

August 04, 2025

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 33rd Annual General Meeting (“AGM”) of Ram Ratna Wires Limited (“the Company”) for FY 2024-25

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed herewith Notice along with Explanatory Statement of the 33rd AGM of the Company to be held on **Friday, August 29, 2025 at 11:30 A.M. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM)**, in accordance with relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The said Notice forms part of the Annual Report for financial year 2024-25. The Annual Report containing the Notice of the 33rd AGM is also available on the website of the Company at <https://www.rrshramik.com/investor/annual-reports/>.

You are requested to take the same on records.

Thanking you,

Yours faithfully,

For **Ram Ratna Wires Limited**,

Saurabh Gupta
AGM - Company Secretary
M. No. F13652

Encl.: as above

NOTICE

Notice is hereby given that the **33rd Annual General Meeting ("AGM")** of the members of Ram Ratna Wires Limited (the "Company") will be held on **Friday, August 29, 2025 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 revised Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, 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 revised Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, 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 revised Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon and if thought fit, to pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT the revised Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, along with the reports of 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, 2025 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT 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 2024-25 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 Monday, August 18, 2025."
3. To appoint a Director in place of Shri Hemant Mahendrakumar Kabra (DIN - 01812586), who retires by rotation and being eligible, offers himself for re – appointment 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 Hemant Mahendrakumar Kabra (DIN - 01812586), who retires by rotation, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS

4. To consider and approve the appointment of M/s. Khanna & Co., Practicing Company Secretaries, (FRN P2014MH032900) as the Secretarial Auditors of the Company and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 204 of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Khanna & Co., Practicing Company Secretaries having Firm Registration No. (FRN) P2014MH032900, a peer reviewed firm be and is hereby appointed as the Secretarial Auditors of the Company to hold office, for the first term of 5 (five) consecutive years, commencing from the FY 2025-26 up to FY 2029-30 at such fees, plus applicable taxes and reimbursement of out-of-pocket expenses, if any, at actuals, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors or any Committees or Company Secretary thereof be and are hereby severally authorized to do all such acts, deeds, matters and things and to 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 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, 2026 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, 2026.

RESOLVED FURTHER THAT the Board of Directors or any Committees 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.”

6. To consider and approve change in terms of remuneration of Shri Mahendrakumar Rameshwarlal Kabra (DIN: 00473310), Managing Director of the Company and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in partial modification of the earlier resolution approved by the Members through postal ballot on April 07, 2024 and pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, the Members of the Company do hereby approve, the change in terms of remuneration of Shri Mahendrakumar Rameshwarlal Kabra (DIN: 00473310), Managing Director of the Company for his balance tenure i.e. from June 01, 2025 till May 29, 2029 as detailed in the explanatory statement annexed to this Notice, with full liberty to the Board of Directors (including the Nomination and Remuneration Committee) to further alter and vary the terms and conditions of his appointment and/or remuneration so that the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Act including any statutory modification or re-enactment thereof, for the time being

in force and as may be agreed by and between the Board of Directors of the Company and Shri Mahendrakumar Rameshwarlal Kabra.

RESOLVED FURTHER THAT the Board of Directors or any Committees 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.”

7. To consider and approve the appointment of Shri Hemant Mahendrakumar Kabra (DIN: 01812586) as the Joint Managing Director of the Company and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for the appointment of Shri Hemant Mahendrakumar Kabra (DIN: 01812586) as Joint Managing Director of the Company, for a term of five years with effect from June 01, 2025 to May 31, 2030, liable to retire by rotation, on the terms and conditions including terms of remuneration as set out in the explanatory statement annexed to this Notice, with full liberty to the Board (including the Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said appointment and/or remuneration so that the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Act including any statutory modification or re-enactment thereof, for the time being in force and as may be agreed by and between the Board of Directors and Shri Hemant Mahendrakumar Kabra.

RESOLVED FURTHER THAT the Board of Directors or any Committees 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.”

