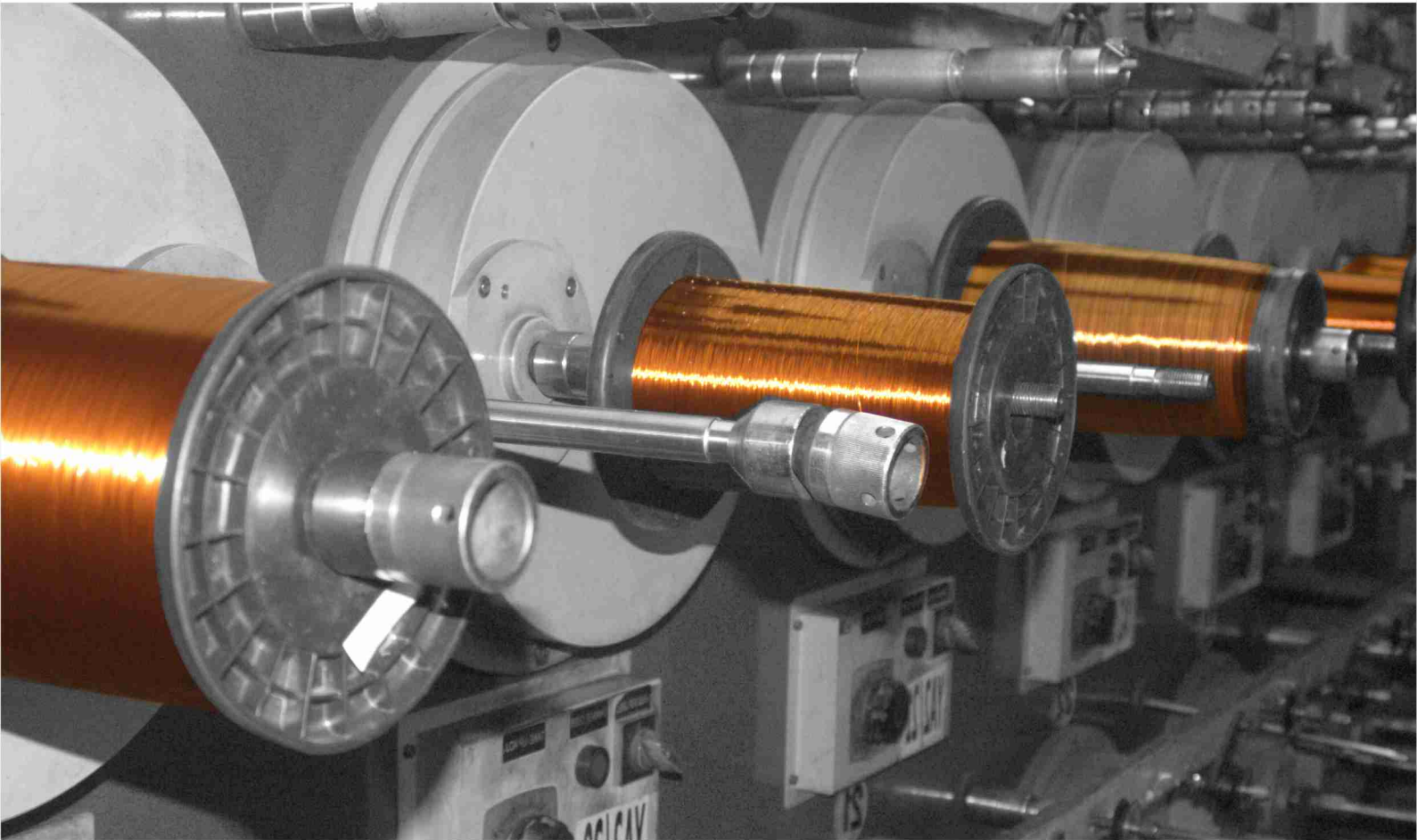


RR✓SHRAMiK

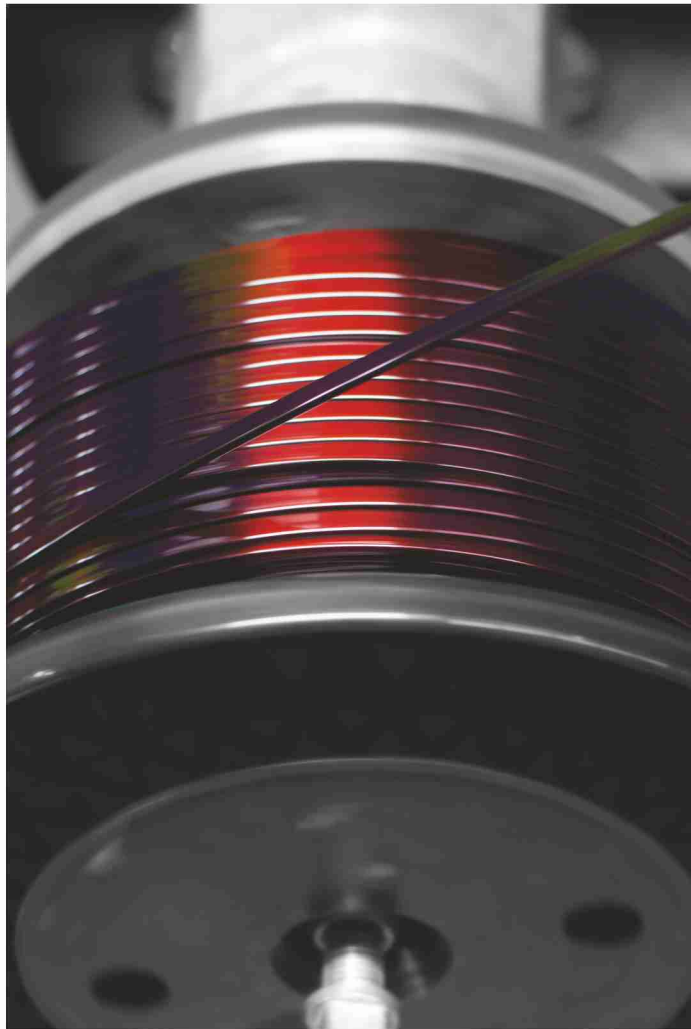
RAM RATNA WIRES LTD.

Winding our way to success



22nd ANNUAL REPORT
2013-2014

वसुदेवसुतं देवं कंसचाणूरमर्दनम् । देवकीपरमानन्दं कृष्णं वन्दे जगद्गुरुम् ॥



22nd ANNUAL GENERAL MEETING

Day & Date : Tuesday, 23rd September, 2014
Venue : Sun Ville,
9, Dr. Annie Besant Road,
Worli,
Mumbai - 400 018
Phone No. : 022 - 2497 8082 / 2493 5546 / 2493 4637
Time : 11:00 a.m.

CONTENTS	Page No.
Company Information	2
Financial Highlights	3
Notice of Annual General Meeting	4
Directors' Report	16
Report on Corporate Governance	20
Management Discussion and Analysis	33
CEO Certificate	38
Auditors' Report on Financial Statements	39
Balance Sheet	42
Statement of Profit & Loss	43
Cash Flow Statement	44
Notes on Financial Statements	45

COMPANY INFORMATION

BOARD OF DIRECTORS

Shri Rameshwarlal Kabra	Chairman
Shri Tribhuvanprasad Kabra	Managing Director
Shri Mahendrakumar Kabra	Director
Shri Satyanarayan Loya	Director
Shri Mukund Chitale	Director
