be made by the trust for the purpose of the scheme
- Not Applicable.
- n. Transferability of Options and lock-in of shares
- The Options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. There will be no lock-in for the shares allotted pursuant to exercise of options.
- o. Accounting and Disclosure Policies
- The Company shall conform to the applicable provisions of the SBEB Regulations, including the disclosure and the accounting policies as specified in guidelines/rules and regulations, as may be applicable from time to time.
- p. Method of valuation of Options
- Method of Valuation will be as prescribed under relevant / applicable SBEB Regulations, rules / laws.
- q. Period of Lock-in
- The Shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended.
- Regulation 6(1) of SBEB Regulations requires that every employee stock option scheme shall be approved by the members of the Company by passing a special resolution in a general meeting. Further, as the Plan will entail further issue of shares, consent of the members is required by way

of a special resolution pursuant to Section 62(1)(b) of the Companies Act, 2013. Accordingly, the Special Resolution set out at Item No. 10 of this Notice is proposed for approval by members.

As per Regulation 6(3) of SBEB Regulations, a separate special resolution is required to be passed if the benefits of an employee stock option scheme are to be extended to employees of the subsidiary company(ies). Accordingly, the Special Resolution set out at Item No. 11 of this Notice is proposed for approval by members.

The Options to be granted under the Plan shall not be treated as an offer or invitation made to public for subscription of securities of the Company. The Plan conforms to the SBEB Regulations.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under the Plan may be deemed to be concerned or interested in the Special Resolutions at Item Nos. 10 and 11 of this Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned

or interested, financially or otherwise, in the said Special Resolutions.

The Board recommends the Special Resolutions set out at Item Nos. 10 and 11 of this Notice for approval by the members.

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

Saurabh Gupta
Company Secretary & Compliance Officer
M. No. A53006

Place: Mumbai
Date: 9th August, 2023

REGISTERED OFFICE:

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