



RAM RATNA WIRES LIMITED
CIN: L31300MH1992PLC067802

Regd. Office: Ram Ratna House, Victoriamil Compound (Utopia City),
Pandurang Budha Karm Marg, Worli, Mumbai - 400 013.

Tel: +91 - 22 - 2494 9009/2492 4144

Website: www.rrshramik.com Email: investorrelations.rrwl@rrglobal.com

NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015].

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, (collectively the "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions, of the Act, rules, regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the resolutions, as set out hereunder, are proposed for approval of the Members of Ram Ratna Wires Limited ("the Company" or "RRWL"), by way of Postal Ballot only through remote e-voting i.e. voting through electronic means ("remote e-Voting").

The Explanatory Statement pursuant to Section 102 read with the Rules and other applicable provisions, if any, of the Act pertaining to the said resolutions setting out the material facts concerning and the reasons thereof is annexed to this Postal Ballot Notice for your consideration.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the manner of voting on the proposed resolutions is restricted only to remote e-voting i.e. by casting votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company <https://www.rrshramik.com/>, on the website of Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.

The remote e-voting facility will be available during the following period:

Voting Starts on	Voting ends on
Friday, 8 th March, 2024 at 09:00 a.m. (IST)	Sunday, 7 th April, 2024 at 05:00 p.m. (IST)

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-Voting process not later than 05:00 p.m. (IST) on Sunday, 7th April, 2024. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

The Board has appointed Shri Anup Vaibhav C. Khanna, (Membership No. F6786) Partner, M/s. Khanna & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company, or any person authorized by the Chairman. The Scrutinizer's decision on the validity of the e-voting shall be final and binding. The results of the voting conducted through Postal Ballot (through the remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorized, on or before Tuesday, 9th April, 2024. The same will be placed on the website of the Company at <https://www.rrshramik.com/>, the website of NSDL at www.evoting.nsdl.com and also shall be communicated to the Stock Exchanges i.e. BSE and NSE, where the Company's equity shares are listed for placing the same on their respective websites. The Company will also display the results of the Postal Ballot at its Registered Office. The resolutions, if approved, will be deemed to have been duly passed on the last date specified for e-voting, i.e., Sunday, 7th April, 2024.

Special Business:

- 1. To consider and approve the appointment of Shri Ankit Kedia (DIN: 00072959) 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, 152, Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Shri Ankit Kedia (DIN: 00072959), who in terms of Section 161 of the Act was appointed as an Additional Director in the capacity of an Independent Director pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, with effect from 3rd February, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and a declaration to that effect has been submitted by him and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Act, and being eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years commencing from 3rd February, 2024 upto 2nd February, 2029.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- 2. To consider and approve the re-appointment of Shri Mahendrakumar Rameshwarlal Kabra (DIN: 00473310) as the Managing 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, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, (“the Act”), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, the Members of the Company do hereby accord their approval for the

re-appointment of Shri Mahendrakumar Rameshwarlal Kabra (DIN: 00473310), as the Managing Director of the Company for a further period of five years with effect from 30th May, 2024 to 29th May, 2029, not liable to retire by rotation, during which term Shri Kabra will be attaining the age of seventy years which has duly been noted and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under Section 160 of the Act, upon the remuneration and other terms and conditions as set out in the Explanatory Statement annexed to this Notice for Postal Ballot, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his re-appointment as 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 the said Managing Director) with authority to the Board of Directors or any Committee thereof to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Shri Kabra.

RESOLVED FURTHER THAT the Board of Directors, or any Committee thereof be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors

Ram Ratna Wires Limited

Sd/-

Saurabh Gupta

Company Secretary & Compliance Officer

M. No. A53006

Place: Mumbai

Date: 27th February, 2024

REGISTERED OFFICE:

Ram Ratna House, Victoriamil Compound (Utopia City),

Pandurang Budha Karm Marg, Worli, Mumbai - 400 013

CIN: L31300MH1992PLC067802

E-MAIL: investorrelations.rwl@rrglobal.com Website: www.rshramik.com

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules stating all material facts and reasons/rationale in respect of the proposed Resolutions of the Postal Ballot Notice and the relevant details of the Directors as required by Regulation 36(3) of the Listing Regulations and as required under SS-2 is appended herein and forms part of this Notice.
2. In compliance with the MCA Circulars and provisions of the Act read with rules made thereunder, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, as received from the Depositories / Datamatics Business Solutions Limited, the Company's Registrar and Transfer Agent (RTA) as on Friday, 1st March, 2024 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its RTA as on the Cut-off date and accordingly the Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.

