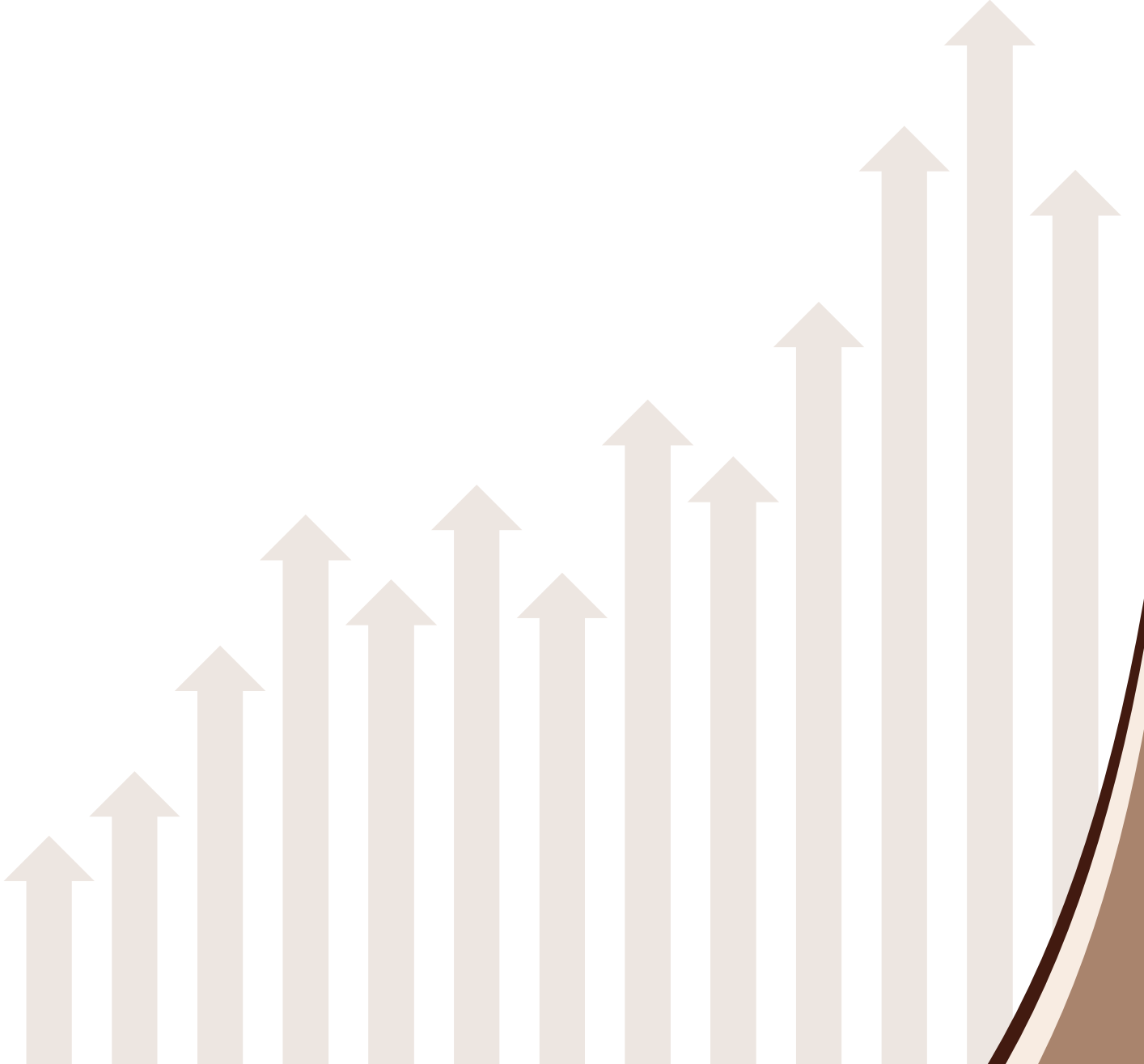


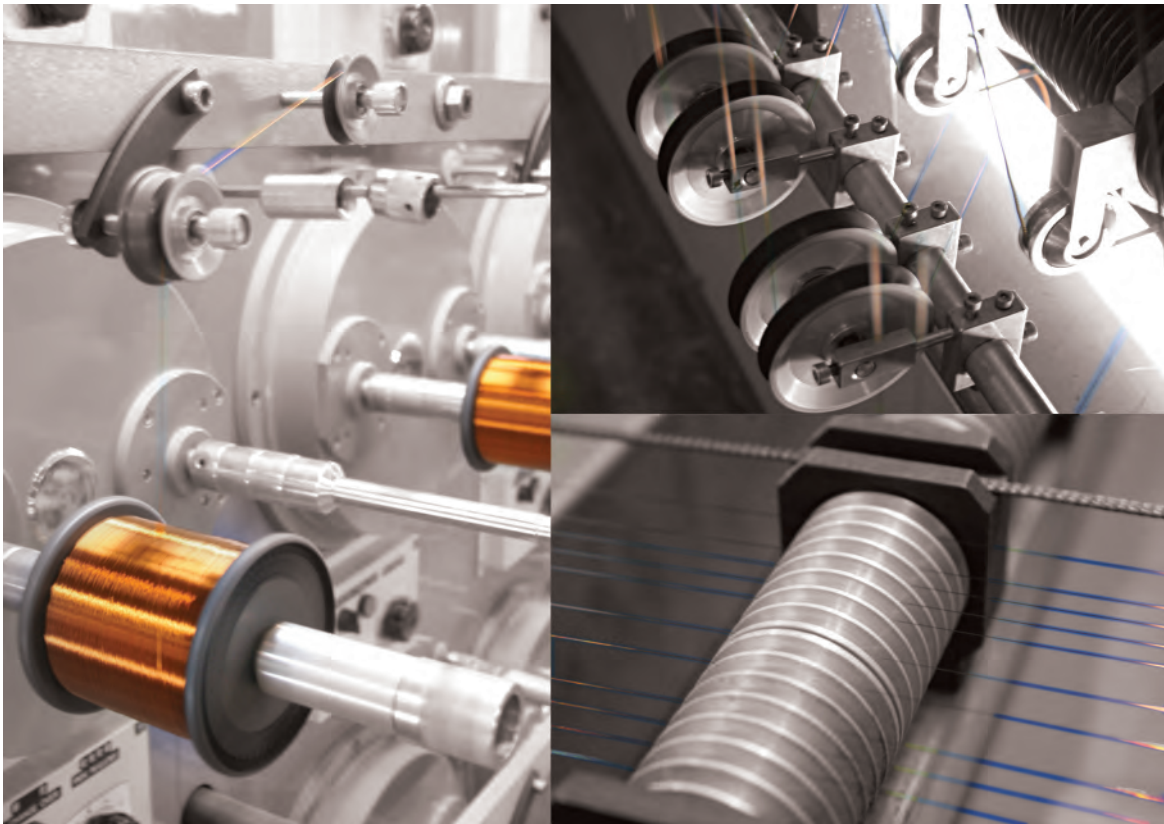
॥श्रीः॥

वसुदेवसुतं देवं कंसचाणूरमर्दनम् । देवकीपरमानन्दं कृष्णं वन्दे जगद्गुरुम् ॥

**RAM RATNA WIRES LTD.**

20th Annual Report 2011-2012





View of Advanced Technique Fine Wire Enamelling Machine.

**20th ANNUAL GENERAL MEETING**

Day & Date : Thursday, 23<sup>rd</sup> August, 2012  
Venue : Maheshwari Bhavan,  
Plot No. R - 14 & 15, Oshiwara,  
New Link Road Ext., Opp. Tarapur Garden,  
Andheri (West), Mumbai – 400 053  
Phone No. : 022 - 2637 4253 / 54 / 56 / 57  
Time : 11:00 a.m.

