



NOTICE

Notice is hereby given that the **34th Annual General Meeting (“AGM”)** of the Members of Ram Ratna Wires Limited (the “Company”) will be held on **Tuesday, August 04, 2026 at 11:30 a.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, along with the reports of the Board of Directors and Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted.”

- b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Report of the Auditors thereon and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, along with the reports of the Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted.”

2. To declare a dividend of ₹ 2.50 per equity share of face value of ₹ 5.00 each for the financial year ended March 31, 2026 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 123 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), a dividend of ₹ 2.50 per Equity Share of face value of ₹ 5.00 each as recommended by the Board of Directors of the Company for the financial year 2025-26, be and is hereby declared and the same be paid to the Members of the Company whose names appear in

the Register of Members/List of Beneficial Owners as on record date i.e. July 22, 2026.”

3. To appoint a Director in place of Shri Hitesh Vaghela (DIN - 00030133), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, 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 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Hitesh Vaghela (DIN: 00030133), who retires by rotation, and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS

4. To consider and approve the re-appointment of Smt. Payal Agarwal (DIN: 07198236) as an Independent Director of the Company, and in this regard, to consider 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 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, Smt. Payal Agarwal (DIN - 07198236), who has submitted a declaration that she meets the criteria for Independence and other necessary declarations as per the Act and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company (whose directorship is not liable to retirement by rotation) to hold office for a second term

of 5 (five) consecutive years on the Board of the Company with effect from June 30, 2026 to June 29, 2031.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Smt. Payal Agarwal shall be entitled to receive the remuneration / fees / commission as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof or Company Secretary 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 and for any matters connected therewith or incidental thereto.”

5. To consider and approve enhancement in the borrowing limits under Section 180(1)(c) of the Companies Act, 2013 and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactments thereof), and any such other laws, regulations and rules as may be applicable from time to time, read with the applicable provisions of the Memorandum of Association and the Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise required, any Committee of the Board of Directors) to borrow, from time to time, any sum or sums of money [including non-fund based banking facilities], in any currency, whether Indian or foreign, as may be required for the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, with or without security, notwithstanding that the monies so borrowed together with the monies already borrowed

[apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business] may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves and Securities Premium [reserves not set apart for any specific purpose] provided that the total amount that may be borrowed by the Company and outstanding at any point of time, shall not exceed the sum of ₹ 1,500 crores (Rupees Fifteen hundred crores only) (enhanced from the earlier approved limit of ₹ 1,200 crores, over and above the aggregate of the paid-up capital and its free reserves) at any time and the Board be and is hereby authorized to decide all the terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.

RESOLVED FURTHER THAT the Board or Company Secretary 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 and for any matters connected therewith or incidental thereto.”

6. To consider and approve the enhancement in limits under Section 180(1)(a) of the Companies Act, 2013 and if thought fit, to pass the following resolution as a **Special Resolution**.

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof), and any such other laws, regulations and rules as may be applicable from time to time, read with the applicable provisions of the Memorandum and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise required, any Committee of the Board of Directors) to mortgage, pledge, hypothecate and / or create charge in addition to the existing mortgage, pledge, hypothecation, charges created by the Company, on all or any of the immovable / movable properties of the Company, wheresoever situated,



present and future, and on the whole or substantially the whole of the undertaking/s of the Company, and in such manner as the Board may deem fit, together with power to take over substantial assets or management of the business and concern of the Company in certain events, in favour of the consortium of banks financing the working capital requirements of the Company and / or any other financial institutions / investment institutions / banks or their Agent/s or Trustee/s, if any, from whom financial assistances are / would be availed by the Company to secure amounts lent and advanced / agreed to be lent and advanced to the Company by them either severally or jointly up to a limit of ₹ 3,500 crores (Indian Rupees Thirty Five hundred crores only) (enhanced from the existing limit of ₹ 1,200 crore) by way of loan (Foreign Currency or Rupee), subscription to debentures, any other instruments etc., together with interest thereon at the respective agreed rates, compound interest, additional interest, commitment charges, guarantee commission, remuneration payable to the Trustees, if any, costs, charges, expenses and other monies payable to all such financial institutions / investment institutions / banks, etc. in respect of financial assistance availed / to be availed from them or to the Trustees.