8. To consider and approve the appointment of Shri Sumeet Mahendrakumar Kabra (DIN: 01751282) as Whole

Time Director designated as an Executive Director of the Company and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Shri Sumeet Mahendrakumar Kabra (DIN: 01751282) who has been appointed by the Board of Directors as an Additional Director with effect from June 01, 2025, pursuant to Section 161 of the Act and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as the Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions if any read with Schedule V of the Act and the rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for the appointment of Shri Sumeet Mahendrakumar Kabra (DIN: 01751282), as the Whole-time Director of the Company designated as an “Executive Director” for a term of five years with effect from June 01, 2025 to May 31, 2030, liable to retire by rotation, on the terms and conditions including terms of remuneration as set out in the explanatory statement annexed to this Notice, with full liberty to the Board (including the Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said appointment and/or remuneration so that the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Act including any statutory modification or re-enactment thereof, for the time being in force and as may be agreed by and between the Board of Directors and Shri Sumeet Mahendrakumar Kabra.

RESOLVED FURTHER THAT the Board of Directors or any Committees 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.”

9. To consider and approve the appointment of Shri Sanjay Agarwal (DIN:10318163) as an Independent Director of the Company and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Shri Sanjay Agarwal (DIN:10318163) who has been appointed as an Additional Non-Executive Independent Director pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, with effect from June 01, 2025, who holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 of the Act and who has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years commencing from June 01, 2025 upto May 31, 2030.

RESOLVED FURTHER THAT the Board of Directors or any Committees 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.”

10. To consider and approve the appointment of Shri Hitesh Laxmichand Vaghela (DIN: 00030133) as Whole Time Director designated as an Executive Director of the Company and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”), read with Schedule V of the Act and the rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for the appointment of Shri Hitesh Laxmichand Vaghela (DIN: 00030133), as the Whole-time Director of the Company designated as an "Executive Director" for a term of five years with effect from June 23, 2025 to June 22, 2030 liable to retire by rotation, on the terms and conditions including terms of remuneration as set out in the explanatory statement annexed to this Notice, with full liberty to the Board of Directors (including the Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said appointment and/or remuneration so that the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Act including any statutory modification or re-enactment thereof, for the time being in force and as may be agreed by and between the Board of Directors and Shri Hitesh Laxmichand Vaghela.

RESOLVED FURTHER THAT the Board of Directors or any Committees 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."

11. To consider and approve the appointment of Smt. Usha Vaghela to hold office or place of profit as Vice President (Copper Tube, Vadodara Division), designated a Senior Management Personnel of the Company and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions if any of the Companies Act, 2013 and rules made thereunder, read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendation of Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for appointment of Smt. Usha Vaghela as Vice President (Copper Tube, Vadodara Division), designated as a Senior Management Personnel of the Company and for holding office or place of profit, being wife of Shri Hitesh Laxmichand Vaghela, Director of the Company effective from June 23, 2025, at remuneration of

₹ 7,50,000/- per month with an increment not exceeding 20% per annum at the discretion of the Board of Directors of the Company, based on the recommendation received from the Nomination and Remuneration Committee and upon the terms and conditions as per the policy of the Company with full liberty to the Board of Directors (including the Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said appointment and/or remuneration.

RESOLVED FURTHER THAT the Board of Directors or any Committees 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."

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

Saurabh Gupta
AGM - Company Secretary
M. No.- A53006

Place: Silvassa

Date: June 23, 2025

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.rsshramik.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 09/2024 dated September 19, 2024 (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 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. 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.
3. 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.rrw@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.
4. 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.
5. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. 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., Friday, August 29, 2025. Members seeking to inspect such documents can send an email to investorrelations.rrw@rrglobal.com.
7. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, August 22, 2025, 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 compliance with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report for the financial year 2024-25 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. A letter is also being sent to the shareholders whose email addresses are not registered, stating the web-link, 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 2024-25 along with AGM Notice, may send request to the Company by writing at investorrelations.rrw@rrglobal.com or RTA of the Company at investorsqry@datamaticsbpm.com.
9. The relevant explanatory statement pursuant to Section 102 of the Act in respect of businesses to be transacted at the AGM, as set out under item nos. 4 - 11 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 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are annexed hereto.
10. **Information related to Dividend and TDS on Dividend:**
 - i) The Dividend for the financial year ended March 31, 2025, as recommended by the Board of ₹ 2.50 per Equity Share of face value of ₹ 5.00 each (50%), if approved at the AGM, will be paid subject to tax deduction at source as may be applicable, on or before Friday, September 26, 2025 to those Members