<b>CONTENTS</b>	<b>Page No.</b>
Company Information .....	2
Financial Highlights .....	3
Notice of Annual General Meeting .....	4
Directors' Report .....	7
Report on Corporate Governance.....	11
Management Discussion and Analysis.....	25
CEO Certificate.....	30
Auditors' Report on Financial Statements.....	31
Balance Sheet.....	34
Statement of Profit & Loss.....	35
Cash Flow Statement .....	36
Notes to Financial Statements.....	37

## COMPANY INFORMATION

### BOARD OF DIRECTORS

Shri Rameshwarlal Kabra	Chairman
Shri Tribhuvanprasad Kabra	Managing Director
Shri Mahendra Kumar Kabra	Director
Shri Satyanarayan Loya	Director
Shri Mukund Chitale	Director
Dr. Ajai Singh	Director
Shri Naveen Kumar Mandhana	Director
Shri Sandeep Jhanwar (w.e.f. 18.08.2011)	Director
Shri R. Kannan (w.e.f. 18.08.2011)	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

#### 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

Rathi & Associates  
 Practicing Company Secretaries  
 Tel : 91-22-40764444 Fax : 91-22-40764466

#### COMPANY SECRETARY

Ramesh Chamadia

#### BANKERS

State Bank of India  
 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 : 91-22-67720300/51/52/53 Fax : 91-22-28375646

**FINANCIAL HIGHLIGHTS**

(₹ in Lacs)

Description	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06
<b>A. Operating Results:</b>							
Gross Sales and related income	61,305.92	54,601.96	43,871.44	33,916.91	33,274.00	24,441.66	15,413.74
Net Sales and related income	56,031.24	49,901.91	40,536.25	30,353.47	28,784.35	21,139.80	13,311.94
Other Income	106.39	39.44	31.54	23.57	66.73	12.37	2.00
<b>Net Profit before Taxation</b>	<b>721.60</b>	<b>1,442.91</b>	<b>1,788.39</b>	<b>220.95</b>	<b>874.91</b>	<b>162.38</b>	<b>296.81</b>
Provision for Taxation	212.97	495.77	617.70	83.85	324.27	66.38	107.42
<b>Net Profit after Taxation</b>	<b>508.63</b>	<b>947.14</b>	<b>1,170.69</b>	<b>137.10</b>	<b>550.64</b>	<b>96.00</b>	<b>189.39</b>
<b>B. Financial Position:</b>							
Fixed Assets (Net)	4,711.49	4,584.13	3,053.16	3,025.63	2,544.86	2,153.77	1,908.05
Current Assets (Net)	11,512.24	8,494.50	7,848.52	4,653.81	5,863.86	4,554.11	2,683.84
Investments	146.75	43.88	40.00	40.00	40.00	40.00	40.00
<b>TOTAL ASSETS</b>	<b>16,370.48</b>	<b>13,122.51</b>	<b>10,941.68</b>	<b>7,719.44</b>	<b>8,448.72</b>	<b>6,747.88</b>	<b>4,631.89</b>
Share Capital	1,100.00	1,100.00	1,100.00	1,100.00	1,100.00	947.00	947.00
Reserves and Surplus	3,671.03	3,354.17	2,663.57	1,749.43	1,708.85	681.14	668.23
<b>SHAREHOLDERS' FUND</b>	<b>4,771.03</b>	<b>4,454.17</b>	<b>3,763.57</b>	<b>2,849.43</b>	<b>2,808.85</b>	<b>1,628.14</b>	<b>1,615.23</b>
Loan Funds	11,171.96	8,286.14	6,848.89	4,567.11	5,397.99	4,903.06	2,825.19
Deferred Tax	427.49	382.20	329.22	302.90	241.88	216.68	191.47
<b>TOTAL CAPITAL EMPLOYED</b>	<b>16,370.48</b>	<b>13,122.51</b>	<b>10,941.68</b>	<b>7,719.44</b>	<b>8,448.72</b>	<b>6,747.88</b>	<b>4,631.89</b>
<b>C. Equity Share Data:</b>							
Earning per share (₹)	2.31	4.31	10.64	1.25	5.80	1.01	2.00
Book value	21.69	20.25	36.55	25.90	25.56	17.19	17.06
Dividend (%)	15.00	20.00	20.00	7.50	15.00	7.50	12.50
Number of Shares (in Lacs)	220.00	220.00	110.00	110.00	110.00	94.70	94.70
<b>D. Operational Performance:</b>							
Production - ECW (Mts)	9,716	9,877	9,893	8,289	7,017	5,044	4,182
Production - ECS + (Mts)	417	464	410	282	90	10	-
Production - SWW (Mts)	512	277	175	-	-	-	-
Production - EAW (Mts)	347	12	-	-	-	-	-
Capacity Utilization - ECW %	65	61	72	69	70	60	61
Capacity Utilization - ECS + %	67	77	68	47	15	2	-
Capacity Utilization - SWW %	78	23	-	-	-	-	-
Capacity Utilization - EAW %	30	-	-	-	-	-	-

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

Figures of current and previous years have been re-grouped as per revised Schedule VI to the Companies Act, 1956.

## NOTICE

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of the Members of Ram Ratna Wires Limited will be held at Maheshwari Bhavan, Plot No. R-14 & 15, Oshiwara, New Link Road Ext., Opp. Tarapur Garden, Andheri (West), Mumbai – 400 053 on Thursday, 23<sup>rd</sup> August, 2012, at 11:00 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2012, the Statement of Profit and Loss for the year ended as on that date together with Reports of the Directors and Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Shri Rameshwarlal Kabra, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. Ajai Singh, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

Place : Mumbai  
Date : 26<sup>th</sup> May, 2012

For and on behalf of the Board  
**Rameshwarlal Kabra**  
Chairman

### REGISTERED OFFICE:

Ram Ratna House, Oasis Complex,  
P.B. Marg, Worli, Mumbai-400 013

**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. The Register of Members and Share Transfer Books will remain closed from Friday, 17<sup>th</sup> August, 2012 to Thursday, 23<sup>rd</sup> August, 2012 (both days inclusive).
5. Additional information pursuant to Clause 49 of the Listing Agreement in respect of Directors proposed for re-appointment at the Meeting is annexed hereto.
6. 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 Thursday, 23<sup>rd</sup> August, 2012 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 Friday, 17<sup>th</sup> August, 2012 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.
7. Pursuant to Section 205A and 205C of the Companies Act, 1956, all unclaimed/unpaid dividends, remaining unpaid or 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 unpaid/unclaimed dividends for the financial years 1995-96 to 2003-04 to the IEPF. Members are requested to contact the Company's Registrar and Share Transfer Agents, for payment in respect of unclaimed/unpaid dividends. Please note that the dividend declared by the Company for the financial year 2004-2005 will be transferred to IEPF in the month of October, 2012.
8. 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.
9. Members are requested to bring duly filled admission/ attendance slip and their copy of Annual Report to the Meeting.
10. 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 Twentieth Annual General Meeting.
11. 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.

For and on behalf of the Board

**Rameshwarlal Kabra**  
**Chairman**

Place : Mumbai  
Date : 26<sup>th</sup> May, 2012

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, following information is furnished in respect of Directors proposed to be re-appointed at the Annual General Meeting.

Name	Shri Rameshwarlal Kabra	Dr. Ajai Singh
Date of Birth	13/11/1933	05/07/1956
Date of Appointment on the Board	31/10/1992	29/06/2006
Qualification & Nature of Expertise	Industrialist	B.A., M.B.A., D.B.A.
Experience	He has over 44 years experience in enamelled copper winding wire and cable industry.	He has over 32 years of work experience. He started his career as a Management Consultant. He was the CEO of Modi Entertainment Limited and Managing Director of Professional Assessment and Training Systems Pvt. Ltd. He is a Certified Professional Behaviour Analyst, Certified Professional Value Analyst, Certified Achieve Global Master Trainer, Certified Synergic Master Trainer, Certified Entretel Master Trainer and Certified Leadership Foundation Master Trainer, Certifier Master Trainer in Change Works System. He is a Certified Master Leadership Coach. He is the CEO of Organization Transformation International, India (OTI) – a management consulting firm. He attained his Doctorate in Business Administration from Apollos University, California, USA.
Name of Companies in which also holds Directorship	1. RR Switchgear Pvt. Ltd. 2. Jag-bid Finvest Pvt. Ltd. 3. Ram Ratna Research and Holdings Pvt. Ltd.	None
Name of the Companies in Committees of which holds Membership / Chairmanship	None	None
Number of Shares held in Ram Ratna Wires Limited	1,05,200 Equity Shares	Nil

For and on behalf of the Board

**Rameshwarlal Kabra**  
**Chairman**

Place : Mumbai  
 Date : 26<sup>th</sup> May, 2012



## DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting the 20<sup>th</sup> Annual Report and the Audited Accounts of your Company for the financial year ended 31<sup>st</sup> March, 2012.