RESOLVED FURTHER THAT the charge / mortgage in favour of the consortium of banks / financial institutions / investment institutions / banks, etc. as aforesaid shall rank pari passu or subordinate or subservient to the existing or future charges already created / to be created in favour of the consortium of banks / financial institutions / investments institutions / Debenture Trustees / banks / any other authority as may be decided by the Board in consultation with the said lenders.

RESOLVED FURTHER THAT the Board or Company Secretary be and are hereby severally authorised to finalise with the lenders, the debenture-holders, their Agents or Trustees, the deeds and documents for creating the aforesaid mortgage and/ or charge and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for any matters connected therewith or incidental thereto."

7. To consider and ratify the remuneration payable to M/s. Poddar & Co., Cost Accountants (Firm Registration No. 101734), as Cost Auditors of the Company for the financial year ending March 31, 2027, and in this regard, to consider 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Members of the Company do hereby ratify the remuneration of ₹ 7,00,000 /- (Rupees Seven Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses, if any, 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 March 31, 2027.

RESOLVED FURTHER THAT the Board of Directors or any Committee or Company Secretary 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 and for any matters connected therewith or incidental thereto."

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

Saurabh Gupta

AGM - Company Secretary

M. No. - F13652

Place: Mumbai

Date: May 26, 2026

REGISTERED OFFICE:

Ram Ratna House, Victoria Mill

Compound (Utopia City), Pandurang

Budhkar Marg, Worli, Mumbai - 400 013

CIN: L31300MH1992PLC067802

E-MAIL: investorrelations.rwl@rrglobal.com

Website: www.rrshramik.com

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (the "MCA Circulars") and the circulars issued by Securities and Exchange Board of India (SEBI) from time to time in this regard ("SEBI Circulars"), have permitted to conduct the 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 Circulars and SEBI Circulars and in compliance with applicable provisions of the Companies Act, 2013 ("the Act"), the 34th 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. The explanatory statement pursuant to Section 102 of the Act setting out the material facts in respect of businesses to be transacted at the AGM, as set out under item nos. 4 - 7 of the Notice 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 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India are annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by Members will not be available for this AGM and hence, the Proxy form and Attendance slip are not annexed to this Notice.
4. 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 bhooma@khanna-cs.com with a copy marked to investorrelations.rwl@rrglobal.com and evoting@nsdl.com. Institutional Members 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.
5. 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 a 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.
6. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. 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, August 04, 2026. Members seeking to inspect such documents can send an email to investorrelations.rwl@rrglobal.com.
8. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, July 28, 2026 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.