Dr. Ajai Singh	Director
Shri Naveen Kumar Mandhana	Director
Shri Sandeep Jhanwar	Director
Shri R. Kannan	Director
Shri Prashant Deshpande	Director
Smt. Kirtidevi Kabra (w.e.f. 29th July, 2014)	Additional Director

REGISTERED OFFICE

Ram Ratna House,
 Oasis Complex, P.B. Marg, Worli, Mumbai - 400 013
 Tel : 91-22-24924144/24949009 Fax : 91-22-24910819
 Website: www.ramratna.com
 CIN : L31300MH1992PLC067802

CORPORATE OFFICE

305/A, Windsor Plaza,
 R.C. Dutt Road,
 Alkapuri, Vadodara - 390 007
 Tel : 91-265-2321891/2/3 Fax : 91-265-2321894

WORKS

1) Ram Ratna Wires Limited Survey No. 212/2, Near Dadra Check Post, Village : Dadra, Silvassa - 396 193 U.T. of Dadra & Nagar Haveli	2) Salasar Copper Survey No. 142/2, Madhuban Dam Road, Village : Rakholi, Silvassa - 396 240 U.T. of Dadra & Nagar Haveli	3) Salasar Copper (Unit -2) Survey No. 212/2, Near Dadra Check Post, Village : Dadra, Silvassa - 396 193 U.T. of Dadra & Nagar Haveli
---	--	--

AUDITORS

V.C. Darak & Associates
 Chartered Accountants
 Tel : 91-22-26161646
 Fax : 91-22-26161650