### FINANCIAL HIGHLIGHTS

(₹ in Lacs)

Particulars	Year ended 31 <sup>st</sup> March, 2012	Year ended 31 <sup>st</sup> March, 2011
Sales and other Income	56,137.63	49,941.35
Total Expenditure	53,894.13	47,520.37
Profit before Interest, Depreciation & Tax	2,243.50	2,420.98
Less: Finance Costs	1,055.78	609.02
Depreciation	466.12	369.05
Profit before Tax	721.60	1,442.91
Less: Provision for Taxation	212.97	495.77
Net Profit after tax	508.63	947.14
Balance brought forward from Previous Year	2,358.97	1,768.37
Profit available for appropriation	2,867.60	2,715.51
<b>Appropriations:</b>		
Proposed Dividend	165.00	220.00
Corporate Tax on Proposed Dividend	26.77	36.54
Transfer to General Reserve	26.00	100.00
Balance Carried Forward	2,649.83	2,358.97

### OPERATIONS AND FINANCIAL REVIEW

Financial Year 2011-12 was a challenging year for your Company. The Middle East crisis, uncertainty of European economy, huge fluctuations in LME rates of copper coupled with severe adverse market conditions domestically as well as internationally and many other factors had a great impact on the working of the Company. However, in spite of all this, your Company put in the best efforts on increasing the sale of value added products and also took substantial cost reduction measures. Your Company achieved a production of 11,189 MTs insulated material altogether (ECW, ECS, SWW, EAW) through improvement in operational efficiencies.

During the Financial Year 2011-12, your Company posted sales & other income of ₹ 56,137.63 Lacs, as against ₹ 49,941.35 Lacs in the previous year and registered a net profit after tax of ₹ 508.63 Lacs as against the previous year's net profit of ₹ 947.14 Lacs.

### FINANCIALS

The Ministry of Corporate Affairs (MCA) vide notification no. S.O. 447(E) dated 28<sup>th</sup> February, 2011 amended the existing Schedule VI to the Companies Act, 1956. The Revised Schedule VI is applicable from financial year commencing from 1<sup>st</sup> April, 2011. The financial statements of your Company for the year ended 31<sup>st</sup> March, 2012 have been prepared in accordance with the Revised Schedule VI and accordingly, the previous year's figures have been reclassified/ regrouped to conform to this year's classification.

### DIVIDEND

Your Company endeavors to balance the dual responsibility of providing an appropriate return to the Members and retaining a reasonable portion of the profit to maintain healthy financial condition with a view to supporting and sustaining future expansion plans and growth. Keeping this endeavor in view, your Directors are pleased to recommend, for approval of members, payment of dividend of ₹ 0.75 per share (Paid-up value ₹ 5/-) (previous year ₹ 1.00 per share – Paid-up value ₹ 5/-) for the year ended 31<sup>st</sup> March, 2012.

The payment of dividend together with tax thereon, if declared, at the forthcoming Meeting will absorb ₹ 191.77 Lacs.

## **EXPANSION PLAN**

The modernization and expansion plan as envisaged by the Company at its Units for increasing the production capacity and widening the product range has been completed during the financial year. However, further expansion as may be required will continue to be done during the current year at regular intervals.

## **JOINT VENTURE IN BANGLADESH**

Your Company has decided to invest up to USD 4,00,000 in a Joint Venture company in Bangladesh which would manufacture enamelled wire, cables and enamelled strips. The commercial production has been delayed due to unforeseen circumstances and is now likely to commence in and around July, 2012. The Company has so far made an investment of USD 2,13,700.

## **DIRECTORS**

Shri Rameshwarlal Kabra and Dr. Ajai Singh, Directors, retire by rotation and being eligible, offer themselves for re-appointment at the ensuing Meeting.

Brief profile of the Directors proposed to be re-appointed is annexed to the Notice of the ensuing Meeting.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2012, the applicable accounting standards read with requirements set out under Revised Schedule VI to the Companies Act, 1956, have been followed and there are no material departures from the same;
- such accounting policies have been selected and applied consistently and such judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2012 and of the profit of the Company for the year ended on that date;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- that the annual accounts of the Company have been prepared on a 'going concern' basis.

## **CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS REPORTS**

Your Company is committed to maintain highest standards of Corporate Governance. A Report on Corporate Governance together with Management Discussion and Analysis Report forms part of this Annual report. The requisite certificate from M/s. Rathi & Associates, Company Secretaries, Mumbai, regarding compliance of requirements of Corporate Governance pursuant to Clause 49 of the Listing Agreement with the Stock Exchange is attached to this report.

## **AUDITORS & AUDITORS' REPORT**

M/s. V.C.Darak & Associates, Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. The Company has received letter from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for re-appointment within the meaning of Section 226 of the said Act.

The observations made in the Auditors' Report, read together with the relevant notes thereon are self-explanatory and hence, do not call for any further comments.

## **COST AUDITOR**

Pursuant to the direction from the Ministry of Corporate Affairs for appointment of Cost Auditors, your Board has appointed Mr. Sandeep Poddar, as the Cost Auditor of your Company for the financial year 2012-13 to conduct the audit of the cost records of the Company.

## **PARTICULARS OF EMPLOYEES**

The Company continues to maintain cordial relations with its workforce at all locations. Continuous up-gradation of core skill through training programmes either internally or through external agencies is an integral part of human resources development policy.

**PUBLIC DEPOSITS**

The deposits accepted by the Company are in accordance with the provisions of Section 58A of the Companies Act, 1956, read with the Companies (Acceptance of Deposits) Rules, 1975 as amended.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The relevant data pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed hereto and forms part of this report.

**ENTERPRISE RESOURCE PLANNING (ERP)**

The major IT initiative undertaken to implement ERP across all plants and offices of the Company has been successfully implemented.

The basic and advance computer training to employees is on a continual basis. The process of strengthening the IT infrastructure by addition of computer hardware is an ongoing process and all efforts would be made by your Company to achieve its goal of total ERP solutions.

**INTERNAL AUDIT AND CONTROL**

M/s. O.P. Rathi & Co., Chartered Accountants, Vadodara, Gujarat are the Internal Auditors of your Company. Your Company periodically reviews and implements the recommendations of the Internal Auditors. The findings of the Internal Auditors are being discussed on an on-going basis with the concerned operation and process divisions and corrective actions are taken. Internal Audit reports are discussed in Audit Committee meetings.

**ENVIRONMENT, SAFETY AND HEALTH**

Safety, Health and Environment will continue to be top priorities of your company. Your Company continues to make improvements in environmental and safety performance mainly through the involvement and training of all its personnel of all levels.

Salasar Copper, unit of your company meets the requirements of the International Standards ISO 14001:2009, OHSAS 18001:2007 and EnMS 16001:2009. Your Company has undergone successful audits under EMS and OH&S management systems.

During the year, your Company has undergone successful surveillance audits. ESHE committee has met every month to discuss and improve its performance related to environment, safety, health and energy.

**CORPORATE SOCIAL RESPONSIBILITY**

Your Company believes that sustainable development is possible only when it strikes a reasonable balance between its manufacturing activities and major concerns of the society and community at large. Management's commitments, work culture, business ethics and processes create a positive atmosphere for all to participate and in turn a commitment towards corporate social responsibility. A free medical dispensary at Silvassa Works operates for the welfare of the down trodden. Tree plantation programme is carried out during the monsoon. Blood donation camp is regularly organized during the year. Your Company lays stress on imparting good education to the children and makes contributions to educational institutions. Your Company strives to uphold the principles of not employing any child labour.

**ACKNOWLEDGEMENTS**

Your Directors take this opportunity to thank and place on record their appreciation for all the executives, staff and workers at all levels for their hard work and dedication during the year under review. Your Directors sincerely convey their appreciation to customers, shareholders, vendors, bankers, business associates, regulatory and government authorities for their consistent support.

For and on behalf of the Board

**Rameshwarlal Kabra**  
**Chairman**

Place : Mumbai

Date : 26<sup>th</sup> May, 2012

## ANNEXURE TO THE DIRECTORS' REPORT

### I. Information as required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31<sup>st</sup> March, 2012.

#### A. CONSERVATION OF ENERGY

Energy Conservation has direct impact on economic development and on environmental protection.

In view of this, your Company continues to strive for conservation of all forms of energy , mainly electrical energy, thermal energy, fuel, etc.

Conservation of Energy means using less energy for the same quantum or level of activity. Conservation measures include up-gradation of Technology and optimization of operations which are in regular agenda of your company's working. Monitoring of energy consumption daily, machine wise, consumption analysis, Energy accounting and Energy Audit to achieve higher energy efficiency have been adopted by your Company on a regular & continuous basis.

Above all, awareness among employees at all levels on energy saving in the Company's day to day activities is very high which helps in conserving all forms of energy including pneumatic and hydraulic.

In recognition of the high levels of Standards achieved in all aspects of Energy Management System (EnMS), your Company has successfully met the surveillance audit during the current year.

Your company is now poised to migrate to ISO: 50001. It is the new World Standard in Energy Management which must be adhered to for the betterment of this Planet.

A delegation from BIS, New Delhi visited your company during the year to see the achievements on Energy front.

#### Total energy consumption and energy consumption per unit of production

Form 'A' of the annexure to the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988, is not applicable.

