

13<sup>th</sup> June, 2024

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.: Disclosure as per Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Scheme of Amalgamation**

Dear Sir/ Madam,

In reference to our previous correspondence dated 5<sup>th</sup> February, 2024 wherein the Company informed the stock exchanges about the directions received from the Securities Exchange Board of India ('SEBI') and BSE Limited with respect to filing of a fresh application for the Scheme of Amalgamation of Global Copper Private Limited ('Transferor Company') with the Company ('Transferee Company') and their respective shareholders and creditors ('the Scheme') along with all documents including Valuation Report, Fairness Opinion, Certificates and necessary approvals from the Board and audit committees including payment of fresh processing fees, Ram Ratna Wires Limited ("the Company") wishes to inform you as follows:

1. Pursuant to Regulation 30 of the Listing Regulations, the Board of Directors of the Company, at its meeting held today i.e. 13<sup>th</sup> June, 2024, has inter alia, considered and approved the updated Scheme based on the recommendations received from the Audit Committee and the Committee of the Independent Directors.
2. That the Scheme is subject to receipt of requisite approvals from SEBI, jurisdictional bench of the Hon'ble National Company Law Tribunal, BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (collectively, the "Stock Exchanges"), the respective shareholders and creditors and other statutory and regulatory authorities as may be required.

In terms of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July 2023, we are furnishing herewith the details of the Scheme as Annexure I.

The Board meeting commenced at 12:15 p.m. and concluded at 12:36 p.m.

You are requested to take note of the above.

Thanking you,

Yours faithfully,

**For Ram Ratna Wires Limited**

**Saurabh Gupta**

**Company Secretary & Compliance Officer**

**M. No.: A53006**

### Annexure I – Brief details of Scheme of Amalgamation

S. No.	Particulars	Details												
a)	Name of the entity(ies) forming part of amalgamation /merger, details in brief such as, size, turnover etc.;	<p><b>Ram Ratna Wires Limited</b> (CIN: L31300MH1992PLC067802) (“Transferee Company”/ “RRWL”) is a public limited company incorporated under the Companies Act, 1956 having its registered office at Ram Ratna House, Oasis Complex (Utopia City), P.B. Marg, Worli, Mumbai – 400 013, in the State of Maharashtra. The equity shares of RRWL are listed on BSE and NSE.</p> <p><b>Global Copper Private Limited</b> (CIN: U27201GJ2010PTC061756) (hereinafter referred to as “GCPL” or “Transferor Company”) is a private limited company incorporated under the Companies Act, 1956 having its registered office as well as the manufacturing unit at Survey No. 65-66, Village – Garadia, Jarod – Samlaya Road, Savli, Vadodara – 391520, in the State of Gujarat. (GCPL is currently in the process of shifting its registered office from the state of Gujarat to the state of Maharashtra and is in the process of obtaining the requisite approvals. It may be noted that the filing of merger application and petition pursuant to this Scheme shall be made before the National Company Law Tribunal, Mumbai Bench.)</p> <p>As on 31<sup>st</sup> March, 2024, the net assets and revenue (audited standalone) of RRWL and (audited) GCPL are as hereunder:</p> <p style="text-align: right;">Rs. in Lakhs</p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name</th> <th>Net Assets</th> <th>Revenue from Operations</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>RRWL</td> <td>40,104.47</td> <td>2,61,514.04</td> </tr> <tr> <td>2</td> <td>GCPL</td> <td>3,894.29</td> <td>34,403.68</td> </tr> </tbody> </table>	Sr. No.	Name	Net Assets	Revenue from Operations	1.	RRWL	40,104.47	2,61,514.04	2	GCPL	3,894.29	34,403.68
Sr. No.	Name	Net Assets	Revenue from Operations											
1.	RRWL	40,104.47	2,61,514.04											
2	GCPL	3,894.29	34,403.68											
b)	Whether the Transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	<p>Yes, the transaction would fall within the purview of related party transactions since the Transferor Company is a subsidiary of the Company. However, as per the MCA Circular No. 30/2014, dated 17.07.2014, it was clarified that transactions arising out of Compromises, Arrangements and Amalgamations dealt with under the specific provisions of the Companies Act, 2013, will not attract the requirements of section 188 of the Companies Act, 2013.</p> <p>The consideration for the Scheme will be discharged as per the share exchange ratio computed on an arm's length basis. The share exchange ratio has been determined based on the valuation report issued by an independent registered valuer, supported by a fairness opinion by a SEBI registered merchant banker.</p>												