In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the members to register their e-mail address. Those members who have not yet registered their e-mail address, are requested to register the same by following the procedure set out in note no. 7 hereunder.

3. A copy of the Postal Ballot Notice is available on the website of the Company at <https://www.rsrhramik.com/>, website of the stock exchanges, i.e. BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
4. The voting rights shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 1st March, 2024, i.e. the Cut-off date. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-Voting process. A Member cannot exercise his vote by proxy on Postal Ballot. The detailed procedure with respect to remote e-Voting is mentioned in note no. 9 hereunder.

5. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Postal Ballot Notice.
6. The remote e-voting shall commence on **Friday, 8th March, 2024 (09:00 a.m.)** (IST) and shall end on **Sunday, 7th April, 2024 (upto 05:00 p.m.)** (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. No voting shall be allowed beyond 05:00 p.m. (IST) on Sunday, 7th April, 2024. During this period, Members of the Company holding shares in physical or dematerialized form as on the cut-off date may cast their vote electronically. Once a vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
7. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses and Mobile No. by submitting form ISR-1 with Datamatics Business Solutions Limited, RTA of the Company at investorsqry@datamaticsbpm.com or send at their Address, Plot No. B-5, Part B Cross Lane, MIDC, Andheri East, Mumbai - 400 093, alongwith self-attested copy of Pan Card and copy of Share Certificate along with the copy of the signed request letter mentioning the name and address of the Member, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to investorsqry@datamaticsbpm.com or investorrelations.rwl@rrglobal.com.
8. All relevant documents referred to in the explanatory statement are available electronically for inspection to Members from the date of circulation of the Postal Ballot Notice up to the closure of the e-voting period. Members seeking to inspect such documents can send an e-mail to investorrelations.rwl@rrglobal.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID.
9. **The instructions for Members for remote e-voting are as under:**

The way to vote electronically on NSDL e-voting system consists of 'Two Steps', which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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"><li data-bbox="602 827 1404 1402">1. 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.<li data-bbox="602 1444 1404 1612">2. 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<li data-bbox="602 1654 1404 1860">3. 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

	<p>'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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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. 2. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user

	<p>can visit the e-Voting service providers' website directly.</p> <p>3. 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.</p> <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	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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
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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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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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 ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select "EVEN 128022" of company for which you wish to cast your vote during the remote e-Voting period.
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. 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 (i.e. other than individuals, HUF, NRI etc.) 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 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 ids are not registered with the depositories for procuring user id and password and registration of e mail ids 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 evoting@nsdl.co.in along with investorrelations.rwl@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 evoting@nsdl.co.in along with investorrelations.rwl@rrglobal.com. If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**

By order of the Board of Directors

Ram Ratna Wires Limited

Sd/-

Saurabh Gupta

Company Secretary & Compliance Officer

M. No. A53006

Place: Mumbai

Date: 27th February, 2024

REGISTERED OFFICE:

Ram Ratna House, Victoriamil Compound (Utopia City),

Pandurang Budha Karm Marg, Worli, Mumbai - 400 013

CIN: L31300MH1992PLC067802

E-MAIL: investorrelations.rwl@rrglobal.com Website: www.rshramik.com

Explanatory Statement

(pursuant to Sections 102(1) and 110 of the Companies Act, 2013)

Item No. 1

Pursuant to Section 161 of the Companies Act, 2013 ("the Act"), and upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 2nd February, 2024, appointed Shri Ankit Kedia (DIN: 00072959) as an Additional Director in the capacity of an Independent Director of the Company for a term of five (5) consecutive years i.e. from 3rd February, 2024, to 2nd February, 2029 subject to the approval of the shareholders through a special resolution.