#### B. TECHNOLOGY ABSORPTION

Your Company continues to import latest version of wire Enamelling Plants with low Power consumption , advanced process monitoring systems leading to automation which improves quality of products and reduces the cost of production. Your Company has not imported any technology and process in this regard. Keeping pace with Technological development abroad, your Company continues to develop technology and processing techniques in house.

#### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

( ₹ in Lacs )

	2011-12	2010-11
Total Foreign Exchange earned	54.03	Nil
Total Foreign Exchange spent	5,825.62	5,072.70

For and on behalf of the Board

**Rameshwarlal Kabra**  
 Chairman

Place : Mumbai

Date : 26<sup>th</sup> May, 2012

## REPORT ON CORPORATE GOVERNANCE

In accordance with Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited (BSE), the report containing the details of corporate governance systems and processes at Ram Ratna Wires Limited is as under -

### A. MANDATORY REQUIREMENTS

#### 1) Company's Philosophy on code of Corporate Governance:

Corporate Governance essentially is the system by which companies are directed and controlled by the management in the best interest of the stakeholders and others. Corporate Governance is a set of practices and procedures which are followed by a company consistently ensuring accountability, transparency and fairness in all its transactions. Over the years, the Company has shown a commitment towards effective corporate governance. The Company believes that it needs to show a degree of responsibility and accountability to all its stakeholders.

The demand for good corporate governance requires professionals to raise their levels of competency and capability and meet the highest standards of ethics. Thus, there has to be maintained a proper integration and careful balancing of the complex interrelationship between the Board of Directors, Audit Committee, Accounting Team, Statutory and Internal Auditors and the Senior Management. In line with the Ram Ratna Group policy, your Company firmly believes that sound governance is integral to creating value on an overall basis. Your Company maintains at all times the highest levels of transparency, accountability for performance and effective management and ensures timely disclosures of all financial and other relevant information.

Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target.

The Company has laid down a code of conduct for the Board Members and senior management and the code of conduct has been placed on the website of the Company.

#### 2) Board of Directors:

##### 2.1 Composition and Category of Directors:

The Board of Directors of your Company is constituted in conformity with Clause 49 of the Listing Agreement with Stock Exchange and comprises of Nine (9) Directors as on 31<sup>st</sup> March, 2012 representing the optimum combination of professionalism, knowledge and experience. Of these Nine (9) Directors, one (1) is Executive Director and Eight (8) are Non-Executive Directors of which Five (5) are Independent. The Chairman of the Board is a Non-Executive Director.

The composition and other details of Board of Directors of the Company as on 31<sup>st</sup> March, 2012 is as under:

Name of the Directors	Designation	Independent / Non-Independent	Shareholding in the Company (No. of Shares)
Shri Rameshwarlal Kabra	Chairman, Non-Executive	Non-Independent	1,05,200
Shri Tribhuvanprasad Kabra	Managing Director, Executive	Non-Independent	4,35,466
Shri Mahendra Kumar Kabra	Director, Non-Executive	Non-Independent	18,67,966
Shri Satyanarayan Loya	Director, Non-Executive	Non-Independent	21,400
Shri Mukund Chitale	Director, Non-Executive	Independent	Nil
Dr. Ajai Singh	Director, Non-Executive	Independent	Nil
Shri Naveen Kumar Mandhana	Director, Non-Executive	Independent	Nil
Shri Sandeep Jhanwar*	Director, Non-Executive	Independent	Nil
Shri R Kannan *	Director, Non-Executive	Independent	Nil

\* Appointed as Director w.e.f. 18<sup>th</sup> August, 2011

##### 2.2 Boards functioning and Procedure:

The Board of Directors is the apex body constituted by the Shareholders and it plays a pivotal role in ensuring good governance. The Board's role, functions, responsibility and accountability are clearly defined. In addition to its primary role of setting corporate goals and monitoring corporate performance, it directs and guides the activities of the Management towards the attainment of goals and determines accountability with a view to ensure that the Corporate Philosophy and

mission viz. to create long term sustainable growth that translates itself into progress, prosperity and the fulfillment of stakeholders' aspirations is accomplished. It also sets standards of Corporate Behaviour and ensures ethical behaviour at all times and strict compliance with laws and regulations.

**Number of Board Meetings held and the dates on which held:**

During the year ended 31<sup>st</sup> March, 2012, four Board Meetings were held on 28<sup>th</sup> May, 2011, 25<sup>th</sup> July, 2011, 5<sup>th</sup> November, 2011 and 9<sup>th</sup> February, 2012.

Attendance of Directors at Board meetings held during the year 2011-12, last Annual General Meeting and number of other Directorships and Chairmanships / Memberships of Committees held by each Director in various companies is as under :

Name of the Directors	No. of Board Meetings during the year –Four	Attended last AGM	Number of other		
	Attended		Directorships	Committee Memberships	Committee Chairmanships
Shri Rameshwarlal Kabra	3	Yes	0	0	0
Shri Tribhuvanprasad Kabra	3	Yes	4	0	0
Shri Mahendra Kumar Kabra	4	Yes	1	0	0
Shri Satyanarayan Loya	4	Yes	1	0	1
Shri Mukund Chitale	4	Yes	11	10	5
Dr. Ajai Singh	1	Yes	0	0	0
Shri Naveen Kumar Mandhana	0	No	2	0	0
Shri Sandeep Jhanwar *	4	Yes	0	0	0
Shri R Kannan *	2	No	4	0	2

\* Appointed as Director w.e.f. 18th August, 2011

Note: Private limited companies, foreign companies and companies under section 25 of the Companies Act, 1956 are excluded for the above purposes. Only audit committee and shareholders' grievance committee are considered for the purpose of committee positions as per listing agreement.

None of the Director is a member of the Board of more than 15 companies in terms of Section 275 of the Companies Act, 1956 or a member in more than 10 committees or Chairman in more than 5 committees across all companies in which he was a Director.

**Information placed before the Board of Directors:**

The Board is presented with all the materially significant information of the Company. The following information is regularly provided to the Board either as a part of the agenda papers in advance of the Board Meetings or are tabled in the course of the Board Meetings with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

- i. Operating plans of Business, capital budgets and other updates;
- ii. Minutes of the meetings of the Audit Committee and other Committees;
- iii. Legal compliance report and certificate, secretarial audit report;
- iv. Review of foreign exchange exposures and exchange rate movement, if material;
- v. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any;
- vi. Any material default in financial obligations to and by the Company or substantial non-recoveries against sales, if any;
- vii. Materially important litigations, show cause, demand, prosecution and penalty notices, if any;

- viii. Significant labour problems and their proposed solutions. Any significant development in human resources/industrial relations front like signing of wage agreement, implementation of voluntary retirement scheme, etc.;
- ix. Non-compliance of any regulatory, statutory or listing requirements and shareholders' service such as non-payment of dividend, delay in share transfer, etc.;
- x. Issues relating to shareholders such as ratification of transfers, demat status, pending grievances, issue of duplicate share certificates, etc.;
- xi. Contracts in which Director(s) are deemed to be interested;
- xii. Details of investment of surplus funds available with the Company;
- xiii. General disclosure of interest of Directors;
- xiv. Appointment, remuneration and resignation of Directors;
- xv. Details of any joint venture, etc.;
- xvi. Quarterly, Half yearly and Annual Financial results of the Company and its Business Segments;
- xvii. Appointment of Statutory Auditor, Cost Auditor and Internal Auditor;
- xviii. Appointment of Company Secretary / Chief Financial Officer;
- xix. Dividend declaration;
- xx. Reconstitution of Board Committees;
- xxi. Generally, all other matters which are material in nature and require to be presented to the Board.

**Post meeting follow-up Mechanism:**

The guidelines for Board and Committee meetings facilitate an effective post-meeting follow-up, review and reporting process for the decisions taken by the Board and the Board Committees thereof. The current status of follow up action on the decisions taken is reported to the Board and the Committees thereof in succeeding meeting of the Board / Board Committee for noting by the Board / Board Committee.

**Compliance:**

The Company Secretary is responsible for and is required to ensure adherence to all the applicable laws and regulations including the Companies Act, 1956 read with the rules issued there under.

**2.3 Committees of the Board:**

The Board has three Committees – the Audit Committee, the Shareholders/Investors Grievance Committee and the Remuneration Committee.

The Board is responsible for the constitution, co-opting and fixing the terms of reference for Committee members of the said Committees.

**I. Audit Committee:**

**Terms of reference**

**a) Primary objectives of the Audit Committee:**

The Audit Committee acts as a link between the Statutory Auditors and the Board of Directors. The Audit Committee of the Company assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements and inter-alia, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures. The primary objective of the Audit Committee (the "Committee") is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and the transparency, integrity and quality

of financial reporting. The Committee oversees the work carried out in the financial reporting process by the management, including the independent auditors and notes the process and safeguards employed by each.