CONSULTANT

Khanna & Co.
 Practicing Company Secretaries
 Tel : 91-22-27578787

COMPANY SECRETARY

Ramesh Chamadia

BANKERS

State Bank of India
 Corporation Bank
 Allahabad Bank
 Standard Chartered Bank
 Kotak Mahindra Bank Limited
 Yes Bank

REGISTRAR AND SHARE TRANSFER AGENT

Sharepro Services (India) Private Limited
 13 AB, Samhita Warehousing Complex, 2nd Floor,
 Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road,
 Sakinaka, Andheri (E), Mumbai - 400 072.
 Tel : 91-22-67720300/400
 Fax : 91-22-28591568

FINANCIAL HIGHLIGHTS

(₹ In lacs)

Description	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08
A. Operating Results:							
Gross Sales and related income	77,579.77	76,280.07	61,305.92	54,601.96	43,871.44	33,916.91	33,274.00
Net Sales and related income	69,859.49	68,550.34	56,031.24	49,901.91	40,536.25	30,353.47	28,784.35
Other Income	112.48	101.09	106.39	39.44	31.54	23.57	66.73
Net Profit before Taxation	1,080.40	1,263.79	710.56	1,448.75	1,788.39	220.95	874.91
Provision for Taxation	387.47	394.42	201.93	501.61	617.70	83.85	324.27
Net Profit after Taxation	692.93	869.37	508.63	947.14	1,170.69	137.10	550.64
B. Financial Position:							
Fixed Assets (Net)	4,599.22	4,649.64	4,711.49	4,584.13	3,053.16	3,025.63	2,544.86
Non - Current Assets	655.86	462.23	384.60	1,502.47	1,536.14	1,304.66	1,005.70
Current Assets	15,155.85	16,136.54	12,518.65	9,665.74	8,736.77	4,804.85	6,248.52
Investments	251.91	206.19	146.75	43.88	40.00	40.00	40.00
TOTAL ASSETS	20,662.84	21,454.60	17,761.49	15,796.22	13,366.07	9,175.14	9,839.08
Share Capital	1,100.00	1,100.00	1,100.00	1,100.00	1,100.00	1,100.00	1,100.00
Reserves and Surplus	4,848.52	4,348.63	3,671.03	3,354.17	2,663.57	1,749.43	1,708.85
SHAREHOLDERS' FUND	5,948.52	5,448.63	4,771.03	4,454.17	3,763.57	2,849.43	2,808.85
Non - Current Liabilities	1,239.27	1,249.70	1,327.70	1,524.10	6,848.89	4,567.11	5,397.99
Current Liabilities	13,079.33	14,351.01	11,235.27	9,435.75	2,424.39	1,455.70	1,390.36
Deferred Tax	395.72	405.26	427.49	382.20	329.22	302.90	241.88
TOTAL CAPITAL EMPLOYED	20,662.84	21,454.60	17,761.49	15,796.22	13,366.07	9,175.14	9,839.08
C. Equity Share Data:							
Earning per share (₹)	3.15	3.95	2.31	4.31	10.64	1.25	5.80
Book value	27.04	24.77	21.69	20.25	36.55	25.90	25.56
Dividend (%)	15.00	15.00	15.00	20.00	20.00	7.50	15.00
Number of Shares (in Lacs)	220.00	220.00	220.00	220.00	110.00	110.00	110.00
D. Operational Performance:							
Production - ECW (Mts)	10,796	10,705	9,716	9,877	9,893	8,289	7,017
Production - ECS + (Mts)	664	587	417	464	410	282	90
Production - SWW (Mts)	706	858	512	277	175	-	-
Production - EAW (Mts)	956	851	347	12	-	-	-
Production - BCS (Mts)	448	392	197	-	-	-	-
Capacity Utilization - ECW %	72	72	65	61	72	69	70
Capacity Utilization - ECS + %	83	73	67	77	68	47	15
Capacity Utilization - SWW %	54	72	78	23	-	-	-
Capacity Utilization - EAW %	68	68	30	-	-	-	-

ECW - Enamelled Copper Wire	ECS - Enamelled Copper Strips
SWW- Submersible Winding Wire	EAW - Enamelled Aluminium Wire

NOTICE

(Note : The business of this meeting may be transacted through electronic voting system)