9. In compliance with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent through electronic mode to those Members whose email addresses are registered with the Company/Registrar & Transfer Agent (RTA)/Depository participants 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. A letter is also being sent to the shareholders whose email addresses are not registered, providing the web-link of the Company's website, including the exact path, where the complete details of the Annual Report are available. In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2025-26 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.
10. **Information related to Dividend and TDS on Dividend:**
- The Dividend for the financial year ended March 31, 2026, of ₹ 2.50/- per Equity Share of face value of ₹ 5.00 each (i.e., 50%), if approved at the AGM as recommended by the Board will be paid subject to tax deduction at source as may be applicable, on or before September 01, 2026 to those Members whose name appears in the Register of Members on Wednesday, July 22, 2026 (Record Date) in respect of physical shareholders after giving effect to valid transmission or transposition request lodged with the Company as of the Record date and whose name appear in the list of Beneficial Owner on Wednesday, July 22, 2026 furnished by the Depositories (DP's) in respect of shareholders holding shares in electronic form.
 - Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of Members w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Income Tax Act, 2025 and its amendments thereof. The Members are requested to update their Residential status, PAN and Category as per the Income Tax Act 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) to determine the appropriate TDS/withholding tax rate applicable and verify the documents and provide exemption accordingly. In case the PAN is not registered, the tax will be deducted at a higher rate and credit of TDS will not be available.
- A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a declaration in Form No. 121 (erstwhile Form No. 15G/15H) and further any resident shareholder under specialized category such as Mutual funds, AIF, Insurance Company, NPS Trust, Recognized Provident Fund, Government, etc shall submit relevant documents to avail the benefit of non-deduction of tax at source to Company's Registrar and Transfer Agent ("RTA") i.e. Datamatics Business Solutions Limited by email to investorsqry@datamaticsbpm.com latest by 11:59 P.M. (IST) till Monday July 20, 2026.
 - Non-resident shareholders who are eligible to avail beneficial rates under tax treaty between India and their country of residence, shall provide necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Electronically filed Form 41 (erstwhile Form 10F), any other document which may be required to avail the tax treaty benefits by sending the same vide email to investorsqry@datamaticsbpm.com. The aforesaid declarations and documents need to be submitted by the Members latest by 11:59 P.M. (IST) till Monday July 20, 2026.
11. Members desirous of obtaining any information concerning the Financial Statements or operations of the Company are requested to forward their queries to the Company at least seven working days before the date of the AGM through e-mail on investorrelations.rrwl@rrglobal.com. The same will be replied suitably by the Company.
12. **Updation of PAN, KYC, Nomination details, registration or updation of e-mail address and Issue of Securities in Dematerialised form:**
- Pursuant to SEBI circulars dated November 03, 2021, December 14, 2021, March 16, 2023 and November 17, 2023 as amended, SEBI has mandated that with effect from April 01, 2024, dividend to security holders (holding securities in physical form), shall

be paid only through electronic mode and if the folio is KYC Compliant. A folio will be considered as KYC compliant on registration of all details viz. valid PAN linked to Aadhaar of all holders in the folio, nomination, contact details including mobile number, bank account details, specimen signature etc. Relevant FAQs have been published by SEBI in this regard which can be viewed at https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf

Further, SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing certain prescribed service requests viz issue of duplicate certificates, claims from unclaimed suspense accounts, renewal/exchange, sub-division, consolidation, transmission, and transposition. Further, pursuant to SEBI's circular effective April 2, 2026, the requirement of issuance of a Letter of Confirmation (LOC) by the Company/ RTA has been dispensed with. Securities will now be credited directly to shareholders' demat accounts upon submission of valid demat details, attested Client Master List (not older than two months), and the prescribed Demat Request Form. 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/investor/announcements/#accordion-1-t6>. 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

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.

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, Permanent Account Number (PAN), nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc latest by Monday July 20, 2026.

- a) For shares held in electronic form: to their Depository Participants (DPs). Members holding shares in electronic form may further please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, Members holding shares in electronic form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs latest by the date as mentioned above.
 - b) For shares held in physical form: to the Company/ RTA in prescribed Form ISR-1.
- ii) SEBI & MCA are 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 or with RTA i.e. Datamatics Business Solutions Limited, in case the shares are held by them in physical form by submitting Form ISR-1 duly filled along with necessary attachments as mentioned in form and signed by the holders at email: investorsqry@datamaticsbpm.com. The format of Form ISR-1 is available on the website of the Company at <https://www.rsrhramik.com/investor/announcements/#accordion-1-t6>.

13. 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 of the Company, are required to be transferred to the Investor Education and Protection



Fund (IEPF) Account. Accordingly, till date the Company has transferred to IEPF Account, the unclaimed and unpaid amount pertaining to dividends declared up to the financial year 2017-18. Members who have not yet encashed their dividend warrants for the financial year 2018-19 and onwards are requested to make their claims to the Company immediately and contact the Company's RTA, Datamatics Business Solutions Limited, Plot No. A 16 & 17, Part-B Cross Lane, MIDC, Andheri East, Mumbai-400093, Tel No.: 022-66712001-10, Fax No.: 022-66712011, 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 IEPF 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.rrshramik.com/investor/corporate-governance/#accordion-1-t2>. Members may kindly check the same and claim back their shares. Therefore, it is in the interest of Members 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.