**b) Broad terms of reference of the Audit Committee:**

- i. Provide an open avenue of communication between the independent auditors and the Board of Directors (“BoD”).
- ii. Recommending the appointment and removal of statutory auditors, fixation of audit fees and also to approve the payment for other services.
- iii. Oversight of the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- iv. Meet at least four times a year or more frequently as circumstances require. The Audit Committee may ask members of management or others to attend meetings and provide pertinent information as necessary.
- v. Confirm and assure the independence of the external auditors.
- vi. Review with independent auditors, the co-ordination of audit efforts to assure completeness of coverage, reduction of redundant efforts and the effective use of all audit resources.
- vii. Consider and review with the independent auditor the adequacy of internal controls including the computerised information system controls and security.
- viii. Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- ix. Reviewing with the management, performance of Statutory and Internal Auditors and adequacy of the internal control systems.
- x. Reviewing with the management the annual financial statements before submission to the Board, focusing primarily on:
  - Any changes in the accounting policies and practices;
  - Disclosure of related party transactions;
  - The going concern assumption;
  - Compliance with Accounting Standards;
  - Compliance with Stock Exchange and legal requirements concerning financial statements;
  - Significant adjustment arising out of audit findings;
  - Qualifications, if any, in the draft audit report;
  - Matters required to be included in Director’s Responsibility Statement as appear in Board of Directors’ Report.
- xi. Consider and review with the management and the independent auditors:
  - Significant findings during the year, including the status of previous audit recommendations;
  - Any difficulties encountered in the course of audit work including any restrictions on the scope of activities or access to required information.
- xii. Review of the following information:
  - Management discussion and analysis of financial condition and results of operations;
  - Statement of significant related party transactions submitted by the Management;
  - Management letters/letters of internal controls, weaknesses issued by the Statutory and Internal Auditors.



**c) Composition, name of members and Chairman:**

The Audit Committee of the Board of Directors of the Company has been constituted in accordance with the Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. The Statutory Auditors, Internal Auditors and senior executives are regularly invited to the Audit Committee Meetings.

The Committee consists of the following members as on 31<sup>st</sup> March, 2012:

1. Shri Mukund Chitale, Chairman
2. Shri Satyanarayan Loya
3. Shri Sandeep Jhanwar

All members of the Audit Committee have accounting and financial management expertise. Shri Mukund Chitale, Chairman of the Audit Committee had attended the last Annual General Meeting held on 18<sup>th</sup> August, 2011.

**d) Meetings and attendance during the year:**

During the financial year ended 31<sup>st</sup> March, 2012, four Audit Committee Meetings were held i.e. on 28<sup>th</sup> May, 2011, 25<sup>th</sup> July, 2011, 5<sup>th</sup> November, 2011 and 9<sup>th</sup> February, 2012. The table hereunder gives the attendance record of the Audit Committee members.

Name of the Audit Committee Members	Position	No. of meetings attended
Shri Mukund Chitale (Chairman)	Non-Executive, Independent Director	4
Shri Satyanarayan Loya	Non-Executive Director	4
Shri Sandeep Jhanwar	Non-Executive, Independent Director	4

The Committee has recommended to the Board the appointment of M/s. V. C. Darak & Associates, Chartered Accountants, as the Statutory Auditors of the Company for the Financial Year 2012 - 2013 and that necessary resolution for appointing them as auditors be placed before the shareholders in the ensuing Annual General Meeting.

**II. Remuneration Committee:**

**a) Brief description and terms of reference:**

The Committee comprises of the following members: Shri Sandeep Jhanwar, (Chairman), Shri Satyanarayan Loya, Shri Mukund Chitale and Dr. Ajai Singh, all being Non-Executive Directors.

The scope of this committee is to determine and recommend to the Board the compensation of the Executive Directors and senior management personnel. The Committee may also approve, allocate and administer the Employee Stock Option Schemes and other related matters. Presently, the Company does not have any stock option plan or performance linked incentives for its Directors.

During the financial year ended 31<sup>st</sup> March, 2012, two Remuneration Committee Meetings were held i.e. on 28<sup>th</sup> May, 2011 and 5<sup>th</sup> November, 2011. The table hereunder gives the attendance record of the Remuneration Committee members.

Name of the Remuneration Committee Members	Position	No. of meetings attended
Shri Sandeep Jhanwar (Chairman)	Non-Executive, Independent Director	2
Shri Satyanarayan Loya	Non-Executive Director	2
Shri Mukund Chitale	Non-Executive, Independent Director	2
Dr. Ajai Singh	Non-Executive, Independent Director	0

**b) Remuneration Policy:**

Non-Executive Directors are paid sitting fees for each meeting of the Board and committees of the Board attended by them. The appointment and remuneration of the Managing Director and other Executive Directors is governed by resolutions passed by the Board of Directors and shareholders of the Company, which covers terms of such appointment,

read with the service rules of the Company. Remuneration paid to the Managing Director and other Executive Directors is recommended by the Remuneration Committee, approved by the Board and is within the limits set by the shareholders at the General Meetings.

**c) Details of Remuneration paid to the Directors for the Financial Year ended 31<sup>st</sup> March, 2012 are as under:**

**Executive Directors**

(₹ in Lacs)

Name & Position	Pay & Allowance	Perquisites	Total	Retirement Benefits
Shri Tribhuvanprasad Kabra, Managing Director	36.84	Nil	36.84	Nil

**Non-Executive Directors**

(₹ in Lacs)

Name of the Directors	Sitting Fees paid for attending Meetings of		
	Board	Audit Committee	Remuneration Committee
Shri Rameshwarlal Kabra	0.30	Nil	Nil
Shri Mahendra Kumar Kabra	0.40	Nil	Nil
Shri Satyanarayan Loya	0.40	0.40	0.20
Shri Mukund Chitale	0.40	0.40	0.20
Dr. Ajai Singh	0.10	Nil	Nil
Shri Naveen Kumar Mandhana	Nil	Nil	Nil
Shri Sandeep Jhanwar	0.40	0.40	0.20
Shri R Kannan	0.20	Nil	Nil

**III. Shareholders'/Investors' Grievance Committee:**

**a) Composition:**

The Shareholders'/Investors' Grievance Committee comprises of the following members:

- Shri Satyanarayan Loya, Chairman
- Shri Rameshwarlal Kabra

Shri Ramesh Chamadia, Company Secretary, acts as the Compliance Officer.

**b) Scope:**

The scope of the Shareholders'/Investors' Grievance Committee is to review and address shareholders and investor complaints and grievances in respect of share transfers, transmissions, non-receipt of annual report, non-receipt of dividends, etc. and recommends measures which can facilitate better investor services and relations.

**c) Meetings and Attendance:**

During the financial year ended 31<sup>st</sup> March, 2012, four Shareholders'/Investors' Grievance Committee Meetings were held i.e. on 20<sup>th</sup> May, 2011, 16<sup>th</sup> July, 2011, 16<sup>th</sup> October, 2011 and 16<sup>th</sup> January, 2012. The table hereunder gives the attendance record of the Shareholders'/Investors' Committee members.

Name of the Shareholders / Investors Grievance Committee members	Position	No. of meetings attended
Shri Satyanarayan Loya (Chairman)	Non-Executive Director	4
Shri Rameshwarlal Kabra	Non-Executive Director	4

The Committee expresses satisfaction with the Company's performance in dealing with investors' grievance and its share transfer system.

During the year, the Company has received and attended to 13 complaints. There were no pending / unattended complaints as on 31<sup>st</sup> March, 2012.

Nature of complaints received and attended to during the year 2011-12:

Nature of complaint	Pending As on 01-04-11	Received During the year	Resolved During the year	Pending As on 31-03-12
Transfer/Transmission /Duplicate	-	4	4	-
Non-receipt of Dividend	-	9	9	-
Non-receipt of Refund Order	-	-	-	-
Dematerialisation/Rematerialisation of shares	-	-	-	-
<b>Complaints received from:</b>				
Securities and Exchange Board of India	-	-	-	-
Stock Exchange	-	-	-	-
Registrar of Companies/Department of Company Affairs	-	-	-	-
Legal	-	-	-	-
<b>Total</b>	-	<b>13</b>	<b>13</b>	-

As per the revised Clause 49 of the Listing Agreement and to expedite the process of share transfers, the Board has delegated the powers of share transfers and related matters to Share Transfer Committee comprising of Shri Satyanarayan Loya, Director and Shri Ramesh Chamadia, Company Secretary. The Committee meets once in a fortnight and approves all the matters related to shares i.e. share transfer, transmission, dematerialisation and rematerialisation of shares, etc.

