

23rd September, 2014

Corporate Relationship Department,
Bombay Stock Exchange Limited,
Dalal Street, Fort,
Mumbai 400 001
Fax – 022 – 22722039

Sub.: Scrip No. 522281 (RAM RATNA WIRES LIMITED)

Dear Sir,

Sub.: Proceedings of Annual General Meeting held on Tuesday, 23rd September, 2014

The 22nd Annual General Meeting of the Members of the Company was held on 23rd September 2014 at 11.00 a.m., at Sun ville, 9, Dr. Annie Besant Road, Worli, Mumbai- 400 018

Shri Rameshwarlal Kabra chaired the proceedings of the Meeting. Total 47 Members (including proxies) attended the Meeting as per records of the attendance. In respect of the agenda item relating to the re-appointment of Shri Rameshwarlal Kabra as Director, Shri Sandeep Jhanwar, Independent Director, chaired the proceeding.

The Chairman gave an overview of the financial performance of the Company for the financial year ended 31st March 2014 and read out the Chairman Speech.

The Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of business to be transacted at Annual General Meeting. The e-voting commenced at 9 a.m. on 15th September 2014 and ended at 4 p.m on 17th September 2014. Also, for those member who do not have access to e-voting, option was provided to send their assent/dissent forms. Shri Anup Vaibhav Khanna, Practicing Company Secretary, Partner, Khanna and Co. was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Chairman informed the Members that the Company has arranged for a Poll on all the 16(sixteen) resolutions to be passed at the Meeting. Thereafter, the Chairman ordered for a poll to be taken at the Meeting and appointed Shri Anup Vaibhav Khanna, Practicing Company Secretary, as the Scrutinizer for the Poll process and requested him to explain the process to the members present and requested for an orderly conduct of the voting. It was announced that the combined results of e-voting and the Poll will be put on the Company's website and submitted to the stock exchange. On the invitation of the Chairman, the interested Members raised their queries on the Company's accounts and businesses, which were replied by the Board. Thereafter, all the 16 (sixteen) resolutions were proposed and seconded.



In terms of the Listing Agreement and its compliance, we hereby submit the Proceedings of the 22nd Annual General Meeting of the Members of the Company held on Tuesday, 23rd September, 2014 where the following businesses were transacted by the Members.

ORDINARY BUSINESS:

1. Adoption of Balance Sheet, Profit & Loss Account, Directors' Report and Auditors' Report:

The Balance Sheet as at 31st March, 2014, Statement of Profit & Loss & Cash Flow for the year ended on that date along with the Reports of the Directors' and Auditors' thereon were received, considered and adopted.

2. Dividend:

The shareholders approved the declaration of dividend at the rate of `0.75 per equity share (Face value ` 5/-) i.e. 15 % for the financial year 2013-14 on the paid up equity share capital of the company.

3. Re-appointment of Shri Rameshwarlal Kabra (Din-00150875) as a Director:

Shri Rameshwarlal Kabra, who retired by rotation at this Annual General Meeting was re-appointed as a Director of the Company.

4. Appointment of Statutory Auditors:

The Shareholders passed a resolution approving the appointment of M/s. V.C. Darak & Co., Chartered Accountants, as Statutory Auditors of the Company for a period of 3 years i.e. 2014-15 to 2016-17 and authorizing the Board to fix their remuneration (subject to ratification at every AGM).

SPECIAL BUSINESS:

Ordinary Resolution:

5. Appointment of Independent Directors (6 separate resolutions were passed in this regard)

All the six Independent Directors have been appointed 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. The name of the Independent Directors is as under:

- i) Shri Mukund Chitale (DIN- 00101004)
- ii) Dr. Ajai Singh (DIN- 00281743)
- iii) Shri R Kannan (DIN-00227980)
- iv) Shri Sandeep Jhanwar (DIN-00124901)
- v) Shri Naveen Mandhana (DIN-01222013)
- vi) Shri Prashant Deshpande (DIN-00087591)

6. Regularisation of Additional Woman Director, Smt. Kirtidevi Kabra (Din- 00150796) as a Director.



Smt. Kirtidevi Kabra, an Additional Director, has been appointed as a Director liable to retire by rotation.

7.Re-appointment of Shri Tribhuvanprasad Kabra (Din-00091375) as a Managing Director:

The re-appointment of Shri Tribhuvanprasad Kabra as Managing Director for a period of 3 years w.e.f.24th June, 2014.

8.Remuneration of the Cost Auditors:

The remuneration of ` 3,60,000/- p.a. of the cost auditors M/s. Poddar & Co. for the cost audit of the company for the year 2014-15 was approved.

Special Resolution:

9.Approval of special resolutions U/s. 180(1)(a) and 180(1)(c) :

Authority to the Board to create security in terms of Section 180(1)(a) of the Companies Act, 2013.

10.Approval of special resolutions U/s. 180(1)(a) and 180(1)(c) :

Authority to the Board to borrow monies in excess of paid-up capital and free reserves in terms of Section 180(1)(a) of the Companies Act, 2013.

11.Approval of New Set of Articles of Associations:

Approval and adoption of new set of Articles of Association to bring them in conformity with the provisions of the Companies Act, 2013.

The Poll results in the prescribed format under Clause 35A of the Listing Agreement is being submitted separately to the Stock Exchange, and also being placed on the Company's website.

This is for your information and records.

Thanking you,

Yours faithfully,
For Ram Ratna Wires Limited,


Ramesh Chamadia
Company Secretary