- whose name appears in the Register of Members on Monday, August 18, 2025 (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 Monday, August 18, 2025 furnished by NSDL and CDSL in respect of shareholders holding shares in electronic form.
- ii) Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of 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 Finance Act, 2020 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 of 20%.
 - iii) 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 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 Datamatics Business Solutions Limited by email to investorsqry@datamaticsbpm.com latest by 11:59 P.M. (IST) by Saturday, August 16, 2025.
 - iv) 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 Saturday, August 16, 2025.
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.rwl@rglobal.com. The same will be replied suitably by the Company.
 12. **Updation of PAN, KYC, Nomination details and Issue of Securities in Dematerialised form:**
 - i) Pursuant to SEBI circulars dated November 3, 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 viewed at www.sebi.gov.in/sebi_data/faqfiles/sep-2024/1727418250017.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. 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.rshramik.com/wp-content/uploads/sites/2/2022/02/Form-ISR-4.pdf>. Members to please note that service requests would be processed by the Company only if the folio is KYC compliant pursuant to circular mentioned above and hence if any Member's KYC is not complete and wish to do so may send their details to the Company's RTA, Datamatics Business Solutions Limited at email: investorsqry@datamaticsbpm.com
SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or its RTA, Datamatics Business Solutions Limited, for assistance in this regard.

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, Permanent Account Number (PAN), mandates nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc latest by Saturday, August 16, 2025.

- 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 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 by submitting Form ISR-1 duly filled and signed by the holders at email: investorsqry@datamaticsbpm.com.
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, 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 2016-17. Members who have not yet encashed their dividend warrants for the financial year 2017-18 and 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. A 16 & 17, Part-B

Cross Lane, MIDC andheri East, Mumbai-400093, Tel No.: 022-66712209-10, 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 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.rshramik.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. 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.rshramik.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.

15. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. The ODR portal provides shareholders with an additional mechanism to resolve their grievances. Any unresolved issues pertaining to any service-related complaints between Members and the Company, including its Registrar & Share Transfer Agents in the securities market, will be resolved in accordance with the abovementioned SEBI Circular. The investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.
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 Monday, August 25, 2025 at 9.00 a.m. and will end on Thursday, August 28, 2025 at 5.00 p.m. During this period, Members of the Company holding shares either in physical or dematerialized form as on Friday, August 22, 2025 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.
- 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 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. The Members desiring to vote through remote e-Voting are requested to refer to the detailed procedure given hereinafter.
- 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. Friday, August 22, 2025.
- v) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., Friday, August 22, 2025 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., Friday, August 22, 2025 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. 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"> For OTP based login you can click on https://eservices.nsd.comSecureWebevoting/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 & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 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.

	<p>You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="995 795 1434 1023" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. 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.

	<p>3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting service providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & 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.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: 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 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.rwv@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.rwv@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.com for procuring user id and password for e-Voting by providing above mentioned documents.
4. 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. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.

2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

Instructions for Members for attending the AGM through VC/OAVM are as under:

1. 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.
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 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 Friday, August 22, 2025 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
AGM - Company Secretary
M. No.- A53006

Place: Silvassa
Date: June 23, 2025

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

Pursuant to the amended provisions of Regulation 24A of the SEBI Listing Regulations, effective from April 01, 2025, it is mandatory for a listed entity to appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm for not more than two terms of five consecutive years, subject to Members approval at an Annual General Meeting.

In compliance with the above requirement and based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 29, 2025, has approved the appointment of M/s. Khanna & Co., Practicing Company Secretaries, a peer reviewed firm having Firm Registration No. (FRN) P2014MH032900 as the Secretarial Auditor of the Company for a period of 5 (five) consecutive years commencing from FY 2025-26 up to FY 2029-30, at a fees of ₹ 4,75,000 /- (Rupees Four Lakhs Seventy Five Thousand only) plus applicable taxes and reimbursement of out-of-expenses, if any, to undertake Secretarial Audit for the current financial year i.e. 2025-26 and further powers to the Board of Directors to fix the remuneration for future years based on recommendations of the Audit Committee.

M/s Khanna & Co., Company Secretaries, is a peer reviewed firm of Company Secretaries with more than a decade of experience in the field of Corporate Laws, FEMA, SEBI Regulations etc. The firm has expertise in Secretarial Audit, Bank Diligences and Due Diligences and offers comprehensive advisory services.

M/s. Khanna & Co., Company Secretaries, have given their consent to act as Secretarial Auditors of the Company and have confirmed that they are in compliance with Regulation 24A(1B) of the SEBI Listing Regulations in providing services to the Company. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI Listing Regulations. Accordingly, Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

ITEM NO. 5

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, 2026 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

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. 5 of the Notice.