### 3) General Body Meetings:

Details of General Body Meetings held in last three years are given hereunder:

#### Annual General Meeting

Year	Date	Venue	Time	Special resolution(s) passed
2009	01-09-2009	Maheshwari Bhavan, Plot No. R-14 &15, Oshiwara New Link Road, Andheri (W) Mumbai – 400 053	04:30 p.m.	Keeping Register of Members, index of Members and other related books at the premises of Company's Registrar and Share Transfer Agents
2010	13-08-2010	Maheshwari Bhavan, Plot No. R-14 &15, Oshiwara New Link Road, Andheri (W) Mumbai – 400 053	11:30 a.m.	Alteration of the Articles of Association of the Company.
2011	18-08-2011	Maheshwari Bhavan, Plot No. R-14 &15, Oshiwara New Link Road, Andheri (W) Mumbai – 400 053	11:00 a.m.	None

### 4) Secretarial Compliance Report:

- As a measure of good Corporate Governance practice, though not legally required, a Secretarial Audit on the compliance of corporate laws and SEBI regulations was conducted by M/s. Rathi & Associates, Practicing Company Secretaries for the financial year ended 31<sup>st</sup> March, 2012.
- Secretarial Audit Report

Quarterly Secretarial Audit Reports on reconciliation of the total admitted capital with CDSL & NSDL and the total issued and listed capital were furnished to the Stock Exchange on the following dates:

For the quarter ended	Furnished on
30th June, 2011	25th July, 2011
30th September, 2011	19th October, 2011
31st December, 2011	16th January, 2012
31st March, 2012	16th April, 2012

#### 5) Secretarial Standards:

The Institute of Company Secretaries of India has issued Secretarial Standards on Board / General Meetings, Dividend and Registers and Records, Minutes, Transmission of Shares and Debentures, Passing Resolution by circulation, affixing of Common Seal, Forfeiture of Shares, Board's Report that are presently recommendatory. The Company's practices and procedures mostly meet with these standards, wherever applicable.

#### 6) Quarterly Compliance Report on Corporate Governance:

The Company has submitted for each of the four quarters during the year 2011-12, the Compliance Report on Corporate Governance to the Bombay Stock Exchange Limited in the prescribed format within 15 days from the close of the respective quarters.

#### 7) Disclosures:

##### (i) Related Party Transactions:

There are no materially significant related party transactions with its Promoters, the Directors or the Management and their Relatives, etc. which may have potential conflict with the interests of the Company at large. Related Party Transactions are disclosed in the Notes to the Accounts forming part of this Annual Report.

##### (ii) Compliances by the Company:

The Company has complied with the requirements of regulatory authorities on capital markets including the requirements under the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended and no penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or any other statutory authority on any matter relating to the capital markets, during the last three years.

##### (iii) Whistle Blower Policy and Access of personnel to the Audit Committee:

The Company promotes ethical behavior in all its business activities and the Company's personnel have access to the Chairman of the Audit Committee in cases such as concerns about unethical behavior, frauds and other grievances. No personnel of the Company have been denied access to the Audit Committee.

##### (iv) Compliance with the Mandatory requirements and Implementation of the Non-mandatory requirements:

The Company has complied with the mandatory requirements of the Corporate Governance Clause 49 of Listing Agreement. The Company has not implemented the non-mandatory requirements enlisted by way of annexure to Clause 49 Listing Agreement except the constitution of Remuneration Committee.

#### 8) Means of Communication:

- |                                                                                                                                    |                                                                                                |
|------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|
| a) Half-yearly report sent to each of the shareholder                                                                              | : No. *                                                                                        |
| b) Quarterly/Half-yearly results published in                                                                                      | : The Economic Times – English<br>Maharashtra Times – Marathi                                  |
| c) Whether the website also displays official news releases and presentations to the media, analysts, institutional investors' etc | : No                                                                                           |
| d) Audited yearly financial results published in                                                                                   | : The Economic Times – English<br>Maharashtra Times – Marathi<br>The Economic Times – Gujarati |
| e) Whether MD&A (Management Discussion & Analysis) is a part of Annual Report?                                                     | : Yes                                                                                          |
| f) No presentations were made to the institutional investors or to analysts during the year under review.                          |                                                                                                |

The Company also informs by way of intimation to the Stock Exchange all price sensitive matters and such other matters which in its opinion are material and of relevance to the Shareholders and subsequently issues a Press Release on the said matters.

\* As the results are published in newspapers having wide circulation, half-yearly results are not sent separately to each shareholder.

### 9) Certificate on Corporate Governance:

As required by Clause 49 of the Listing Agreement, a certificate issued by M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai regarding compliance with Corporate Governance norms is given as an annexure to this report.

### 10) CEO declaration:

As required by Clause 49 of the Listing Agreement, the Board of Directors and the senior management personnel have affirmed compliance of the Company's Code of Conduct. A declaration to this effect, signed by the Managing Director, is annexed to this Report.

### 11) General Shareholders' Information:

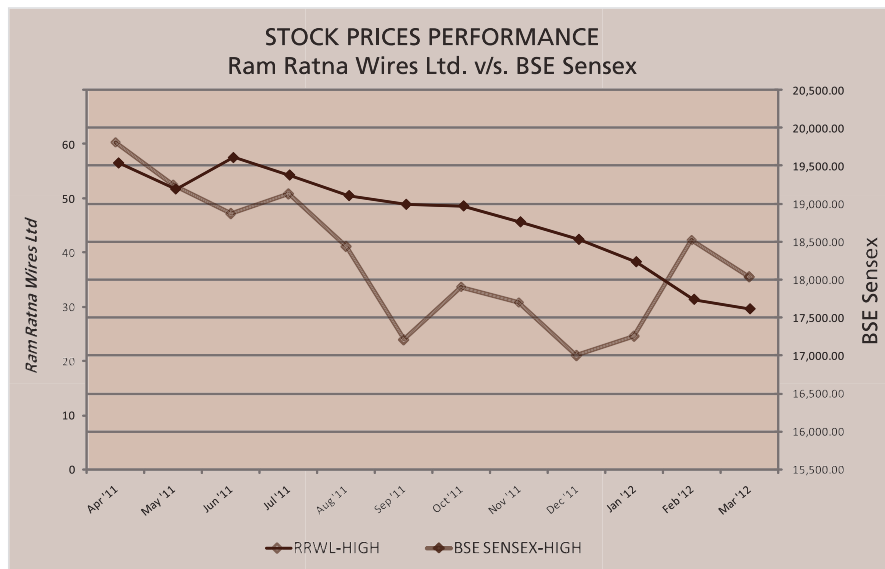
#### Annual General Meeting

- |        |                                                                |   |                                                                                                                                                                                                                                                                                                                                                                                               |
|--------|----------------------------------------------------------------|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (i)    | Date and Time                                                  | : | 23 <sup>rd</sup> August, 2012, 11:00 a.m.                                                                                                                                                                                                                                                                                                                                                     |
|        | Venue                                                          | : | Maheshwari Bhavan, Plot No. R-14 & 15, Oshiwara, New Link Road Ext., Opp. Tarapur Garden, Andheri (West), Mumbai – 400 053                                                                                                                                                                                                                                                                    |
| (ii)   | Financial Calender (tentative and subject to change)           | : | Reporting for Un-audited Financial Results for the quarter ending                                                                                                                                                                                                                                                                                                                             |
|        |                                                                |   | June 30, 2012 : By 14 <sup>th</sup> August, 2012                                                                                                                                                                                                                                                                                                                                              |
|        |                                                                |   | September 30, 2012 : By 14 <sup>th</sup> November, 2012                                                                                                                                                                                                                                                                                                                                       |
|        |                                                                |   | December 31, 2012 : By 14 <sup>th</sup> February, 2013                                                                                                                                                                                                                                                                                                                                        |
|        |                                                                |   | March 31, 2013 : By 14 <sup>th</sup> May, 2013                                                                                                                                                                                                                                                                                                                                                |
|        |                                                                |   | Annual General Meeting for year ending March 31, 2013 : By 30 <sup>th</sup> September, 2013                                                                                                                                                                                                                                                                                                   |
| (iii)  | Dates of book closure                                          | : | 17 <sup>th</sup> August, 2012 to 23 <sup>rd</sup> August, 2012 (both days inclusive)                                                                                                                                                                                                                                                                                                          |
| (iv)   | Dividend Payment                                               | : | On or after 27 <sup>th</sup> August, 2012                                                                                                                                                                                                                                                                                                                                                     |
| (v)    | Registered Office                                              | : | Ram Ratna House, Oasis Complex, P.B. Marg, Worli, Mumbai – 400 013.<br>Tel. No.: 91-22-2492 4144/2494 9009<br>Fax No.: 91-22-2491 0819<br>Email: investor_grievance@ramratna.com<br>ramesh.chamadia@ramratna.com                                                                                                                                                                              |
| (vi)   | Listing of Equity Shares                                       | : |                                                                                                                                                                                                                                                                                                                                                                                               |
|        | (a) Stock Exchange                                             | : | The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited<br>The Company has made an application to the National Stock Exchange of India Limited (NSE) for listing its equity shares. However, the Company is yet to hear from NSE.                                                                                                                                    |
|        | (b) Depository                                                 | : | Central Depository Services (India) Ltd. and<br>National Securities Depository Ltd.<br>Annual Listing Fees as prescribed has been paid for the year 2012 – 2013.                                                                                                                                                                                                                              |
| (vii)  | Stock Exchange Code                                            | : | Bombay Stock Exchange Limited – 522281                                                                                                                                                                                                                                                                                                                                                        |
| (viii) | Disclosures regarding appointment/re-appointment of Directors: | : | Pursuant to the provisions of Sections 255 & 256 of the Companies Act, 1956, Shri Rameshwarlal Kabra and Dr. Ajai Singh shall retire by rotation at the forthcoming Annual General Meeting.<br>The Board has recommended the re-appointment of the said Directors to the shareholders. The detailed resume of Directors proposed to be re-appointed is appended to the notice of the Meeting. |