Notice is hereby given that the 22nd Annual General Meeting of the Members of Ram Ratna Wires Limited will be held at Sun Ville, 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018 on Tuesday, 23rd September, 2014, at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date together with Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of **Shri Rameshwarlal Kabra, (DIN 00150875)**, who retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.
4. To appoint Auditors of the Company and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) **M/s. V.C. Darak & Co., Chartered Accountants (Firm Registration No. 119336W)** retiring Auditors of the Company, be and are hereby appointed as Auditors of the Company for a period of three (3) years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 25th Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) , to audit the annual accounts for three consecutive financial years beginning on 1st April, 2014 and ending on 31st March, 2017, on such remuneration as shall be fixed by the Board of Directors in consultation with the Auditors."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:
"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Clause 49 of the listing agreement and other applicable rules and regulations, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Mukund Chitale (DIN- 00101004)**, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five (5) consecutive years up to 31st March 2019, who shall not be liable to retire by rotation."
6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:
"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Clause 49 of the listing agreement and other applicable rules and regulations, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), **Dr. Ajai Singh (DIN- 00281743)**, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five (5) consecutive years up to 31st March 2019, who shall not be liable to retire by rotation."
7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:
"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Clause 49 of the listing agreement and other applicable rules and regulations, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. R Kannan (DIN- 00227980)**, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five (5) consecutive years up to 31st March 2019, who shall not be liable to retire by rotation."
8. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:
"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Clause 49 of the listing agreement and other applicable rules and regulations, if any, (including any statutory modification(s)

or re-enactment thereof for the time being in force), **Mr. Sandeep Jhanwar (DIN- 00124901)**, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five (5) consecutive years up to 31st March 2019, who shall not be liable to retire by rotation."

9. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Clause 49 of the listing agreement and other applicable rules and regulations, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Naveen Mandhana (DIN- 01222013)**, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five (5) consecutive years up to 31st March 2019, who shall not be liable to retire by rotation."

10. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, Clause 49 of the listing agreement and other applicable rules and regulations, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Prashant Deshpande (DIN- 00087591)**, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five (5) consecutive years up to 31st March 2019, who shall not be liable to retire by rotation."

11. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules and regulations, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mrs. Kirtidevi Kabra (DIN- 00150796)**, who was appointed as an Additional Director of the Company on 29th July, 2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 alongwith the necessary deposit from a member proposing her candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation."

12. To consider and if thought fit, to pass the following resolution with or without modification(s), as a **Special Resolution**:

"RESOLVED that consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, for mortgaging and /or charging by the Board of Directors (the "Board") of the Company by way of a charge of all or any of the immovable/ movable properties of the Company wheresoever situated, present and future and the whole or substantially the whole of the undertaking/s of the Company together with power to take over management of the business and concern of the Company in certain events, to or in favour of the consortium of banks financing the working capital requirements of the Company and/ or any other financial institutions/investment institutions/banks or their Agent/s or Trustee/s, if any from whom financial assistances are/would be availed by the Company to secure amounts lent and advanced/agreed to be lent and advanced to the Company by them either severally or jointly up to a limit of ₹ 200 crores (Rupees Two Hundred crores only) by way of loan (Foreign Currency or Rupee), subscription to debentures, any other instruments, etc., together with interest thereon at the respective agreed rates, compound interest, additional interest, commitment charges, guarantee commission, remuneration payable to the Trustees, if any, costs, charges, expenses and other monies payable to all such financial institutions/investment institutions/banks, etc. in respect of financial assistance availed/to be availed from them or to the Trustees.

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

RESOLVED FURTHER that the Board be and is hereby authorised to finalise with the lenders, the debenture-holders, their Agents or Trustees, the deeds and documents for creating the aforesaid mortgage and/or charge and to do all such acts and things as may be necessary for giving effect to the aforesaid resolution."

13. To consider and if thought fit, to pass the following resolution with or without modification(s), as a **Special Resolution**:

"RESOLVED that consent of the Company be and is hereby accorded under the provisions of Section 180(1)(c) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company (the "Board") borrowing from time to time of such further sums of money as they may deem requisite for the purposes of the business of the Company, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which monies may be borrowed by the Board and outstanding shall not exceed the sum of ₹ 200 crores (Rupees Two Hundred crores only) at any point of time.

RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts and things as may be necessary for giving effect to the aforesaid resolution."

14. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED that as per the recommendation of the Remuneration Committee (renamed now as Nomination & Remuneration Committee) and pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read with section 198 of the Companies Act, 2013 and the rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company, be and is hereby accorded to the re-appointment of **Mr. Tribhuvanprasad Kabra (holding DIN 00091375)** as the Managing Director of the Company for a period of 3 (three) years effective from 24th June, 2014, on the terms and conditions of appointment and remuneration as contained in the Draft Agreement, the details of which are provided in the explanatory statement annexed to the notice convening the annual general meeting, with further liberty to the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include the Nomination & Remuneration Committee of the Board) to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board and Mr. Tribhuvanprasad Kabra.

