

March 05, 2025

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
BSE Scrip Code: **522281**

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051  
NSE Symbol: **RAMRAT**

Dear Sir / Ma'am,

**Sub: Proceedings / Outcome of the Meeting of the Secured Creditors of Ram Ratna Wires Limited (“the Company”) held on March 05, 2025 pursuant to the directions of the National Company Law Tribunal, Mumbai Bench**

In continuation to our letter dated January 31, 2025 and pursuant to the Order dated January 09, 2025 (“**Order**”) passed by the Hon’ble National Company Law Tribunal, Mumbai Bench (“**Hon’ble NCLT**”) and in compliance with applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), each as amended from time to time, we would like to inform that the meeting of the Secured Creditors of the Company (“**Meeting**”) was held on Wednesday, March 05, 2025 at 12:15 P.M. (IST) through Video Conferencing / Other Audio-Visual Means (“**VC/OAVM**”) to transact the business contained in the Notice dated January 31, 2025 (“**Notice**”), for approval to the Scheme of Amalgamation of Global Copper Private Limited (“**Transferor Company**” or “**GCPL**”) with and into Ram Ratna Wires Limited (“**Transferee Company**” or “**RRWL**”) and their respective shareholders under Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013. We would like to inform that the business contained in the Notice was transacted and passed by the Secured Creditors with requisite majority.

In this regard, we are enclosing herewith the following:

1. Proceedings/outcome of the Meeting of Secured Creditors of the Company is marked as **Annexure A.**
2. The Scrutinizer’s Report dated March 05, 2025, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, marked as **Annexure B.**

Request you to kindly take the same on your records.

Thanking you.

Yours faithfully,

For **Ram Ratna Wires Limited**

**Saurabh Gupta**

**AGM - Company Secretary**

Encl: a/a

**Proceedings/outcome of the Meeting of the Secured Creditors of Ram Ratna Wires Limited (“the Company”) held on March 05, 2025 pursuant to the directions of the National Company Law Tribunal, Mumbai Bench**

**A. Date, time and venue of the Meetings**

The Meeting of the Secured Creditors of the Company convened pursuant to the Order of NCLT was held on Wednesday, March 05, 2025, at 12:15 P.M. (IST) through Video Conferencing / Other Audio-Visual Means (“VC/OAVM”).

**B. Proceedings in brief**

Mr. Saurabh Gupta, AGM - Company Secretary of the Company, welcomed all the Secured Creditors and informed that, in accordance with the circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI) and in compliance with the applicable provisions of the Companies Act, 2013 read with the rules made thereunder as amended and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) the meeting was being held through VC/OAVM. The address of the registered office of the Company was deemed venue of the NCLT Convened Meeting.

He informed the Secured Creditors that the Company had made all feasible efforts to ensure participation of Secured Creditors through VC/OAVM and vote at the Meeting.

As the Meeting was being held through VC/OAVM and there was no physical attendance of Secured Creditors, and they were informed that the requirement of appointing proxies was not applicable.

Mr. Gupta thereafter introduced Mr. P. K. Das, appointed as the Chairman (“**Chairman**”) pursuant to the order of the Hon’ble National Company Law Tribunal, Mumbai Bench (“**NCLT**”) dated January 09, 2025, for the purpose of considering the Scheme of Amalgamation of Global Copper Private Limited (“Transferor Company”) with and into Ram Ratna Wires Limited (“Transferee Company”) and their respective shareholders and requested him to occupy the Chair and preside over the meeting.

The Chairman introduced himself and the other Directors who attended the Meeting viz. Mr. Mahendrakumar Rameshwarlal Kabra, Managing Director, Mr. Hemant Mahendrakumar Kabra, President & CFO (Executive Director), Mr. Ramesh Chandak, Independent Director and Chairman of Audit Committee, Nomination & Remuneration Committee and CSR Committee, Mrs. Payal Agarwal, Independent Director and Chairman of Stakeholders Relationship

Committee, Mr. Ankit Kedia, Independent Director, Mr. Ashok Kumar Goel, Independent Director and Mr. Shri Hitesh Laxmichand Vaghela, Director

Total 12 secured creditors were present for this Meeting. The requisite quorum of secured creditors being present, the meeting was called to order.

The Chairman informed that the representatives of M/s. Bhagwagar Dalal & Doshi, Statutory Auditors and Mr. Keval Mahendra Shah, Scrutinizer for e-voting process were also present at the meeting.

Pursuant to the Order, Mr. Keval Mahendra Shah, Chartered Accountant had been appointed as the Scrutinizer to scrutinize the voting through electronic means (i.e., remote e-voting and voting at the Meeting by using electronic system) (“e-voting”)

The Chairman then addressed the secured creditors.