c)	Area of business of the entity(ies);	<p>The Company is engaged in the business of manufacturing of super enamelled copper winding wires and strips, enamelled aluminium wires and strips, submersible winding wires, fiber glass covered copper and aluminium strips, paper cover round wires, braided wire, self-bonding wire, etc.</p> <p>GCPL is engaged in the business of manufacturing and dealing of Copper Seamless Tubes, Level Wound Coils (LWC), Pancake Coils (PCC), and Straight Copper Tubes, etc.</p>
d)	Rationale for amalgamation/ merger;	<p>The merger / amalgamation of the Transferor Company into and with the Company would inter-alia help to realize following commercial synergies and benefits for both the Transferor Company and the Company and their respective shareholders, employees, creditors and other stakeholders:</p> <ul style="list-style-type: none"> <li>(i) As a result of recent government policies like imposition of anti-subsidy duties as well as introduction of Production Linked Incentives, it is anticipated that the manufacturing activity of air conditioners with demand of copper tubes has a very bright future. The amalgamation of the Transferor Company and the Transferee Company shall be immensely helpful under these circumstances and shall help to streamline the current organization structure as well as to realize commercial synergies.</li> <li>(ii) The proposed amalgamation will offer an immense opportunity to consolidate the portfolio of products that are relevant to the industry under a single roof;</li> <li>(iii) The proposed amalgamation will facilitate a better reach in terms of various customer base and will provide a stronger market position to the merged entity;</li> <li>(iv) The proposed amalgamation will result in operational synergies and efficiency for the Company. Accordingly, the Scheme would strengthen and complement the businesses of the Transferor and Transferee Company;</li> <li>(v) The Scheme would help in achieving synergies in business operations and streamlining the business activities for the Transferor and Transferee Company, combining various activities, such as material procurement, storage and dispatches, sharing of common utilities, which would result in significant growth in business;</li> <li>(vi) The Amalgamation of Transferor Company with the Transferee Company will result into enlarged combined assets base and will also provide an opportunity for the merged entity to leverage on such assets;</li> </ul>

		<p>(vii) Greater integration and greater financial strength and flexibility for the Transferee Company, which would result in maximizing overall shareholders value, and will improve the competitive position of the Company;</p> <p>(viii) The proposed amalgamation would help in enhancing the scale of operations, reduction in overheads, including administrative, statutory compliances, managerial and other expenditure, operational rationalization, organizational efficiency, and optimal utilization of resources by avoiding duplication of efforts; and</p> <p>(ix) Taking into consideration the above synergies, the Company would result in better profitability and EBITDA margins, and accordingly, the stronger financials will provide a better opportunity in terms of better trade credits, financial resources and in negotiations for prices and suppliers credit terms for the merged entity.</p>																								
e)	in case of cash consideration – amount or otherwise share exchange ratio;	<p>There is no cash consideration.</p> <p>The share exchange ratio is as follows:            Ram Ratna Wires Limited (the Company) shall issue and allot 6 (Six) fully paid-up equity shares of face value Rs. 5 (five) each of the Company, for every 1 (One) fully paid-up equity shares of face value Rs. 10 (ten) each held in Global Copper Private Limited.</p>																								
f)	brief details of change in shareholding pattern (if any) of listed entity.	<p>The Change in shareholding pattern of the Company is as set out below:</p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Before effectiveness of the Scheme</th> <th colspan="2">Post effectiveness of the Scheme</th> </tr> <tr> <th>No. of equity shares</th> <th>%</th> <th>No. of equity shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoter &amp; Promoter Group</td> <td>3,21,39,492</td> <td>73.04</td> <td>3,21,39,492</td> <td>68.99</td> </tr> <tr> <td>Public</td> <td>1,18,60,508</td> <td>26.96</td> <td>1,44,45,044</td> <td>31.01</td> </tr> <tr> <td><b>Total</b></td> <td><b>4,40,00,000</b></td> <td><b>100</b></td> <td><b>4,65,84,536</b></td> <td><b>100</b></td> </tr> </tbody> </table> <p>Post the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up. Accordingly, change in shareholding pattern of the Transferor Company shall not be applicable.</p>	Particulars	Before effectiveness of the Scheme		Post effectiveness of the Scheme		No. of equity shares	%	No. of equity shares	%	Promoter & Promoter Group	3,21,39,492	73.04	3,21,39,492	68.99	Public	1,18,60,508	26.96	1,44,45,044	31.01	<b>Total</b>	<b>4,40,00,000</b>	<b>100</b>	<b>4,65,84,536</b>	<b>100</b>
Particulars	Before effectiveness of the Scheme			Post effectiveness of the Scheme																						
	No. of equity shares	%	No. of equity shares	%																						
Promoter & Promoter Group	3,21,39,492	73.04	3,21,39,492	68.99																						
Public	1,18,60,508	26.96	1,44,45,044	31.01																						
<b>Total</b>	<b>4,40,00,000</b>	<b>100</b>	<b>4,65,84,536</b>	<b>100</b>																						