Shri Ankit Kedia is an award-winning Indian Entrepreneur, best known as the former Promoter Director at Manjushree Technopack Limited. Having grown up in an enterprising family of entrepreneurs, Shri Kedia graduated from Western Michigan University with a business degree in Food marketing and then went on to complete his post-graduation from the prestigious SP Jain Institute of Management and Research, Mumbai. Shri Kedia was instrumental in taking Manjushree to a leadership position and built a blue chip clientele including Reckitt Benckiser, Philips, Nivea, Unilever, Coca-Cola and others. He also designed a robust key account management program to drive to take the sales to \$200M+ before divesting to a PE fund in 2018, at a record valuation. He currently runs Capital- A, an early stage Venture Capital fund as well as dons the hat of an entrepreneur with his new venture in paper cups manufacturing.

Shri Kedia has consented to act as Director of the Company and has given declaration to the Board that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and given all other statutory disclosures / declarations and confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director. Further he is neither disqualified from being appointed as Director in terms of Section 164 of the Act, nor debarred from holding the office of a Director by virtue of any SEBI order or any such authority and he has successfully registered himself in the Independent Directors databank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Shri Kedia fulfils the conditions specified in the Act and Rules made thereunder read with the Listing Regulations and such other laws / regulations for the time being in force, for appointment as an Independent Director of the Company. Taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Shri Kedia possesses the requisite skills, experience and knowledge relevant

to the Company's business and it would be of immense benefit to the Company to appoint him as an Independent Director of the Company not liable to retire by rotation for a period of five consecutive years commencing from 3rd February, 2024.

The terms and conditions of appointment of Shri Kedia is open for inspection at the registered office of the company by any member during business hours on any working day of the Company. Further, brief profile and other disclosures, as required under Regulation 36 of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, are annexed to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 and 25 of the Listing Regulations, the approval of the members is sought for the appointment of Shri Kedia as an Independent Director of the Company, as a special resolution.

None of the Directors or Key Managerial Personnel and their respective relatives, except Shri Ankit Kedia and his relatives to the extent of their shareholding, if any, in the Company, are in any way concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the special resolution set out in Item No. 1 of this Notice for the approval of Members.

Item No. 2

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their Meeting held on 30th May, 2019 and the Shareholders at their Annual General Meeting held on 11th September, 2019 had given their approval for appointment of Shri Mahendrakumar Rameshwarlal Kabra as the Managing Director of the Company for a period of 5 years with effect from 30th May, 2019 to 29th May, 2024.

Based on the recommendation of the Nomination and Remuneration Committee and on the basis of performance evaluation, the Board at its Meeting held on 2nd February, 2024 has approved the re-appointment of Shri Mahendrakumar Rameshwarlal Kabra as the Managing Director of the Company for a further period of five (5) years from 30th May, 2024 to 29th May, 2029, not liable to retire by rotation, subject to the approval of the Members of the Company by way of Special Resolution.

Shri Mahendrakumar Kabra is a Licentiate Mechanical Engineer and Industrialist with an experience of 35 years in the wire, cable and electrical industry. He is a perfectionist in extrusion line, installation and enameled wires. He has been associated with the Company since its incorporation and currently serving as Managing Director of the Company along with Board membership of several group Companies of RR Global Group. He is also a member of Audit

Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee of the Company. Shri Kabra is also serving as Director of Winding Wires Manufacturers Association of India and was associated as director of Omnibus Industrial Development Corporation of Daman and Diu and Dadra Nagar Haveli Limited.

Shri Kabra has consented for re-appointment as Managing Director of the Company and has given all statutory disclosures / declarations as required under applicable Acts and Regulation. Further, he is neither disqualified from being appointed as Director in terms of Section 164 of the Act, nor debarred from holding the office of a Director by virtue of any SEBI order or any such authority.

The Members are requested to consider the re-appointment of Shri Mahendrakumar Rameshwarlal Kabra as Managing Director of the Company for a further term of five (5) years i.e. from 30th May, 2024 to 29th May, 2029. Broad particulars of the terms of re-appointment and remuneration payable to Shri Kabra are as under:

a) Salary: Rs. 10,00,000/- per month w.e.f. 30th May, 2024 with an increment not exceeding 20% per annum at the discretion of the Board of Directors of the Company.

b) Commission based on the net profits of the Company in a particular year which shall be within the overall limits laid down in Section 197 of the Companies Act, 2013 read with Schedule V to the said Act.

c) Perquisites:

(i) Furnished accommodation including gas, electricity and water, medical reimbursement and leave travel concession for self and family, club fees, medical insurance, etc.

