

**COMPLIANCE CERTIFICATE**

***[Pursuant to Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021***

To,  
The Board of Directors  
Ram Ratna Wires Limited

We, Khanna & Co, Practicing Company Secretaries, have been appointed as the Secretarial Auditors by the Board of Directors of Ram Ratna Wires Limited, (hereinafter referred to as the "Company"), having its registered office at Ram Ratna House, Victoria Mill Compound, Pandurang Budhkar Marg, Worli, Mumbai -400013, by a resolution passed at the meeting held on 29 May 2025.

This Certificate is issued pursuant to the provisions of Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the year ended 31 March, 2026.

**1. Management Responsibility:**

It is the responsibility of the Management of the Company to implement the Scheme including designing, maintaining records and devising proper systems and effective internal controls to ensure compliance with the provisions of all applicable laws and regulations.

**2. Auditor's Responsibility:**

It is our responsibility to certify whether the Company has complied with the applicable provisions of the Regulations in implementing the RRWL Employee Stock Option Plan 2023 (hereinafter referred to as the "Plan") on the basis of information compiled or collated by the Management and the accounting and other relevant supporting records and documents provided to us for our examination

**3. Verification:**

The Company has approved the Plan in accordance with the Regulations, by way of Special Resolution(s) passed by the members of the Company at the Annual General Meeting held on 12 September 2023. For the purpose of verifying the compliance of the Regulations, we have examined the following:

- i. RRWL Employee Stock Option Plan 2023 received from/furnished by the Company;
- ii. Articles of Association of the Company;
- iii. Resolutions passed at the Meeting of the Board of Directors;
- iv. Special Resolutions passed by Members/ Shareholders at the Annual General meeting;
- v. Minutes of the meetings of the Nomination & Remuneration Committee;
- vi. Detailed terms and conditions of the Plan as approved by the Nomination and Remuneration Committee of the Company.
- vii. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;

**4. Certification:**

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the Plan, in accordance with the applicable provisions of the Regulations and Resolutions passed in its General Meeting(s).

**5. Assumption & Limitation of Scope and Review:**

- i. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
- ii. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
- iii. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
- iv. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

**For KHANNA & CO.**  
**Practicing Company Secretaries**



**Bhooma Kannan**  
**Partner**  
**FCS No.: 7412**  
**COP No.: 5979**  
**UDIN: F007412H000491918**  
**Peer Review: 6305/2024**

**Place: Bangalore**  
**Dated: 26 May 2026**