The remote e-Voting period, before the date of Meeting, commenced on Sunday, March 02, 2025 (from 09:00 A.M. IST) and ended on Tuesday, March 04, 2025 (till 05:00 P.M. IST).

The Chairman placed the following items of business, as per the notice of the Meeting dated January 31, 2025, for the approval of the secured creditors:

<b>Sr. No.</b>	<b>Resolution</b>
1.	To consider and approval to the Scheme of Amalgamation of Global Copper Private Limited ( <b>‘Transferor Company’</b> or <b>‘GCPL’</b> ) with and into Ram Ratna Wires Limited ( <b>‘Transferee Company’</b> or <b>‘RRWL’</b> or <b>‘the Company’</b> ) and their respective shareholders under Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013

The Chairman further informed that there were no Secured Creditors who have registered themselves as speakers for Question-and-Answer Session. Therefore, no Question-and-Answer Session was initiated.

The Secured Creditors were informed that the Scrutinizer's Report would be made available on the Company's website and also on the NSDL website within the prescribed timelines. The report would also be displayed on the notice board of the Company and forwarded to the National Stock Exchange of India Limited and BSE Limited, where the Company's shares are listed.

Mr. Gupta, thereafter, thanked all the Secured Creditors, Directors and Officers for their participation at the Meeting. He informed the secured creditors that the e-voting process will continue for the next 15 minutes and will be disabled automatically thereafter.

**C. Voting by Secured Creditors**

The Company had provided the secured creditors, facility to cast their vote electronically, on the resolution set forth in the notice. The secured creditors who were present at the Meeting and had not casted their votes electronically were provided an opportunity to cast their votes at the end of the meeting through e- voting facility available on the NSDL platform.

The Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 is enclosed herewith.

The Meeting concluded at 12:43 P.M. IST upon completion of the e-Voting process.

This is for your information and records.

Note: This document does not constitute the minutes of the proceedings of the Meeting of Secured Creditors of the Company.

## KEVAL MAHENDRA SHAH & ASSOCIATES

Firm Registration Number: 161464W

Registered Office: E/403, Neelambuj Bldg, Shankar Lane, Kamal Apartment, Kandivali West, Kandivali West, Mumbai 400067, Maharashtra, India; Email ID- [kevalshah\\_001@yahoo.co.in](mailto:kevalshah_001@yahoo.co.in)  
Contact No. - +91 98699 77076

To

The Chairman appointed for the meeting of the Secured Creditors

**RAM RATNA WIRES LIMITED**

CIN: L31300MH1992PLC067802

Ram Ratna House,

Victoria Mill Compound (Utopia City),

Pandurang Budhkar Marg,

Worli, Mumbai - 400 013

**Sub: Consolidated Scrutinizer's Report on the results of voting by the Secured Creditors of Ram Ratna Wires Limited ('the Company') through remote e-voting process (prior to and during the meeting) at the meeting convened in accordance with the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ('Hon'ble Tribunal' 'Hon'ble NCLT') vide Order dated January 09, 2025, in Company Scheme Application CA (CAA) No. 248/MB/2024 held on Wednesday, March 05, 2025, at 12:15 p.m. IST, through video conferencing / other audio-visual means ('Meeting').**

Dear Sir,

I, Mr. Keval Mahendra Shah (Membership No. 191638), proprietor of M/s Keval Mahendra Shah & Associates, Practicing Chartered Accountant (ICAI Firm Registration Number: 161464W), have been appointed by the Hon'ble NCLT, vide its Order dated January 09, 2025, in Company Scheme Application CA(CAA) No. 248/MB/2024 ('Order'), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process during the Meeting, in a fair and transparent manner, at the Meeting convened pursuant to the provisions of the Section 230 to 232 of the Companies Act, 2013 ('Act') read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Sections 108 of the Act read with Companies (Management and Administration) Rules, 2014 read with the applicable general circulars issued by the Ministry of Corporate Affairs, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), other applicable SEBI circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('SS-2'), on the resolution seeking approval of the Secured Creditors Ram Ratna Wires Limited for the Scheme of Amalgamation (merger by absorption) of Global Copper Private Limited with and into Ram Ratna Wires Limited and their respective shareholders ('Scheme'), in terms of the Notice dated January 31, 2025, convening the said Meeting.