RESOLVED FURTHER that in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Managing Director 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 the said Managing Director."

15. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED that pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

16. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), a remuneration of ₹ 3,60,000 (Rupees Three Lacs Sixty Thousand only) be paid to M/s. Poddar & Co., Cost Accountants (having firm registration number 29474), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March 2015.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

For and on behalf of the Board

Place: Mumbai
 Date: 29th July, 2014

Rameshwarlal Kabra
 Chairman
 DIN 00150875

REGISTERED OFFICE:

Ram Ratna House, Oasis Complex, P.B.Marg, Worli, Mumbai-400 013
 CIN : L31300MH1992PLC067802 E-MAIL : investor_grievance@ramratna.com

NOTES:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and on a poll, to vote instead of himself / herself and the proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Company's registered office not later than 48 (forty-eight) hours before the time fixed for holding the Meeting.
2. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Company so as to reach the registered office of the Company **at least seven days before the date of the Meeting** to enable the Company to make available the required information at the Meeting, to the extent possible.
3. Authorized representatives of corporate members intending to attend the Annual General Meeting (the "Meeting") must be authorized by proper Board resolution. A copy of the Board resolution must be sent to the Company before the Meeting.
4. In terms of the Articles of Association of the Company, read with the applicable provisions of the Companies Act, 2013 (read with erstwhile Companies Act, 1956), Shri Rameshwarlal Kabra, Director, retires by rotation at the ensuing Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company commends re-appointment of Shri Rameshwarlal Kabra.
5. Additional information pursuant to Clause 49 of the Listing Agreement in respect of Directors proposed for appointments/ re-appointments at the Meeting and the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
6. The Register of Members and Share Transfer Books will remain closed from Wednesday, 17th September, 2014 to Tuesday, 23rd September, 2014 (both days inclusive).
7. The payment of dividend, if any, declared at the Meeting, will be made to those Shareholders whose names appear on the Company's Register of Members on Tuesday, 23rd September, 2014 or to their nominees. In respect of shares held in dematerialized form, dividend will be paid to the beneficial owners as at the end of business hours on Wednesday, 17th September, 2014 as per the details to be received from Depositories for the purpose. Dividend warrants will be credited or dispatched within thirty days from the date of the Meeting.
8. Pursuant to Section 205A and 205C of the Companies Act, 1956, all unclaimed dividends, remaining unclaimed for a period of seven years from the date they became due for payment, need to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has already transferred the unclaimed dividends for the financial years 1995-96 to 2005-06 to the IEPF. Members are requested to contact the Company's Registrar and Share Transfer Agents, for payment in respect of unclaimed dividends for the years after 2006-07. Please note that the unclaimed portion of the dividend declared by the Company for the financial year 2006-2007 will be transferred to IEPF in the month of October, 2014.
9. Members are requested to notify immediately any change in their address / bank mandate to their respective Depository Participant (DP) in respect of their electronic share accounts and to the Company's Registrar & Share Transfer Agent at Sharepro Services (India) Private Limited at 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072 in respect of their physical share folios.
10. Members are requested to bring duly filled admission/ attendance slip and their copy of Annual Report to the Meeting.
11. All the documents referred in the accompanying notice will be available for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days till the date of ensuing Twenty Second Annual General Meeting.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant (DP) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar & Share Transfer Agent at Sharepro Services (India) Private Limited.
13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Nomination forms can be downloaded from the Company's website www.ramratna.com
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.

E-Voting –

15. Electronic copy of the Notice of the 22nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with

the Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Notice of 22nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

16. Voting through electronic means:

- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Depository Participants(s)]:

- Open email and open PDF file viz: The said PDF file contains your user ID and password/PIN for e-voting.
- Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- Click on Shareholder – Login
- Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- Password change menu appears. Change the password/PIN with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- Select “EVEN” (E-Voting Event Number) of Ram Ratna Wires Limited
- Now you are ready for e-voting as Cast Vote page opens.
- Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed
- Once you have voted on the resolution, you will not be allowed to modify your vote
- Institutional & Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rrwl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Depository Participants(s) or requesting physical copy]:

- Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN

- Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - 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 Downloads section of www.evoting.nsdl.com
 - If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - The e-voting period commences on Monday, 15th September 2014 (9 am) and ends on Wednesday, 17th September 2014 (4 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized