

Rajratan Global Wire Limited

CIN L27106MP1988PLC004778

Registered Office: 'Rajratan House' 11/2 Meera Path Dhenu Market, Indore – 452003

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POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions including any statutory modification / re-enactment etc. thereon]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Act"), Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 and all other applicable Laws and Regulations, that the resolutions appended below for increase in authorized share capital and consequential amendments to the Memorandum of Association of the Company and issue of bonus shares to the Members of Rajratan Global Wire Limited ("the Company"), are proposed to be passed by the Members through Postal Ballot/ electronic voting (evoting).

An Explanatory Statement pursuant to Sections 102 and 110 of the Act pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with the Postal Ballot Form for your consideration.

The Board of Directors of the Company ("Board"), at its meeting held on 22nd July, 2019, has appointed Mrs. Manju Mundra (FCS 3454, CP. No. 4431), a Practising Company Secretary as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed postage prepaid self addressed envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17:00 Hours IST on Wednesday, 28th August, 2019 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. The Scrutinizer's decision on the validity of Postal Ballot shall be final.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'General information and instructions relating to e-voting' in this Notice. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer, after completion of scrutiny of the Postal Ballots (including e-voting) will submit her report to the Managing Director or any other person authorised by Board. The result of postal ballot (including e-voting) shall be declared on or before Friday, 30th August, 2019 at the Company's Registered Office and communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents. The result will also be displayed on the Company's website at www.rajratan.co.in

ITEMS FOR SPECIAL BUSINESS:

1. Increase in Authorised Share Capital and Consequent Alteration of Memorandum of Association.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to provision of Sections 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and other statutory approval, if required, the consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 8,15,00,000 (Rupees Eight Crores Fifteen Lakhs only) divided into 81,50,000 (Eighty One Lakhs Fifty Thousand) equity shares of Rs.10/- (Rupee Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each by creation of additional 68,50,000 (Sixty Eight Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupee Ten Only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

"The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall unless repugnant to the context or meaning thereof be deemed to include any Committee thereof and any person authorised by the Board in this behalf) be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary,

proper, expedient or desirable for the purpose of giving effect to the aforesaid resolution and in connection with any matter incidental thereto."

2. Issue of Bonus Shares

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

"RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding ₹ 5,80,24,000 (Rupees Five Crores Eighty Lakhs Twenty Four Thousand Only) from and out of the securities premium account of the Company and/ or any other permitted reserves/surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares of ₹ 10/- (Rupees Ten only) each, credited as fully paid to eligible members of the Company holding equity shares of ₹ 10/- (Rupees Ten only) each of the Company whose names appear in the Register of Members on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 4 (Four) new fully paid-up equity share of ₹ 10/- (Rupees Ten only) each for every 3 (Three) existing fully paid-up equity share of ₹ 10/- (Rupees Ten only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT in the case of members who hold shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in physical form, the share certificate(s) in respect of the bonus equity shares shall be dispatched in line with circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 and within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.

RESOLVED FURTHER THAT, the Board be and is hereby further authorized to delegate all or any of the powers conferred by this resolution on it, to any committee or sub-committee of Directors or any other Director(s) or Officer(s) of the Company to give effect to the foregoing resolutions, with the power to such committee/ sub-committee of the Board to further delegate all or any of its powers/ duties to any of its members."

**By Order of the Board of Directors
For Rajratan Global Wire Limited**

**Shubham Jain
Company Secretary and Compliance Officer
ACS 35317**

**Dated – 22nd July, 2019
Place - Indore**

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 26th July, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self-addressed Envelope. The Postal Ballot Notice will be available on the Company's website www.rajratan.co.in
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Cut - off date i. e. 26th July, 2019 will be considered for the purpose of voting.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to investor.cell@rajratan.co.in. The Registrar and Transfer Agent/Company shall forward the same along with postage prepaid self-addressed envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members/Beneficial Owners as on 26th July, 2019. A person who is not a Member on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting facility arranged by Link Intime India Pvt. Ltd. The instructions for e-voting forms part of this Notice.
9. A Member cannot exercise vote by proxy on Postal Ballot.
10. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed postage prepaid self-addressed Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e., 17:00 hours IST) on Wednesday, 28th August, 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. Any Postal Ballot received after 17:00 hours IST on Wednesday, 28th August, 2019 will be considered invalid.
11. The Scrutinizer will submit his report to the Managing Director any other person authorised by Board after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Managing Director or any other Person duly authorised by the Board, on or before Friday, 30th August, 2019 at the registered office and will also be displayed on the website of the Company (www.rajratan.co.in), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
12. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Wednesday, 28th August, 2019 i.e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by Postal Ballot/e-voting.

GENERAL INFORMATION AND INSTRUCTIONS FOR E- VOTING:

1. In compliance with Regulation 44 of Listing Regulations and Sections 108 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of Link Intime India Pvt. Ltd. for the purpose of providing e-voting facility to all its Members.
2. E-voting is optional. A person whose name is recorded in the register of members or in register of Beneficiary Owners maintained by the depositories / Registrar as on Friday, 26th July, 2019, being the cut-off date for the purpose. Members of the Company holding shares either in physical or in dematerialized form, only shall be entitled to avail the facility of e-voting.
3. The e-voting facility will be available during the following period:

Commencement of e-voting	1. 09:00 Hours (IST) on Tuesday, 30th July, 2019
End of e-voting	2. 17:00 Hours (IST) on Wednesday, 28th August, 2019

3. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Link Intime India Pvt. Ltd. upon expiry of aforesaid period.
4. The detailed procedure and instruction for e-voting is as under

Instructions for shareholders to vote electronically:

❖ Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none">• Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act. 2013

Resolution(s) No.1 and 2

The equity shares of your Company are listed and traded on BSE Limited. With a view to encourage participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholder base, the Board of Directors in its meeting held on 22nd July, 2019, subject to consent of the members of the Company, approved and recommended bonus issue of 4(Four) equity share for every 3 (Three) existing equity share held, by the Members whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on a record date to be determined by the Company.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, guidelines issued by Securities and Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities. As per Article 9 of the Articles of Association of the Company, 'The Company in general meeting may decide to issue fully paid up bonus share to the member if so recommended by the Board of Directors.'

Presently, the authorized share capital of your Company is Rs. 8,15,00,000 (Rupees Eight Crores Fifteen Lakhs only) divided into 81,50,000 (Eighty One Lakhs Fifty Thousand) equity shares of Rs10/- (Rupee Ten Only) each. It is proposed to increase the authorized share capital to Rs. 15,00,00,000- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each by creation of additional 68,50,000 (Sixty Eight Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupee Ten Only). The increase in authorized share capital as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company.

The increase in authorized share capital and alteration of relevant clause(s) of the Memorandum of Association of the Company and issue of bonus equity shares, are subject to Members' approval in terms of Sections 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals

In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, aggregating of such fractions and allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members.

Accordingly, resolutions 1 and 2 of this Notice seek Members' approval for increase in authorized share capital and consequential amendments to Memorandum of Association of the Company and capitalization of the amount standing to the credit of the securities premium account for the purpose of issue of bonus equity shares on the terms and conditions set out in the resolutions.

No Director, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolutions 1 and 2 of this Notice except to the extent of their shareholding in the Company or to the extent of the shareholding of companies/institutions/trusts/other entities of which they are directors or members or trustees or hold other similar positions.

The Board recommends the resolutions 1 and 2 for approval of the Members.

**By Order of the Board of Directors
For Rajratan Global Wire Limited**

**Shubham Jain
Company Secretary and Compliance Officer
ACS 35317**

**Dated – 22nd July, 2019
Place - Indore**