

29th August, 2022

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1,
Block G, Bandra – Kurla Complex,
Bandra (East), Mumbai – 400 051

Script Code: 522281

Symbol: RAMRAT

Sub.: Notice of the 30th Annual General Meeting ("AGM") of Ram Ratna Wires Limited ("the Company")

Dear Sir/Madam,

In furtherance to our letter dated 18th August, 2022, conveying that the 30th Annual General Meeting ("AGM") of the Members of the Company will be held on **Wednesday, 21st September, 2022 at 10:30 a.m. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM).**

We are submitting herewith the Notice of the 30th AGM of the Members of the Company, which is sent through electronic mode to the Members of the Company, whose e-mail address are registered with the Company / Depository Participant(s) / Datamatics Business Solutions Limited, Registrar and Share Transfer Agent of the Company.

The Notice of 30th AGM is also available on the website of the Company at https://www.rrshramik.com/wp-content/uploads/sites/2/2022/08/Notice_of_30th_Annual_General_Meeting.pdf

The Notice of AGM of the Company inter alia indicates the process and manner of remote e-Voting / e-voting at the AGM and instructions for participation at the AGM through VC/OAVM.

You are requested to take the same on records.

Thanking you,

Yours faithfully,
For **Ram Ratna Wires Limited**,



Saurabh Gupta
Company Secretary & Compliance Officer
ACS No. 53006
Encl.: as above



NOTICE

Notice is hereby given that the 30th Annual General Meeting (“AGM”) of the members of Ram Ratna Wires Limited (the “Company”) will be held on Wednesday, 21st September, 2022 at 10:30 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses. The venue of the meeting shall be deemed to be the Registered office of the Company located at Ram Ratna House, Oasis Complex, P. B. Marg, Worli, Mumbai - 400 013.

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended 31st March, 2022, together with the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022, together with the Report of the Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended 31st March, 2022.
3. To appoint a Director in place of Shri Tribhuvanprasad Kabra (DIN - 00091375), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider the re-appointment of M/s. Bhagwagar Dalal & Doshi, Chartered Accountants (Firm Registration No. 128093W), as the Statutory Auditors of the Company and, if thought fit, to pass the following resolution as an ORDINARY Resolution:

“RESOLVED THAT pursuant to Sections 139, 142 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 thereof for the time being in force), M/s. Bhagwagar Dalal & Doshi, Chartered Accountants (Firm Registration Number 128093W) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 35th Annual General Meeting on such remuneration as shall be fixed by the Board of Directors of the Company.

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

SPECIAL BUSINESS

5. To consider increase in Authorized Share capital of the Company and consequential alteration of Memorandum of Association of the Company, and, if thought fit, to pass the following resolution as an ORDINARY Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if any, the approval of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from ₹ 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 3,00,00,000 (Three Crores) equity shares of ₹ 5/- (Rupees Five Only) each to ₹ 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 5,00,00,000 (Five Crores) Equity shares of ₹ 5/- (Rupees Five Only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT subject to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) thereof and the rules framed thereunder, consent of the members of the Company be and is hereby accorded for alteration of existing clause V of the Memorandum of Association of the Company with new Clause V as under:

“V. The Authorised Share Capital of the Company is ₹ 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of ₹ 5/- (Rupees Five only) each with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.”

RESOLVED FURTHER THAT to give effect to this resolution, the Board of Directors and /or the Company Secretary of the Company be and are hereby severally authorised to do all deeds, matters, things, acts, and to execute any documents and writings, as may be deemed necessary, but not limited to making correspondences with Stock Exchanges or any other regulatory authority, seeking all necessary approvals and/or to settle all questions, difficulties or doubts that may arise in this regard.”

6. To consider and approve the issuance of Bonus Shares, and, if thought fit, to pass the following resolution as an ORDINARY Resolution:

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Share Capital and Debentures) Rules, 2014, and in accordance with Chapter XI of the Securities