**(ix) Stock Market price data relating to the shares:**

Monthly high and low at the Bombay Stock Exchange Limited for financial year ended 31<sup>st</sup> March, 2012:

Month	Volume of Shares	Bombay Stock Exchange Limited		BSE Indices
		High (₹)	Low (₹)	High
April, 2011	54,457	57.00	43.50	19,811.14
May, 2011	60,674	52.00	37.50	19,253.87
June, 2011	1,52,442	58.00	41.50	18,873.39
July, 2011	1,55,822	54.50	44.00	19,131.70
August, 2011	52,522	50.90	37.00	18,440.07
September, 2011	1,83,838	49.35	42.00	17,211.80
October, 2011	1,25,921	48.85	38.10	17,908.13
November, 2011	1,31,209	46.00	34.05	17,702.26
December, 2011	86,093	42.90	33.00	17,003.71
January, 2012	90,975	38.70	29.75	17,258.97
February, 2012	1,43,926	31.60	27.50	18,523.78
March, 2012	2,28,735	29.90	24.00	18,040.69



**(x) Registrar and Share Transfer Agent:**

The Company's shares being in compulsory dematerialised (demat) list are transferable through the depository system. Shares in physical form are processed by the Registrar and Share Transfer Agent and approved by Share Transfer Committee of the Company. Shares sent for physical transfer are generally registered and returned within a period of 30 days from the date of receipt, if the documents are complete in all respects.

The total number of shares transferred in physical form during the year 2011-12 was 7,600 shares.

**(xi) Share Transfer System:**

- (i) As per the Guidelines of SEBI/Stock Exchanges, a Demat Option Letter is sent to the transferees, seeking their option, as to whether the shares transferred in their name, would be demated by them or they would like to hold the shares, in physical form. After 30 days time, if the Demat Request Form is not received along with the Demat Option Letter, duly accepted, physical share certificates are dispatched to the transferees.

- (ii) The Shareholders/Investors Grievance Committee meets as often as required. As per Clause 49 of the Listing Agreement and to expedite the process of share transfers, the Board has delegated the powers of share transfers and related matters to Shri Satyanarayan Loya, Director and Shri Ramesh Chamadia, Company Secretary who attend to share transfer formalities at least once in a fortnight.
- (iii) Nomination facility for shareholding: As per the provisions of the amended Companies Act, 1956, facility for making nomination is available to shareholders in respect of shares held by them. Nomination forms can be obtained from the share transfer agent.
- (iv) Payment of dividend through Electronic Clearing Services : The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the bank account details furnished by the depositories for depositing dividends through Electronic Clearing Service (ECS) to the Investors wherever ECS and Bank details are available. In the absence of ECS facility the Company is required to print the Bank account details if available on payment instruments for distribution of dividend, etc. to the shareholders.
- (v) During the year under review, the Company has credited Rs.1.96 lacs lying in the unpaid / unclaimed dividend account, to the Investor Education and Protection Fund (IEPF) pursuant to Section 205C of the Companies Act, 1956 read with the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001.
- (vi) Unclaimed dividends: The Company is required to transfer dividends which have remained unpaid / unclaimed for a period of seven years to the Investor Education & Protection Fund established by the Government. Unpaid/ unclaimed dividend for the year 31<sup>st</sup> March, 2005, if any, will be transferred to the Investor Education and Protection Fund within the prescribed time-limit.

**(xii) Dividend History (Last 7 Years)**

(₹ in Lacs)

Financial Year	Dividend %	Total Dividend	Unpaid / Unclaimed	Due date for Transfer
2004-05	12.50	118.38	2.13	October, 2012
2005-06	12.50	118.38	1.89	October, 2013
2006-07	7.50	71.02	0.72	October, 2014
2007-08	15.00	165.00	2.33	October, 2015
2008-09	7.50	82.50	1.51	October, 2016
2009-10	20.00	220.00	4.35	September, 2017
2010-11	20.00	220.00	4.18	September, 2018

**(xiii) Distribution of Shareholding as on 31<sup>st</sup> March, 2012:**

No. of Equity Shares held	Shareholders		Shares	
	Numbers	% to total Shareholders	Numbers	% to total Capital
1 - 500	3,642	77.94	7,25,944	3.30
501 - 1000	441	9.44	3,68,403	1.67
1001 - 5000	417	8.92	11,25,775	5.12
5001 - 10000	60	1.28	4,70,985	2.14
10001 & above	113	2.42	1,93,08,893	87.77
Total	4,673	100.00	2,20,00,000	100.00

**(xiv) Categories of Shareholding as on 31<sup>st</sup> March, 2012:**

Category	Shareholders		Shares	
	Number	% to total Shareholders	Number	% to total Capital
<b>PROMOTERS' HOLDING</b>				
Indian Promoters	24	0.51	1,46,59,354	66.64
Foreign Promoter	1	0.02	14,00,000	6.36
<b>Total of Promoter Holding</b>	<b>25</b>	<b>0.53</b>	<b>1,60,59,354</b>	<b>73.00</b>
<b>NON- PROMOTERS' HOLDING</b>				
Institutional Investors				
Banks, FIs, Insurance Cos.	1	0.02	3,600	0.02
<b>Others</b>				
Private Corporate Bodies	101	2.16	3,96,541	1.80
Indian Public	4,537	97.07	55,23,834	25.11
NRIs / OCBs	9	0.19	16,671	0.07
<b>Total of Non-Promoter Holding</b>	<b>4,648</b>	<b>99.47</b>	<b>59,40,646</b>	<b>27.00</b>
<b>Grand Total</b>	<b>4,673</b>	<b>100.00</b>	<b>2,20,00,000</b>	<b>100.00</b>

**(xv) Dematerialisation of shares and liquidity:**

The Company has established connectivity with Central Depository Services (India) Limited and National Securities Depository Limited for dematerialisation of shares and the same are available in electronic segment under ISIN No. INE207E01023.

As on 31 <sup>st</sup> March, 2012		
Form	No. of shares	%
Demat	1,90,45,498	86.57
Physical	29,54,502	13.43
<b>Total</b>	<b>2,20,00,000</b>	<b>100.00</b>

**(xvi) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity:**

There are no GDRs/ADRs/Warrants or any Convertible Instruments pending conversion or any other instrument likely to impact the equity share capital of the Company.