The Board recommends the **Ordinary Resolution** set out in item no. 5 of the Notice for approval of the Members.

ITEM NO. 6

The Members had, vide a Special Resolution passed through postal ballot on April 07, 2024, approved the re-appointment of Shri Mahendrakumar Rameshwarlal Kabra as the Managing Director of the Company for a period of 5 (five) years w.e.f. May 30, 2024, to May 29, 2029. The terms and conditions of his re-appointment were approved by the Members in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 ("the Act"). Further in line with the Succession Plan of the Company and proposal to appoint Shri Hemant Mahendrakumar Kabra as Joint Managing Director and Shri Sumeet Mahendrakumar Kabra as an Additional Executive Director of the Company (subject to approval of the Members), Shri Mahendrakumar Rameshwarlal Kabra has voluntarily expressed his desire to continue as the Managing Director of the Company without any remuneration for the

remaining period of his tenure, i.e., from June 01, 2025, to May 29, 2029.

The Board of Directors of the Company, at its meeting held on May 29, 2025, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee, approved the change in terms of remuneration of Shri Mahendrakumar Rameshwarlal Kabra (DIN: 00473310), Managing Director of the Company, subject to the approval of the shareholders, as set out below, for the remaining period of his tenure from June 01, 2025 to May 29, 2029, with no change in other terms and conditions of his re-appointment:

- a) Salary & Commission based on the net profits of the Company: Nil.
- b) Reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively for the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors.
- c) Sitting fees shall be payable to him for attending the meeting of the Committees and the Board of Directors as per the policy of the Company.

The proposed change in remuneration is in accordance with the provisions of Sections 196, 197 and 203 of the Act read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI Listing Regulations as amended from time to time.

The Board recommends the **Special Resolution** set out in item no. 6 of the Notice for approval of the Members.

Shri Mahendrakumar Rameshwarlal Kabra is interested in the said resolution as it pertains to change in terms of his appointment. Shri Tribhuvanprasad Rameshwarlal Kabra, Chairman and Non-Executive Director, Shri Hemant Mahendrakumar Kabra, Joint Managing Director of the Company and Shri Sumeet Mahendrakumar Kabra, Additional Executive Director are also deemed to be interested in the proposed resolution as they are related to Shri Mahendrakumar Rameshwarlal Kabra. The other relatives of Shri Mahendrakumar Rameshwarlal Kabra may also be deemed to be interested in the proposed resolution, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 7

The Members had, vide a Special Resolution passed at 31st Annual General Meeting (AGM) of the Company held on September 12, 2023, approved the re-appointment of Shri Hemant Mahendrakumar Kabra as an Executive Director of the Company designated as President & CFO (Executive Director), for a period of 3 (Three) years w.e.f. December 12, 2023 to December 11, 2026, liable to retire by rotation. The terms and conditions of his re-appointment were approved by the Members in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any of the Act.

Pursuant to the applicable provisions of the Act and SEBI Listing Regulations and based on the recommendation of Nomination and Remuneration Committee and Audit Committee, the Board of Directors at its meeting held on May 29, 2025 has appointed Shri Hemant Mahendrakumar Kabra (DIN: 01812586) as Joint Managing Director of the Company, subject to approval of Members, for a term of five years with effect from June 01, 2025 to May 31, 2030, liable to retire by rotation, upon the remuneration as set out below, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with full liberty to the Board (including the Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said appointment and/or remuneration so that the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Act including any statutory modification or re-enactment thereof, for the time being in force and as may be agreed by and between the Board of Directors and Shri Hemant Mahendrakumar Kabra:

- a) Salary: ₹ 10,00,000/- per month w.e.f. June 01, 2025, with an increment not exceeding 20% per annum at the discretion of the Board of Directors of the Company and based on the recommendation received from the Nomination and Remuneration Committee and
- b) Commission of up to 2.5% of the net profits of the Company in a particular year which shall be within the overall limits laid down in Section 198 of the Act.

The aggregate remuneration as per point a) and b) above shall not exceed 2.5% of the net profits of the Company in a particular year which shall be within the overall limits laid down in Section 198 of the Act.

- c) Perquisites:
 - (i) Medical reimbursement and leave travel concession for self and family, club fees, medical insurance, etc.