and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act, 1999 and the relevant provisions of the Articles of Association of the Company and any other provisions as may be applicable and subject to such approvals, permissions and sanctions as may be necessary from appropriate authorities and pursuant to the recommendation of the Board of Directors of the Company, consent and approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board and which expression shall be deemed to include Committee(s) of the Board) for capitalization of such sums standing to the credit of the Securities Premium Account, General Reserve and other Free Reserves, as may be required, as per the audited financial statements of the Company for financial year ended 31st March, 2022, as may be considered appropriate by the Board, for the purpose of issue of bonus equity shares of ₹ 5/- (Rupees Five Only) each, credited as fully paid-up equity shares to the eligible Shareholders of the Company holding fully paid up equity shares of the Company whose names appear in the Register of Shareholders of the Company / List of Beneficial Owners as received from the NSDL and CDSL as on the 'Record Date' as may be fixed in this regard by the Board of Directors, in proportion of 1:1 i.e., 1(One) new fully paid up Bonus equity share of ₹ 5/- (Rupees Five Only) each for every existing 1 (One) equity share of ₹ 5/- (Rupees Five Only) each held by the Shareholders and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up equity share capital of the Company held by such Shareholders and not as the income of the Shareholder.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the record date as may be fixed in this regard by the Board and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus equity shares and in case of Shareholders who hold equity shares in dematerialized form, the bonus equity shares be credited to the respective beneficiary accounts of the Shareholders with their respective Depository Participants and in case of Shareholders who hold Equity Shares in physical form, the Share Certificate(s) in respect of such Bonus Equity Shares shall be dispatched, within such time as prescribed by law and relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the bonus shares to the extent that they relate to Non-Resident Indians (NRIs), Overseas Corporate Bodies, Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the approval, if any, of the RBI under the Foreign Exchange Management Act, 1999, as amended or any other regulatory authority, if any, as may be deemed necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus shares on the Stock Exchanges where the shares of the Company are presently listed, as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and all other applicable laws, regulations, rules and guidelines.

RESOLVED FURTHER THAT to give effect to this resolution, the Board of the Directors and / or the Company Secretary of the Company be and are hereby severally authorised to do all deeds, matters, things, acts, and to execute any agreements, documents and writings, as may be deemed necessary, but not limited to making correspondences with Securities and Exchange Board of India, Stock Exchange(s), Depositories, Ministry of Corporate Affairs, RBI or any other regulatory authority and/or to settle all questions, difficulties or doubts that may arise in this regard."

7. To consider and ratify the remuneration payable to M/s. Poddar & Co., Cost Accountants (Firm Registration No. 101734), for the financial year ending 31st March, 2023 and, if thought fit, to pass the following resolution as an ORDINARY Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the payment of the remuneration of ₹ 5,00,000/- (Rupees Five Lakhs only) with applicable tax plus reimbursement of related business expenses, at actuals, to M/s. Poddar & Co., Cost Accountants (Firm Registration No. 101734), who were appointed by the Board of Directors of the Company, as Cost Auditors, to conduct audit of the cost records maintained by the Company, for the Financial Year ending 31st March, 2023, be and is hereby ratified.

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

By the Order of the Board

Place: Mumbai

Date: 10th August, 2022

REGISTERED OFFICE:

Ram Ratna House, Oasis Complex, P. B. Marg, Worli, Mumbai - 400 013

CIN: L31300MH1992PLC067802

E-MAIL: investorrelations@rrglobal.com | Website: www.rrshramik.com

Saurabh Gupta

Company Secretary & Compliance Officer

ACS - 53006

NOTES:

1. Pursuant to the Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021 and Circular No. 2/2022 dated 5th May, 2022 issued by the Ministry of Corporate Affairs ("MCA") (the "MCA Circulars") and other applicable circulars issued by the Securities and Exchange Board of India (SEBI) from time to time, companies are allowed to conduct AGM through VC or OAVM and the requirement of physical attendance of the Members at a common venue has been dispensed with and it has also granted relaxation in respect of sending physical copies of the annual report to shareholders. In view of the aforementioned MCA and SEBI Circulars and in compliance with applicable provisions of the Companies Act, 2013 ("the Act"), the Company is holding this year's AGM through VC/OAVM and as such the route map is not annexed to this notice. The deemed venue of the AGM shall be the registered office of the Company.
2. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with and accordingly, Members can attend and participate in the AGM through VC/OAVM only. The facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the proxy form and attendance slip are not annexed to this Notice. However, Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) intending to nominate their authorised representative(s) to attend the AGM through VC/OAVM are requested to send a certified true copy of the Board Resolution / Authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to attend and vote on their behalf at the AGM, by e-mail to Scrutinizer at rrwl.scrutinizer@gmail.com with a copy marked to investorrelations@rrglobal.com and evoting@nsdl.co.in.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e., Wednesday, 21st September, 2022. Members seeking to inspect such documents can send an email to investorrelations@rrglobal.com.
6. 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 Obligations & Disclosure Requirements) Regulations 2015 (as amended) (hereinafter referred to as "SEBI Listing Regulations"), and MCA circulars as mentioned above, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. The Members, whose names appear in the Register of Members/ list of Beneficial Owners as on Wednesday, 14th September, 2022, 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.
8. In accordance with the MCA and SEBI Circulars, the Notice calling the AGM along with the Annual Report 2021-22 is being sent through electronic mode to those Members whose email addresses are registered with the Company/Registrar & Transfer Agent (RTA)/Depository participant and the same can also be accessed from the website of the Company at www.rrshramik.com under 'Investors' tab, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and the website of NSDL at www.evoting.nsdl.com. In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2021-22 along with AGM Notice, may send request to the Company by writing at investorrelations@rrglobal.com or RTA of the Company at investorsqry@datamaticsbbpm.com.
9. The relevant explanatory statement pursuant to Section 102 of the Act in respect of item nos. 4, 5, 6 and 7 of the Notice set out above and the details pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India are annexed herewith.