14. Special window for re-lodgement of physical share transfer requests:

Members who had executed transfer requests prior to April 01, 2019, but whose requests were either not lodged, or were lodged and subsequently rejected, returned, or remained unattended due to deficiencies in documents,

are hereby informed that a special relodgement window has been provided until February 4, 2027, to relodge such transfer requests. Transfers under this facility will be approved only upon submission of all requisite documents. It is further clarified that transfers effected under this window shall be credited only in dematerialised form and will be subject to a one-year lock-in period commencing from the date of transfer registration. Members are advised to contact the Company or the RTA for any assistance in this regard.

15. Nomination facility:

Pursuant to Section 72 of the Act read with Rule 19(1) of the Rules made there under, Members 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 investorsqry@datamaticsbpm.com. The said forms are also available on website of the Company at https://www.rrshramik.com/wp-content/uploads/sites/2/2021/12/Form-No.-SH-13_p.pdf Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

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

A) 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 businesses 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, July 31, 2026 at 9.00 a.m. and will end on Monday, August 03, 2026 at 5.00 p.m. During this period, Members of the Company holding shares either in physical or dematerialized form as on Tuesday, July 28, 2026 i.e., “cut-off date”, may cast their vote electronically. The remote e-Voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
- 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 Company has appointed Mrs. Bhooma Kannan (Membership No. F7412), Partner of M/s. Khanna & Co., Practicing Company Secretaries, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
- iv) 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, July 28, 2026.
- v) Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., Tuesday, July 28, 2026 may obtain the login ID and password by sending a request at evoting@nsdl.com. 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. 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., Tuesday, July 28, 2026 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 December 09, 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 by way of a single login credential and without having to register again with the e-voting service provider (ESP). 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"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 & e-voting during the meeting. 2. 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 & e-voting during the meeting.

3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **"Register Online for IDeAS Portal"** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 & e-voting during the meeting.
5. 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

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 use your existing myeasi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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.
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.
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 e-Voting is in progress and also able to directly access the system of all e-Voting service providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	Members/Shareholders 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 or joining virtual meeting & e-voting during the meeting.
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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.com or call at 022 - 4886 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. 1800-21-09911.

B) Login method for e-Voting and joining virtual meeting for Members/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 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.	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.com 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: 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 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. 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.
2. 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 or send a request to Mr. Sagar S. Gudhate, Senior Manager at evoting@nsdl.com.

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.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 investorrelations.rwl@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.

- Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.

The instructions for Members for e-Voting on the day of the AGM are as under: -

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who are present in the AGM through VC/OAVM facility 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 in the AGM.
- 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.
- 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:

- Members 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" 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.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.

- Shareholders who would like to express their views/ have questions during the AGM may register themselves as a speaker or 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. Those Members who have registered themselves as a speaker or questions/queries received by the Company till 05:00 p.m. on Tuesday, July 28, 2026, shall only be considered and responded during the AGM.
- 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 Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- The result declared along with the scrutinizer's report shall be placed on the Company's website at www.rrshramik.com under the head "Investors" and website of NSDL at www.evoting.nsdl.com and the same shall be communicated by the Company to the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited.

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

Saurabh Gupta

Place: Mumbai
Date: May 26, 2026

AGM - Company Secretary
M. No. - F13652

REGISTERED OFFICE:

Ram Ratna House, Victoria Mill
Compound (Utopia City), Pandurang
Budhkar 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 ACT, SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2)

ITEM NO. 4

The Members of the Company approved the appointment of Smt. Payal Agarwal as an Independent Director of the Company for a term of five consecutive years commencing from June 30, 2021, accordingly, the current tenure of Smt. Payal Agarwal as an Independent Director shall end on June 29, 2026.

Pursuant to the provisions of Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years and shall be eligible for re-appointment for a second term upon passing of a Special Resolution by the Members of the Company.

Smt. Payal Agarwal holds a bachelor's degree in Commerce (Honours) from Calcutta University and is a qualified Chartered Accountant. She is also a Chartered Financial Analyst (CFA) from CFA Institute (U.S.A.). She has over 20 years of experience in handling financial, regulatory as well as secretarial matters of various companies.