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

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

In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to Shri Hemant Mahendrakumar Kabra shall be governed by Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to Shri Hemant Mahendrakumar Kabra, subject to further approvals, if any, as may be required.

Over the years, he has made significant contributions to the growth and management of the Company. He possesses the expertise, knowledge and business acumen required for managing the overall business of the Company and is well-suited to take on a more strategic and operational leadership role within the organization. The Board believes that his appointment as Joint Managing Director is not only justified but will also significantly benefit the Company's continued success and future endeavors.

Shri Hemant Mahendrakumar Kabra has consented to act as Joint Managing Director of the Company and has given a declaration to the Board that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, neither debarred from holding the office of a Director by virtue of any SEBI order or any such authority; and all other necessary information/declarations.

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

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

Shri Hemant Mahendrakumar Kabra is interested in the said resolution as it pertains to his own appointment. Shri Mahendrakumar Rameshwarlal Kabra, Managing Director and Shri Sumeet Mahendrakumar Kabra, Additional Executive Director of the Company are also deemed to be interested in the proposed resolution as they are related to Shri Hemant Mahendrakumar Kabra. The other relatives of Shri Hemant Mahendrakumar Kabra may also be deemed to be interested in the proposed resolution, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 8

Pursuant to the applicable provisions of the Act and SEBI Listing Regulations and upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on May 29, 2025, appointed Shri Sumeet Mahendrakumar Kabra (DIN: 01751282) as an Additional Director of the Company w.e.f. June 01, 2025 to hold office up to date of the ensuing AGM and thereafter, subject to approval of the Members of the Company, as a Whole Time Director of the Company designated as an "Executive Director" for a term of five years with effect from June 01, 2025 to May 31, 2030, liable to retire by rotation, upon the remuneration set out below, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with full liberty to the Board (including the Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said appointment and/or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Act including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board of Directors and Shri Sumeet Mahendrakumar Kabra:

- a) Salary: ₹ 10,00,000/- per month w.e.f. June 01, 2025, with an increment not exceeding 20% per annum at the discretion of the Board of Directors of the Company and based on the recommendation received from the Nomination and Remuneration Committee and
- b) Commission of up to 2.5% of the net profits of the Company in a particular year which shall be within the overall limits laid down in Section 198 of the Act.

The aggregate remuneration as per point a) and b) above shall not exceed 2.5% of the net profits of the Company in a particular year which shall be within the overall limits laid down in Section 198 of the Act.

- c) Perquisites:
 - (i) Medical reimbursement and leave travel concession for self and family, club fees, medical insurance, etc.
 - (ii) Provision for use of company car for official duties and telephone at residence (including payment of local calls and long distance official calls).

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

In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to Shri Sumeet Mahendrakumar Kabra shall be governed by Section II of Part II of Schedule V to the Act or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to Shri Sumeet Mahendrakumar Kabra, subject to further approvals, if any, as may be required.

Shri Sumeet Mahendrakumar Kabra is an engineering graduate with a certificate in Advanced Marketing Strategy from IIM Kozhikode and an alumnus of S. P. Jain School of Business. He is a creative entrepreneur with a visionary approach to startups and business ventures & has a business experience of nearly two decades. Given his extensive industry experience, strategic vision, entrepreneurial leadership and business acumen in managing the overall business will add significant value to the Company's future growth.

In terms of the applicable provisions of the Act and SEBI Listing Regulations, the Company has received requisite disclosures / declarations from Shri Sumeet Mahendrakumar Kabra including (i) consent to act as Directors under Section 152 of the Act in Form DIR-2; (ii) disclosure of interest under Section 184(1) of the Act in Form MBP-1 (iii) declarations under Section 164 of the Act in Form DIR- 8 to the effect that he is not disqualified to become Director including a declaration that he is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; and all other necessary information/declarations. Further the Company has received notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director designated as an Executive Director of the Company.

In the opinion of the Board, Shri Sumeet Mahendrakumar Kabra fulfils the conditions specified in the Act and Rules made thereunder read with the SEBI Listing Regulations and such other laws / regulations for the time being in force, for appointment as a Whole Time Director designated as an "Executive Director" of the Company. He possesses the requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to appoint him as a Whole Time Director designated as an "Executive Director" of the Company.

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

The Board recommends the **Special Resolution** set out in Item No. 8 of this Notice for the approval of Members.