(ii) Provision for use of company car for official duties and telephone at residence (including payment of local calls and long distance official calls).

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

Shri Kabra will attain the age of 70 years during the continuation of his renewed term and hence pursuant to the provisions of Section 196(3)(a) of the Act read with Schedule V, Part I of the Act, continuation of his term as the Managing Director after attaining the age of 70 years requires approval of members by way of a Special Resolution. Further, the remuneration payable to Shri Kabra may exceed the ceilings prescribed under Regulation 17(6)(e) of the Listing Regulations and hence the same also requires approval of the members by way of a Special Resolution.

The terms and conditions of re-appointment of Shri Kabra are open for inspection at the registered office of the company by any member during business hours on any working day of the Company. Further, brief profile and other disclosures, as required under Regulation 36 of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Shri Mahendrakumar Rameshwarlal Kabra, Shri Tribhuvanprasad Rameshwarlal Kabra, and Shri Hemant Mahendrakumar Kabra and their relatives are concerned or interested in the resolution proposed at item no. 2 of the notice for the re-appointment of Shri Mahendrakumar Rameshwarlal Kabra as the Managing Director of the Company. No other Director or Key Managerial Personnel or their relatives are concerned or interested in the said Resolution.

The Board recommends the special resolution set out in Item No. 2 of this Notice for the approval of Members.

By order of the Board of Directors

Ram Ratna Wires Limited

Sd/-

Saurabh Gupta

Company Secretary & Compliance Officer

M. No. A53006

Place: Mumbai

Date: 27th February, 2024

REGISTERED OFFICE:

Ram Ratna House, Victoriamil Compound (Utopia City),

Pandurang Budha Karm Marg, Worli, Mumbai - 400 013

CIN: L31300MH1992PLC067802

E-MAIL: investorrelations.rwl@rrglobal.com Website: www.rshramik.com

Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2), the details of the Directors proposed to be appointed and re-appointed through Postal Ballot process are given below:

Name of Director	Shri Ankit Kedia	Shri Mahendrakumar Rameshwarlal Kabra
DIN	00072959	00473310
Date of Birth	07.04.1984	13.05.1957
Age	39 years	66 years
Date of first appointment on the Board of the Company	03.02.2024	21.07.1992
Qualification	- Graduated from Western Michigan University - post-graduation from the prestigious SP Jain Institute of Management and Research, Mumbai	Licentiate Mechanical Engineer
Profile, Experience and Expertise in specific functional areas	Refer Notice and Explanatory Statement	Refer Notice and Explanatory Statement
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Notice and Explanatory Statement	Refer Notice and Explanatory Statement
Terms and Conditions of Appointment/ Re-appointment	Refer Notice and Explanatory Statement	Refer Notice and Explanatory Statement
Remuneration last Drawn (including sitting fees, if any) during the year 2022-23	Not applicable	Rs. 282.64 Lakhs
Remuneration Proposed to be paid	Sitting fees and commission as per the Company's policy	Refer Notice and Explanatory Statement

Number of Board Meeting attended during the year as on 27.02.2024	No Board Meeting held since the date of Shri Kedia's appointment	During the FY 2023-24 (till 27.02.2024) the Board met 5 times and Shri Kabra attended all the 5 Board Meetings.
Directorships held in other companies including equity listed companies and excluding foreign companies as on 27.02.2024	<ul style="list-style-type: none"> - Ellipsol Systems Private Limited - Shop My Looks Tech Private Limited - Jallan Polypack India Private Limited - Manjushree United Capital Private Limited - Dravstream Technologies Private Limited - Manjushree Packtek Private Limited - Caremont Medtech Private Limited 	<ul style="list-style-type: none"> - R R Kabel Limited - Ram Ratna Research and Holding Private Limited - Winding Wires Manufacturers Association of India - Global Copper Private Limited - Epavo Electricals Private Limited - NAV Wireless Technologies Private Limited
Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on 27.02.2024	None	R R Kabel Limited Member – CSR Committee
Listed entities from which the Director has resigned from Directorship in last 3 years	None	None
Shareholding of Director in the Company (As on 27.02.2024)	Nil	37,35,932 equity shares
Relationship with other Director/ Key Managerial Personnel ('KMP')	None	Brother of Shri Tribhuvanprasad Rameshwarlal Kabra and Father of Shri Hemant Mahendrakumar Kabra