10. The Dividend for the financial year ended 31st March, 2022, as recommended by the Board, if approved at the Annual General Meeting, will be paid subject to tax deduction at source on or from Thursday, 22nd September, 2022 to those Members whose name appears in the Register of Members on Friday, 26th August, 2022 in respect of physical shareholders and whose name appear in the list of Beneficial Owner on Friday, 26th August, 2022 furnished by NSDL and CDSL in respect of shareholders holding shares in electronic form.
11. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in Demat mode). In case the PAN is not registered, the tax will be deducted at a higher rate of 20%.

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source to Datamatics Business Solutions Limited by email to investorsqry@datamaticsbpm.com latest by 11:59 P.M. (IST) by Friday, 26th August, 2022.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending the same by email to investorsqry@datamaticsbpm.com. The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 P.M. (IST) on Friday, 26th August, 2022.

12. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Company so as to reach the Registered Office of the Company at least seven working days before the date of the Meeting to enable the Company to make available the relevant information and answer them in the Meeting.
13. i) Pursuant to SEBI circulars dated 3rd November, 2021 and 14th December, 2021 the Company has sent individual letters to all the members holding shares of the Company in physical form for furnishing / updation of their PAN, KYC details (i.e. address with pin code, mobile number, email address mobile number, bank account details) and Nomination details. Detailed information in this regard is available at Company's website: <https://www.rrshramik.com/investor/announcements/>.
Further, SEBI vide its circular dated 25th January, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing certain prescribed service requests. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company at <https://www.rrshramik.com/wp-content/uploads/sites/2/2022/02/Form-ISR-4.pdf>. Members to please note that service requests would be processed by the Company only if the folio is KYC compliant pursuant to circular mentioned above and hence if any Member's KYC is not complete and wish to do so may send their details to the Company's RTA Datamatics Business Solutions Limited at email : investorsqry@datamaticsbpm.com
In accordance with Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form including request received for transmission or transposition of securities. Members holding equity shares of the Company in physical form are requested to convert their equity shares into dematerialized / electronic form to get inherent benefits of dematerialization, also considering that physical transfer of equity shares / issuance of equity shares in physical mode have been prohibited by the SEBI.
- ii) Members who are holding shares in dematerialized mode are requested to notify to their Depository Participants (DP) for any change(s) in their residential address, Bank A/c details and/ or e-mail address immediately and are hereby informed that bank particulars registered with their respective DP, with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
- iii) Securities and Exchange Board of India (SEBI) & Ministry of Corporate Affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, the Company sends all communication including the Notice along with Annual Report in electronic form to all Members whose e-mail Id's are registered with the Company/ Depository Participant(s). Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Datamatics Business Solutions Limited in case the shares are held by them in physical form.
14. All dividends remaining unclaimed and unpaid for a period of seven years from the date it is lying in the unpaid dividend account, are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Accordingly, till date the Company has transferred to IEPF the unclaimed and unpaid amount pertaining to dividends declared up to the financial year 2013-14. Members who have not yet encashed their dividend warrants for the financial year 2014-15 onwards are requested to make their claims to the Company immediately and contact the Company's Registrar and Share Transfer Agent Datamatics Business Solutions Limited, Plot No. B-5, Part-B Cross Lane, MIDC, Andheri East, Mumbai-400093, Tel No.: 022-66712001-10, Fax No.: 022-66712209, Email: investorsqry@datamaticsbpm.com.

Also, in terms of Section 124(6) of the Act, read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more are required to be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Accordingly, equity shares which were/ are due to be so transferred, have been/ shall be transferred by the Company to the Demat Account of IEPFA. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to the Demat Account of IEPFA and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholder from IEPFA by following the procedure prescribed under the aforesaid rules and no claim shall lie against the Company. Details of shares transferred to the Demat Account of IEPFA have been uploaded by the Company on its website at <https://www.rrshramik.com/investor/corporate-governance/>. Shareholders may kindly check the same and claim back their shares. Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company and opt for Electronic Clearing Service by registering/updating their bank details, so that dividends paid by the Company are credited to the Member's account on time.