Shri Sumeet Mahendrakumar Kabra is interested in the said resolution as it pertains to his own appointment. Shri Mahendrakumar Rameshwarlal Kabra, Managing Director and Shri Hemant Mahendrakumar Kabra, Joint Managing Director of the Company are also deemed to be interested in the proposed resolution as they are related to Shri Sumeet Mahendrakumar Kabra. The other relatives of Shri Sumeet Mahendrakumar Kabra may also be deemed to be interested in the proposed resolution, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 9

Pursuant to the provisions of Section 161 of the Act and upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on May 29, 2025, appointed Shri Sanjay Agarwal (DIN: 10318163) as an Additional Independent Director of the Company to hold office up to the date of the ensuing AGM and subject to approval of the Members to be obtained through special resolution at the said AGM to hold office as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years i.e. from June 01, 2025 to May 31, 2030.

Shri Sanjay Agarwal is a Qualified Chartered Accountant and Cost Accountant and alumnus of Harvard Business School (Advanced Management Program). He has over 25 years' experience as a successful Investment Banker, Chief Financial Officer and Operations Leader delivering stellar results. Agile, global strategic leader driving operations within sales, business development and finance areas. He is particularly adept at driving growth through M&A, JV's and streamlining Finances & Business Operations productively. He is known for his entrepreneurial mindset, having co-founded a food-tech startup and has been actively involved with industry bodies such as CII, FICCI and ICAI. He is also a Patron member and mentor at JITO's Incubation & Innovation Program for startups.

Shri Agarwal has consented to act as Director of the Company and has given declaration to the Board that he meets the criteria of independence as provided under Section 149 of the Act and Regulation 16 of the SEBI Listing Regulations

and given all other statutory disclosures / declarations and confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director. Further, he is neither disqualified from being appointed as Director in terms of Section 164 of the Act, nor debarred from holding the office of a Director by virtue of any SEBI order or any such authority and he has successfully registered himself in the Independent Directors databank maintained by Indian Institute of Corporate Affairs. Further the Company has received a notice in writing under Section 160 of the Act, from a Member proposing the candidature of Shri Agarwal for the office of Director of the Company.

In the opinion of the Board, Shri Agarwal fulfils the conditions specified in the Act and Rules made thereunder read with the SEBI Listing Regulations and such other laws / regulations for the time being in force, for appointment as an Independent Director of the Company. Shri Agarwal possesses the requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to appoint him as an Independent Director of the Company not liable to retire by rotation for a period of five consecutive years commencing from June 01, 2025.

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

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 and 25 of the SEBI Listing Regulations, the approval of the Members is sought for the appointment of Shri Agarwal as an Independent Director of the Company, as a Special Resolution. The Board recommends the **Special Resolution** set out in Item No. 9 of this Notice for the approval of Members.

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

Item No. 10

Pursuant to the order of Hon'ble National Company Law Tribunal ("NCLT"), Mumbai bench dated May 29, 2025, approving the Scheme of Amalgamation (merger by absorption) of Global Copper Private Limited ("GCPL" or

“Transferor Company”) with and into Ram Ratna Wires Limited (“Transferee Company” or “the Company”) and their respective shareholders (“Scheme”) GCPL has been merged with the Company. Accordingly, based on the recommendation of Nomination and Remuneration Committee, which is subject to approval of Members of the Company, the Board of Directors at its meeting held on June 23, 2025, approved the appointment of Shri Hitesh Laxmichand Vaghela (DIN: 00030133), a Non-Executive Director of the Company and erstwhile Managing Director of GCPL, as Whole Time Director designated as an “Executive Director” of the Company for a term of five years with effect from June 23, 2025 to June 22, 2030, liable to retire by rotation on the remuneration as set out below, with full liberty to the Board of Directors (including the Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said appointment and/or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Act including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board of Directors and Shri Hitesh Laxmichand Vaghela:

- a) Salary: ₹ 12,50,000/- per month w.e.f. June 23, 2025, with an increment not exceeding 20% per annum at the discretion of the Board of Directors of the Company and based on the recommendation received from the Nomination and Remuneration Committee.
- b) Perquisites:
 - (i) Medical reimbursement and leave travel concession for self and family, club fees, medical insurance, etc.
 - (ii) Provision for use of company car for official duties and telephone at residence (including payment of local calls and long distance official calls).