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Contact No.- +91 98699 77076

I do hereby submit my report as under:

1. The Company had provided its Secured Creditors the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting by electronic means (by using the electronic voting system provided by National Securities Depository Limited (NSDL) by (i) remote e-voting prior to the Meeting; (ii) remote e-voting during the Meeting.
2. The voting period for the remote e-voting prior to the Meeting commenced on **Sunday, March 02, 2025 at 9:00 a.m. (IST) and ended on Tuesday, March 04, 2025 at 5:00 p.m. (IST).**
3. The Company had also provided remote e-voting facility to the Secured Creditors present at the Meeting through video conferencing / other audio visual means and who had not cast their votes through remote e-voting prior to the Meeting.
4. The **cut-off date was Monday, September 30, 2024** for the purpose of determining the Secured Creditors entitled to vote through remote e-voting and e-voting conducted at the Meeting on the resolution seeking their approval.
5. As confirmed by the Company, the Notice dated January 31, 2025 convening the Meeting of the Secured Creditors of the Company along with the Scheme and Statement under Sections 230 to 232 of the Act ('Scheme') read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, was sent to the Secured Creditors in respect of the resolution passed at the meeting of the Company only through electronic mode via e-mail to Secured Creditors on e-mail addresses registered with the Company as on September 30, 2024.
6. After the closure of the voting at the Meeting of the Secured Creditors, the report on the voting done at the Meeting and the votes cast under remote e-voting facility prior to the Meeting were unblocked and counted.
7. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.
8. The Management of the Company is responsible to ensure the compliance with the

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requirements of the Act and Rules thereunder and the SEBI Listing Regulations relating to voting through remote e-voting, and e-voting at the Meeting on the resolution contained in the Notice of Meeting of the Secured Creditors.

9. My responsibility as the Scrutinizer for the remote e-voting process, and e-voting at the Meeting is restricted to scrutinize remote e-voting process prior to Meeting and e-voting process during the Meeting in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast 'in favour' or 'against' the Resolution and 'invalid' votes, based on the reports generated from the remote e-voting system, and e-voting at the Meeting provided by NSDL.
10. The Resolution placed before the Secured Creditors and the result of the voting on the same through remote e-voting prior to Meeting and e-voting process during the Meeting seeking approval of the Secured Creditors of the Company are given below.

## **Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force), applicable circulars and notifications issued by the Ministry of Corporate Affairs, the Securities and Exchange Board of India Act, 1992 and the Regulations thereunder including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended, read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and other applicable SEBI Circulars, the Observation Letter(s) issued by BSE Limited and the National Stock Exchange of India Limited, both dated October 29, 2024, Memorandum and Articles of Association of the Ram Ratna Wires Limited, sanctions and permissions of the Tribunal and subject to the approval of the shareholders and unsecured creditors of the Company and such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed, imposed or approved by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the

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Scheme be and is hereby approved.

**RESOLVED FURTHER THAT** the Board and Mr. Saurabh Gupta, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem requisite, desirable, appropriate or necessary to give effect to this resolution and to effectively implement the proposed amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be required and/or imposed by the Hon'ble Tribunal or its Appellate Authority(ies) while sanctioning the Scheme or by any statutory/ regulatory authority(ies) under law, and to do and cause to do all acts and things, to resolve any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

**A.** The results of votes cast by all Secured Creditors through remote e-voting prior to Meeting and e-voting process during the Meeting of the Company is as under:

(i) Voted **in favour** of the resolution:

Mode of voting	No. of secured creditors	Value of secured creditors (INR in Lakhs)	% of total value of valid vote cast
Remote E-Voting	13	216,19.41	100%
E-Voting at the time of Meeting	0	0	0
<b>Total</b>	<b>13</b>	<b>216,19.41</b>	<b>100%</b>

(ii) Voted **against** the resolution:

Mode of voting	No. of secured creditors	Value of secured creditors (INR in Lakhs)	% of total value of valid vote cast
Remote E-Voting	0	0	0
E-Voting at the time of Meeting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

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(iii) **Invalid** votes:

Mode of voting	No. of secured creditors	Value of secured creditors (INR in Lakhs)
Remote E-Voting	0	0
E-Voting at the time of Meeting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

11. Based on the aforesaid results, I report that the resolution approving the Scheme, as stated in the Notice of the Meeting, has been duly passed with the requisite majority of Secured Creditors. Accordingly, the Scheme stands approved by the requisite majority of Secured Creditors.
12. All relevant records relating to remote e-voting prior to as well as during the Meeting are handed over to the Company Secretary of the Company for safe keeping.

Thanking you,  
Yours faithfully,

For KEVAL MAHENDRA SHAH & ASSOCIATES  
Chartered Accountants  
(Firm Registration No. 161464W)

Keval  
Mahendra Shah

Digitally signed by Keval  
Mahendra Shah  
Date: 2025.03.05 13:43:28  
+05'30'

CA Keval Mahendra Shah  
Proprietor  
(Membership No. 191638)  
UDIN: 25191638BMLJOG1008

Place: Mumbai  
Dated: 05.03.2025