15. Pursuant to Section 72 of the Act, read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Shareholders are entitled to make nomination in respect of shares held by them.

Members holding shares in physical form, who have not yet registered their nomination are requested to register the same by submitting in Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, may submit the same in Form ISR-3 or Form SH-14, as the case may be, duly filled to Datamatics Business Solutions Limited at investorssqry@datamaticsbpm.com. The said forms are also available on website of the Company at <https://www.rrshramik.com/investor/announcements/>. 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:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations (including any statutory modification(s) and / or re- enactment(s) for the time being in force) and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020, the members are provided with the facility to cast their vote electronically, through the e- voting services provided by NSDL, on all the resolutions set forth in this Notice. The Instructions for e-voting are as under:

- (i) The remote e-voting period will commence on Sunday, 18th September, 2022 at 9.00 a.m. and will end on Tuesday, 20th September, 2022 at 5.00 p.m. During this period, members of the Company holding shares either in physical or dematerialized form as on Wednesday, 14th September, 2022 i.e., cut off date, may cast their vote electronically. The remote e-voting module will be disabled by NSDL for voting thereafter.
- (ii) Members who have cast their votes by remote e-voting prior to the AGM may also attend the Meeting but they shall not be entitled to cast their vote again and Members who will be present in the AGM through VC/OAVM and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e- voting system during the AGM.
- (iii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. Wednesday, 14th September, 2022.
- (iv) The Board of Directors have appointed Mr. Anup Vaibhav C. Khanna (Membership No. F6786), partner of M/s. Khanna & Co., Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

The instructions for e-voting are as under:

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

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through demat accounts/ website of Depositories / DP's in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

A) Login method for e-voting and joining virtual meeting 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	- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. - Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	- Shareholders can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. - Once logged in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. - Click on the options available against company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
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 022-23058738 or 022-23058542-43.

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

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ID's are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password ?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Corporate / Institutional Members (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. Corporate / 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.
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 may:
 - Send a request at evoting@nsdl.co.in or call on toll free no.: 1800 1020 990 and 1800 22 44 30;

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 a request letter duly signed stating 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@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@rrglobal.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated 09th December, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

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

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorrelations@rrglobal.com. The same will be replied by the company suitably. Questions/queries received by the Company till 05:00 p.m. on Saturday, 17th September, 2022 shall only be considered and responded during the AGM.
6. The Company reserves the right to restrict the number of speakers and questions depending on the availability of time for the AGM.

Results of AGM:

- The Results of e-voting shall be aggregated and declared on or after the date of the AGM by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rrshramik.com and on the website of NSDL immediately after the results are declared and communicated to the Stock Exchanges.

By the Order of the Board

Place: Mumbai

Date: 10th August, 2022

REGISTERED OFFICE:

Ram Ratna House, Oasis Complex, P. B. Marg, Worli, Mumbai - 400 013

CIN: L31300MH1992PLC067802

E-MAIL: investorrelations@rrglobal.com | Website: www.rrshramik.com

Saurabh Gupta

Company Secretary & Compliance Officer

ACS - 53006

EXPLANATORY STATEMENT

In terms of Regulation 36(5) of SEBI Listing Regulations:

ITEM NO. 4

At the 25th AGM of the Company held on 16th September, 2017, the Members had approved the appointment of M/s. Bhagwagar Dalal & Doshi, Chartered Accountants (Firm Registration No. 128093W) as Statutory Auditors of the Company to hold office from the 25th AGM till the conclusion of the this 30th AGM.

The Board of Directors of the Company at their meeting held on 23rd May, 2022, based on the recommendations of the Audit Committee have approved the re-appointment of M/s. Bhagwagar Dalal & Doshi, Chartered Accountants, as the Statutory Auditors of the Company for a term of 5 (five) years i.e. from the conclusion of this AGM till the conclusion of the 35th AGM. The re-appointment is subject to approval of the Members of the Company.

In accordance with the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and the SEBI Listing Regulations, M/s. Bhagwagar Dalal & Doshi, Chartered Accountants, being eligible have provided their consent and eligibility certificate to the effect that, their appointment, if made, would be in compliance with the applicable laws. They have also confirmed that they have subjected themselves to peer review process of Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the Peer Review Board of the ICAI as required under the SEBI Listing Regulations.

The proposed remuneration to be paid to M/s. Bhagwagar Dalal & Doshi, Chartered Accountants, for the current financial year is ₹ 32.00 Lakhs (Rupees Thirty-Two Lakhs only).