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

In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to Shri Hitesh Laxmichand Vaghela shall be governed by Section II of Part II of Schedule V to the Act or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to Shri Hitesh Laxmichand Vaghela, subject to further approvals, if any, as may be required.

Shri Vaghela is a strategic and visionary leader and has steered GCPL, erstwhile material subsidiary of the Company (now merged with the Company as per the Scheme) to new heights since 2014 to become a global powerhouse in the copper tube manufacturing industry with a focus on technological innovation, strategy and customer satisfaction. Shri Vaghela has more than one decade of experience in the copper tube industry and has cultivated valuable alliances with key

industry players to enhance technological capabilities and market reach.

Shri Hitesh Laxmichand Vaghela has consented to act as Whole-Time Director designated as an “Executive Director” of the Company and has given other statutory disclosures and declarations to the Board that he is not disqualified from being appointed as Director in terms of Section 164 of the Act, neither debarred from holding the office of a Director by virtue of any SEBI order or any such authority.

In the opinion of the Board, Shri Hitesh Laxmichand Vaghela fulfils the conditions specified in the Act and Rules made thereunder read with the SEBI Listing Regulations and such other laws/regulations for the time being in force, for appointment as Whole Time Director designated as an “Executive Director” of the Company. Shri Hitesh Laxmichand Vaghela possesses the requisite skills, experience and knowledge relevant to the Company’s business and it would be of immense benefit to the Company to appoint him as Whole Time Director designated as an “Executive Director” of the Company.

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

The Board recommends the **Ordinary Resolution** set out in Item No. 10 of this Notice for the approval of Members.

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

Item No. 11

Pursuant to the NCLT order approving the merger, as stated in Item No. 10 of Explanatory Statement above and as per the Scheme which provides for continuation of employment of employees of Transferor Company, based on the recommendation of Nomination and Remuneration Committee and Audit Committee, the Board of Directors at its meeting held on June 23, 2025, approved the appointment of Smt. Usha Vaghela who served as Sr. Manager in Global Copper Private Limited (“the Transferor Company” / “GCPL”) as Vice President (Copper Tube, Vadodara Division), designated as a Senior Management Personnel of the Company effective from June 23, 2025, at remuneration of ₹ 7,50,000/- per month with an increment not exceeding 20%

per annum at the discretion of the Board of Directors of the Company, based on the recommendation received from the Nomination and Remuneration Committee and upon the terms and conditions as per the policy of the Company, with full liberty to the Board of Directors (including the Nomination and Remuneration Committee) to alter and vary the terms and conditions of the said appointment and/or remuneration. Smt. Usha Vaghela, is spouse of Shri Hitesh Laxmichand Vaghela and her appointment in the Company shall be considered as holding office or place of profit as per Section 188(1)(f) of the Act. Accordingly, the said appointment shall be subject to the approval of Members.

The terms and conditions of appointment of Smt. Usha Vaghela is open for inspection at the registered office of the Company by any member during business hours on any working day of the Company upto the date of AGM.

Smt. Usha Vaghela is a seasoned professional with a graduate degree in Commerce (B.Com) and extensive experience in supply chain and plant operations management. She served as the Sr. Manager at GCPL, erstwhile material subsidiary of the Company (now merged with the Company as per the

Scheme), where she led the plant operations with a forward-looking strategic vision. Her journey within the organization is a testament to her exceptional leadership, discipline and transformative approach to operational excellence.

The Board recommends the **Ordinary Resolution** set out in Item No. 11 of this Notice for the approval of Members.

Shri Hitesh Laxmichand Vaghela, Executive Director of the Company, is deemed to be interested in the proposed resolution as he is related to Smt. Usha Vaghela. The other relatives of Smt. Usha Vaghela may also be deemed to be interested in the proposed resolution, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Profile of Directors being appointed/re-appointed: -