Based on the recommendation of the Nomination and Remuneration Committee and considering her performance evaluation, skills, experience, expertise, knowledge and significant contribution to the Board and the Company during her first term and being eligible for re-appointment, the Board of Directors at its meeting held on May 26, 2026 approved the re-appointment of Smt. Payal Agarwal as an Independent Director of the Company for a second term of five consecutive years commencing from June 30, 2026, subject to approval of the Members.

Smt. Payal Agarwal shall be entitled to receive the remuneration / fees / commission as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and Listing Regulations, in line with the Nomination and Remuneration Policy of the Company for Non-Executive Independent Directors.

The Company has received a declaration from Smt. Payal Agarwal, confirming that she continues to meet the criteria of independence as prescribed under the Act and SEBI Listing Regulations Further, she has also confirmed that she

is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent for re-appointment as an Independent Director of the Company. She has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies. In the opinion of the Board, Smt. Payal Agarwal is a person of integrity, possesses the relevant expertise/ experience and fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Act and Rules made there under and the SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the management of the Company. In terms of Regulation 25(8) of SEBI Listing Regulations, Smt. Agarwal has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Smt. Agarwal has also confirmed regarding registration with the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Smt. Payal Agarwal for the office of Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Smt. Payal Agarwal as Non-Executive and Independent Director is being placed before the members for their approval by way of a Special Resolution.

Except Smt. Payal Agarwal 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. 4 of the Notice. The Board recommends the resolution set forth in Item no. 4 for the approval of members by way of a Special Resolution.

ITEM NO. 5

The Members of the Company had passed a special resolution under Section 180(1)(c) of the Act, on February 02, 2025 by way of postal ballot under section 110 of the Act, authorizing the Board of Directors to borrow money(ies) on behalf of the Company, (apart from temporary loans obtained or to be

obtained from the Company's bankers in the ordinary course of business) over and above the aggregate of paid up share capital, free reserves and securities premium of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 1,200 crore (Rupees Twelve Hundred crore Only) over and above the aggregate of the paid-up capital and its free reserves.

In the view of the Company's expansion initiatives and the future business prospects, the Company may require additional financial resources to support future growth, including capital expenditure, and strategic business initiatives. In the aforesaid connection, it is proposed to enhance the existing borrowing limits covered under Section 180(1)(c) of the Act and rules made thereunder from ₹ 1,200 crore (Rupees Twelve Hundred crore Only) over and above the aggregate of the paid-up capital and its free reserves to ₹ 1,500 crores (Fifteen Hundred crores only).

It is further noted that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium as per the latest audited standalone financial statements of the Company and therefore, approval of the Members of the Company is required pursuant to the provisions of Section 180(1)(c) of the Act by way of a special resolution.

Accordingly, it is proposed to seek the consent of the Members to authorize the Board of Directors to borrow monies not exceeding ₹ 1,500 crores (Fifteen Hundred crores only) at any point of time, notwithstanding that such borrowings may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The Board recommends the special resolution set out in Item No. 5 of this Notice for the approval of Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 6

The Members of the Company had passed a special resolution under Section 180(1)(a) of the Act, on February 02, 2025 by way of postal ballot under section 110 of the Act, empowering the Board to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company including creation of charge by way of mortgage, pledge, hypothecation or any other charge over immovable / movable properties of the Company for securing loans or credit facilities or financial assistance availed/to be availed from financial institution(s), bank(s) or person(s) up to a limit of ₹ 1,200 crores (Rupees Twelve Hundred crores only).

As it is proposed to enhance the borrowing limits under Section 180(1)(c) of the Act from ₹ 1,200 Crores (Rupees Twelve Hundred crores Only) to ₹ 1,500 crores (Indian Rupees Fifteen Hundred crores only) as per Item No. 5 of the Notice, the Company will be required to secure the additional funding from the financial institution(s), bank(s) or person(s) up to the said enhanced limit. Additionally, the short-term and temporary loans and arrangements, working capital facilities, etc. which are not covered under Section 180(1)(c) of the Act may also be required to be secured against the undertaking(s), immovable and / or movable properties, including other assets.