The remuneration to be paid to Statutory Auditors during the second term shall be mutually agreed between the Board of Directors and Statutory Auditors, from time to time.

The Board recommends the Resolution as an Ordinary Resolution set out at item no. 4 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, in the proposed ordinary resolution set out at Item No. 4 of the Notice.

STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS

ITEM Nos. 5 & 6

The Board of Directors ("Board"), at its meeting held on Wednesday, 10th August, 2022, after considering the available reserves, subject to the consent of the Shareholders of the Company and all other requisite approvals, permissions, sanctions, had considered, approved and recommended the issue of bonus equity shares of ₹ 5/- (Rupees Five Only) each, credited as fully paid-up to existing members of the Company in the proportion of 1:1 i.e., 1 (One) new fully paid up equity share of ₹ 5/- (Rupees Five Only) each for every 1 (One) existing fully paid up equity share of ₹ 5/- (Rupees Five Only) each held by them, by capitalizing such sums standing to the credit of the Securities Premium Account, General Reserve and other Free Reserves, account as per the audited financial statements of the Company for financial year ended 31st March, 2022, as may be considered appropriate by the Board.

Presently, the Authorized Share Capital of the Company is ₹ 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 3,00,00,000 (Three Crores) equity shares of ₹ 5/- (Rupees Five Only) each. In order to facilitate the issue of bonus equity shares and for further requirements, if any, it is proposed to increase the Authorised Share Capital to ₹ 25,00,00,000/- (Rupees Twenty-Five Crores Only) by creation of additional 2,00,00,000 (Two Crores) equity shares of ₹ 5/- (Rupees Five Only) each.

The increase in Authorised Share Capital and consequential amendments to Clause V of the Memorandum of Association of the Company and the issue of bonus equity shares by way of capitalization of the sums standing to the credit of the Securities Premium Account, General Reserve and other Free Reserves, account as per the audited financial statements of the Company for financial year ended 31st March, 2022, as may be considered appropriate by the Board, requires members' approval in terms of Sections 13, 61 and 63 of the Act and any other applicable statutory and regulatory approvals.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolutions proposed at item nos. 5 & 6 of the Notice, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Resolutions as set out at item nos. 5 & 6 of the Notice for approval by the Members as Ordinary Resolutions.

ITEM NO. 7

The Board of Directors of the Company at its meeting held on 23rd May, 2022, based on the recommendations of the Audit Committee, had approved the re-appointment and remuneration of M/s. Poddar & Co., Cost Accountants (Firm Registration No. 101734), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2023 at a remuneration of ₹ 5,00,000/- (Rupees Five Lakhs only) with applicable tax plus reimbursement of related business expenses, at actuals, if any, in connection with the Audit.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2023.

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

The Board recommends the Resolution set out at item no. 7 of the Notice as an Ordinary Resolution for approval by the Members.

Profile of Director being appointed/re-appointed: -

Pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard 2, following information is furnished in respect of Director proposed to be appointed/re-appointed at the Annual General Meeting.

Name	Shri Tribhuvanprasad Kabra
Age and Date of Birth	67 years, 11 th June, 1955
Date of Appointment on the Board	29 th September, 1993
Qualifications & Nature of Expertise	B.com & Industrialist
Terms and conditions of appointment	In terms of Section 152(6) of the Companies Act, 2013, Shri Tribhuvanprasad Kabra designated as Non-Executive Director (Chairman) w.e.f. 1 st June, 2019 at the Board Meeting held on 30 th May, 2019, is liable to retire by rotation.
Remuneration last drawn and remuneration proposed to be paid	Sitting fees as per Company's policy.
List of outside Directorship held as on 31 st March, 2022 (Excluding Private Limited Companies and Foreign Companies)	R R Kabel Limited
List of outside Chairmanship / Membership of Committees as on 31 st March, 2022	Member of Nomination and Remuneration Committee of R R Kabel Limited
Number of Shares held in Ram Ratna Wires Limited	6,35,466 Equity Shares
Number of meetings of the Board attended during the financial year 2021-22	Five (5)
Relationship Between Directors	Brother of Shri Mahendrakumar Kabra

By the Order of the Board

Place: Mumbai

Date: 10th August, 2022

REGISTERED OFFICE:

Ram Ratna House, Oasis Complex, P. B. Marg,
Worli, Mumbai-400 013

CIN: L31300MH1992PLC067802

E-MAIL: investorrelations@rrglobal.com | Website: www.rrshramik.com

Saurabh Gupta

Company Secretary & Compliance Officer

ACS - 53006