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

Name	Shri Mahendrakumar Rameshwarlal Kabra	Shri Hemant Mahendrakumar Kabra	Shri Sumeet Mahendrakumar Kabra	Shri Sanjay Agarwal	Shri Hitesh Laxmichand Vaghela
DIN	00473310	01812586	01751282	10318163	00030133
Date of Birth & Age	May 13, 1957, 68 years	April 07, 1987, 38 years	August 10, 1982, 42 Years	August 23, 1975, 49 years	September 13, 1977, 47 Years,
Date of First Appointment on the Board	July 21, 1992	December 12, 2017	June 01, 2025	June 01, 2025	August 03, 2024
Qualification	Licentiate Mechanical Engineer	Master's Degree with wide experience in the field of Copper and Winding Wire Industry	Bachelor of Engineering (BEng), Electrical, Electronics and Communications Engineering, MBA in Family Business Management	Chartered Accountant & Cost Accountant	B. Com
Nature of expertise in specific functional areas or Experience	Refer Item No. 6 in Explanatory Statement	Shri Hemant Mahendrakumar Kabra is a young entrepreneur with more than 14 years of experience and has strong domain knowledge of finance, marketing, industrial and consumer product business with distinct focus on strategy, growth and execution.	Refer Item No. 8 in Explanatory Statement	Refer Item No. 9 in Explanatory Statement	Refer Item No. 10 in Explanatory Statement

Terms and Conditions of Re-appointment/ Appointment	Refer Item No. 6 in Explanatory Statement	In terms of Section 152 and other applicable provisions of the Act, Shri Hemant Mahendrakumar Kabra, who retires by rotation, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation. Further, as per Item No. 7 of the Notice convening this Meeting read with the statement pursuant to Section 102(1) of the Act, he is hereby appointed as a Joint Managing Director of the Company, liable to retire by rotation	Refer Item No. 8 in Notice read with Explanatory Statement	Refer Item No. 9 in Notice read with Explanatory Statement	Refer Item No. 10 in Notice read with Explanatory Statement
Number of Board meetings attended	Seven (7)	Six (6)	NA	NA	Four (4)
Remuneration last drawn	Please refer to the Report on Corporate Governance.	Please refer to the Report on Corporate Governance.	NA	NA	Sitting fees as per Company's policy
Details of Remuneration sought to be paid	Refer Item No. 6 in Notice read with Explanatory Statement	Refer Item No. 7 in Notice read with Explanatory Statement	Refer Item No. 8 in Notice read with Explanatory Statement	Refer Item No. 9 in Notice read with Explanatory Statement	Refer Item No. 10 in Notice read with Explanatory Statement
Disclosure of relationships between directors inter-se	Shri Mahendrakumar Rameshwarlal Kabra is father of Shri Hemant Mahendrakumar Kabra and Shri Sumeet Mahendrakumar Kabra and Brother of Shri Tribhuvanprasad Rameshwarlal Kabra	Shri Hemant Mahendrakumar Kabra is son of Shri Mahendrakumar Rameshwarlal Kabra and Brother of Shri Sumeet Mahendrakumar Kabra	Shri Sumeet Mahendrakumar Kabra is son of Shri Mahendrakumar Rameshwarlal Kabra and Brother of Shri Hemant Mahendrakumar Kabra	None	None
Name of Companies in which also holds Directorship (excluding foreign companies)	<ul style="list-style-type: none"> • R R Kabel Limited • Ram Ratna Research and Holding Private Limited • Winding Wires Manufacturers Association of India 	<ul style="list-style-type: none"> • Hemlata Home Solutions Private Limited • Bgauss Auto Private Limited • Global Copper Private Limited (Merged with the Company) • Kabel Buildcon Solutions Private Limited 	<ul style="list-style-type: none"> • Bgauss Auto Private Limited • Hemlata Home Solutions Private Limited • Paarth Clothing Private Limited • Essence & Essential Private Limited • Nav Wireless Technologies Private Limited 	None	<ul style="list-style-type: none"> • Honest Enterprise Private Limited • Global Copper Private Limited (Merged with the Company)

	<ul style="list-style-type: none"> Global Copper Private Limited (Merged with the Company) Epavo Electricals Private Limited NAV Wireless Technologies Private Limited 		<ul style="list-style-type: none"> Oz HRMS Solution Private Limited Tefabo Product Private Limited Hoptra Technologies Private Limited 		
Listed entities from which the Director has resigned in the past three years	None	None	• R R Kabel Limited	None	None
Committee Membership / Chairmanship held in Other Companies	Member of Audit Committee and CSR Committee at R R Kabel Limited	None	None	None	None
Shareholding in the Company as on date of the Notice	26,33,125 Equity Shares	26,33,124 Equity Shares	6,58,281 Equity Shares	NIL	NIL

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

Saurabh Gupta
AGM - Company Secretary
M. No. - A53006

Place: Silvassa
Date: June 23, 2025

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