In terms of Section 180(1)(a) of the Act, the Board of Directors of a company cannot, except with the consent of the Members of the Company sell, dispose of the whole or substantially the whole of undertaking(s) of the Company and mortgage, pledge, hypothecate, and/or create any charge on the Company's immovable and/or movable properties including other assets of the Company for securing loans or credit facilities or financial assistance.

Accordingly, the approval of the Members of the Company at the Annual General Meeting is sought under Section 180(1)(a) of the Act to empower the Board of Directors to sell, dispose of the whole or substantially the whole of undertaking(s) of the Company and to mortgage, pledge, hypothecate, and/or create any charge on the Company's immovable and/or movable properties including other assets for an amount not exceeding ₹ 3,500 (Thirty Five Hundred crores only).

The Board recommends the special resolution set out in Item No. 6 of this Notice for the approval of Members.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested financially or otherwise, in the said resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 7

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 March 31, 2027 at a remuneration of ₹ 7,00,000 /- (Rupees Seven Lakhs only) with applicable tax plus reimbursement of out-of-pocket 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 shall be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027.

The Board recommends the **Ordinary Resolution** set out in item no. 7 of the Notice for approval of the Members.

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.

Profile of Directors being appointed/re-appointed: -

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS – 2 on General Meetings, following information is furnished in respect of Directors proposed to be re-appointed at the AGM.

Name	Shri Hitesh Vaghela	Smt. Payal Agarwal
DIN	00030133	07198236
Date of Birth & Age	September 13, 1977, 48 Years,	23 August, 1981, 44 years
Date of First Appointment on the Board	August 03, 2024	June 30, 2021
Qualification	Bachelor of Commerce	Bachelor's degree in Commerce (Honours) from Calcutta University and is qualified as a professional Chartered Accountant (All India Rank 37). She is also a Chartered Financial Analyst (CFA) and has earned her certification from CFA Institute (U.S.A.)
Brief Profile & Nature of expertise in specific functional areas or Experience and Skills and capabilities required for the role (for Independent Directors)	Shri Vaghela is a strategic and visionary leader, with over a decade of experience in the copper tube industry and has cultivated strong alliances with key industry players, enhancing technological capabilities and expanding market reach.	Detailed in the explanatory statement Item No. (4) forming part of the Notice.
Terms and Conditions of Re-appointment/ Appointment	In terms of Section 152 and other applicable provisions of the Act, Shri Hitesh Vaghela, who retires by rotation, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.	Re-appointment as an Independent Director for a second term of 5 consecutive years, commencing from June 30, 2026 to June 29, 2031, not liable to retire by rotation.
Number of Board meetings attended	Six (6) out of total Six (6) Meetings during FY 2025-26	Five (5) out of total Six (6) Meetings during FY 2025-26

Remuneration last drawn Details of Remuneration sought to be paid	Details of remuneration last drawn is provided in the Report on Corporate Governance forming a part of Annual Report for the FY 2025-26. The details of remuneration payable shall be as per terms approved by the Members of the Company at the AGM held on August 29, 2025.	Details of remuneration last drawn is provided in the Report on Corporate Governance forming a part of Annual Report for the FY 2025-26. The details of remuneration payable shall be in line with the Nomination and Remuneration Policy of the Company for Non-Executive Independent Directors.
Disclosure of relationships between directors inter-se	None	None
Name of Companies in which also holds Directorship (excluding foreign companies)	Honest Enterprise Private Limited	Chromacrest Techworks Private Limited
Listed entities from which the Director has resigned in the past three years	None	GEE Limited
Committee Membership / Chairmanship held in Other Companies	None	None
Shareholding in the Company as on date of the Notice	23,18,652 Equity Shares	NIL

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

Saurabh Gupta
AGM - Company Secretary
M. No. - F13652

Place: Mumbai
Date: May 26, 2026

REGISTERED OFFICE:

Ram Ratna House, Victoria Mill, Compound (Utopia City), Pandurang
Budhkar Marg, Worli, Mumbai - 400 013
CIN: L31300MH1992PLC067802
E-MAIL: investorrelations.rwl@rrglobal.com
Website: www.rsrhamik.com