**12) Plant Locations:**

- 1) Survey No. 212/2, Near Dadra Check Post, Village : Dadra, Silvassa - 396 193 (U.T. of D & NH)
- 2) Survey No. 142/2, Madhuban Dam Road, Village : Rakholi, Silvassa - 396 240 (U.T. of D & NH)



### 13) Address for correspondence:

<p><b>Registrar and Share Transfer Agent</b> (share transfer and communication regarding share certificates, dividends and change of address)</p>	<p><b>Sharepro Services (India) Pvt. Ltd.</b> 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai -400 072. Tel.No.:91-22-67720300 / 51 / 52 / 53 Fax No.:91-22-28375646 E-mail: sharepro@vsnl.com</p>
<p><b>Compliance Officer</b></p>	<p><b>Shri Ramesh Chamadia, Company Secretary</b> Ram Ratna House, Oasis Complex, P.B. Marg, Worli, Mumbai - 400 013 Tel.No.:91-22-24924144/24949009 Fax No.:91-22-24910819 E-mail: investor_grievance@ramratna.com ramesh.chamadia@ramratna.com</p>

### 14) Request to Investors:

- a) Investors are requested to communicate change of address, if any, directly to the Registrar and Share Transfer Agent of the Company at the above address.
- b) As required by SEBI, investors shall furnish details of their bank account number and name and address of the bank for incorporating the same in the warrants. This would avoid wrong credits being obtained by unauthorized persons.
- c) The shareholders are requested to dematerialise their physical share certificates, through a depository participant. Shareholders requiring any further clarification/assistance on the subject may contact the Company's share transfer agent.
- d) Investors who have not availed nomination facility are requested to avail the same by submitting the nomination form. The form will be made available on request.
- e) Investors holding shares in electronic form are requested to deal only with their depository participant in respect of change of address, nomination facility and furnishing bank account number, etc.
- f) Members who have not encashed their dividend warrants in respect of dividends declared for the year ended 31<sup>st</sup> March 2005 and for any financial year thereafter may contact the Registrar and Share Transfer Agent of the Company. Members are requested to note that the dividend not claimed for a period of seven years from the date they first became due for payment shall be transferred to Investor Education and Protection Fund (IEPF) in terms of Section 205C of the Companies Act, 1956.

## B. NON-MANDATORY REQUIREMENTS

### 1. The Board:

- a) Whether Chairman of the Board is entitled to maintain a Chairman's Office at the Company's expenses and also allowed reimbursement of expenses incurred in performance of his duties:

The Chairman is a Non-Executive Director in the Company. The Chairman does not maintain an office at the Company's expense.

- b) Independent Directors may have a tenure not exceeding in the aggregate, a period of nine years, on the Board of the Company.

Presently the Company has not adopted the above non-mandatory requirement.

**2. Remuneration Committee:**

The Company has formed Remuneration Committee. The details are mentioned at para 2.3 (II) of this Report.

**3. Shareholders' Rights:**

The quarterly, half-yearly and annual results of the Company are published in one English and one regional newspaper having wide circulation (vide para 8(b) of this Report). The results are not sent to the shareholders individually.

**4. Audit Qualification:**

The Company has generally ensured to remain in the regime of unqualified financial statements.

**5. Training of Board Members:**

Presently the Company does not have training programme for Board Members.

**6. Mechanism for evaluating Non-Executive Board Members:**

Presently the Company does not have any mechanism for evaluating the performance of Non-executive Board Members.

**7. Whistle Blower Policy:**

The Company promotes ethical behavior in all its business activities and has a mechanism of reporting illegal or unethical behavior. The employees are free to report violations of laws, rules, regulations or unethical conduct to their Departmental Head and they have access to the Chairman of the Audit Committee. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

**8. CEO Certification:**

The Managing Director of the Company gives annual certification on financial reporting and internal controls to the Board in terms of Clause 49 and is forming part of this Report.

For and on behalf of the Board

**Rameshwarlal Kabra**  
**Chairman**

Place : Mumbai  
Date : 26<sup>th</sup> May, 2012

## MANAGEMENT DISCUSSION AND ANALYSIS

### I. INDUSTRY SCENARIO

#### A) Industry structure

Infrastructure development, Power generation including renewable energy like Solar and Wind power, Transmission and Distribution with deployment of Smart Grid Technology in Power management , Accelerated Power Development and Reform Programme (APDRP) initiated by the Government , Automobile Industries, etc. continued to be the priority sectors of development . These sectors directly or indirectly contribute to the growth of the winding wire industry and will give a boost in the general in the long run to the Indian wire & cable industry.

Your Company manufactures entire range of winding wires and strips which are used for a wide variety of applications in Electrical, Electro-Mechanical, Electro-Hydraulic, Electro- Pneumatic, Electronic & Telecommunication equipments which are either dynamic like Motors & Generators or Static like Transformers, UPS, relay coils, Solenoid coils, Brake coils, etc. Enamelled Copper wire (ECW) constitutes more than 80% of Winding Wire production in India.

Submersible Winding Wire (SWW), Super Fine Wire and Enamelled Aluminium Wire (EAW) are three other types of winding wires which have been given prominence due to their higher value addition. Other products include, Paper Covered Wires (PCW) & Strips (PCS), Fiber Glass Covered Strips (FGCS), Bare Copper Strips (BCS) and Enamelled Copper Strips (ECS).

#### B) Development, Modernization & Expansion

Technological up gradation of product and processing techniques in line with the latest international development is one of the key agenda in your Company's Philosophy. Dadra plant has been under modernization by replacing its old machines and adding technologically advanced plant & machinery to manufacture all types of Superfine Wire up to 47 SWG.

Latest European Enamelling Plant developed by "MAG" Austria is designed for very low power consumption. It conserves energy while protecting environment due to less power consumption. Your Company has taken the initiative to import this new Generation 4 line horizontal enamelling plant code worded as "MAG's Zero Technology".

#### C) Outlook

Prospects of Winding Wire industry is linked with the growth in Power Sector. The 11<sup>th</sup> Five Year Plan which ended on 31<sup>st</sup> March, 2012 contributed 54,964 MW to the Installed Capacity. Despite slow down in Indian Electrical Industry since 2011 -12, the 12<sup>th</sup> Plan ( April, 2012 - March, 2017 ) aims at an addition of 76,000 MW of installed capacity with increased participation of Private Sector both in Power Generation and Manufacture of Power Generating Equipments (Source IEEMA May, 2012 Edition). This will boost our per capita consumption of electricity which at present stands at 770 Kwh as against the world average of 2782 Kwh ( Source IEEMA – January, 2012 Edition).

Therefore, the demand for winding wire is assured and broadly the future outlook for winding wire industry is bright.

#### D) Opportunities and threats

Highly fluctuating Copper prices in the international market, depreciation of Indian Rupee as against major currencies like US Dollar & Euro and hence higher input cost of copper, Cost of production due to wage increase & price increase of various inputs, stringent delivery schedules at very short notice from Domestic Consumers and tough competition from other leading manufacturers in the winding wire industry continued to threaten the profitability of your Company.

### II REVIEW OF OPERATIONS

#### A) Product-wise performance

Production		(in MTs)	
Description	2011-12	2010-11	
Enamelled Copper Wire	9,716	9,877	
Enamelled Copper Strips+	417	464	
Bare Copper Strips	197	244	
Enamelled Alluminium Wire	347	12	
Submersible Winding Wire	512	277	

## B) Risks and Concerns

In the winding wire business, the global demand and supply of copper and its prices plays a vital role and could significantly affect the company's turnover. The Company is fairly exposed to the domestic and global political and economic risks. The prices advanced on rapidly increasing demand for copper from China, India and the other emerging economies of Asia, accompanied by supply side concerns, including workers unrest and strikes in some key mines and smelters, and natural calamities in major copper producing regions.

The Company also continuously keeps working on getting approvals from new and renowned customers to increase its market share commensurate with its increased capacity.

Intense competition in the market could affect our cost advantages and result in decreased turnover. Failure to complete fixed price, fixed time frame deliveries could result in lower revenues of the company. The business of the company could suffer if we fail to anticipate and develop new products and enhance existing range to keep pace with the rapid changes in the winding wire industry. Currency fluctuations could affect the results of operations.

The Company requires funds for the ongoing operations, growth and expansion projects. It has sufficient committed lines of credit from various banks in India to fund the operations as well as expansion projects.

The Company's manufacturing facilities are based in India. Any changes in the legal, fiscal and other regulatory regimes of our country could affect our performance. In the event that the Government of India brings about any changes in import tariffs in India and reduction or curtailment of income tax benefits available to some of our operations in India can pose risks to the Company. It also has a wide customer base and changes in the legal, fiscal or regulatory regimes can also affect the competitiveness of our products and affect the Company's performance.

## III FINANCIAL REVIEW

(₹ in Lacs)

Description	2011-12	2010-11
Net Sales and Other Income	56,137.63	49,941.35
Total Expenditure	53,894.13	47,520.37
Profit before Interest, Depreciation & Tax	2,243.50	2,420.98
Finance Costs	1,055.78	609.02
Depreciation	466.12	369.05
Profit before Tax	721.60	1,442.91
Net Profit after tax	508.63	947.14
Earnings Per Share (in ₹)	2.31	4.31
Debtors outstanding	9,757.37	7,722.20
Inventory	1,414.05	1,314.89
Fixed Assets	4,711.49	4,584.13

The financial statements have been prepared in accordance with the requirement of the Companies Act, 1956 and the prescribed Accounting Standards. The estimates and judgment to the financial statements has been made on a reasonable basis, in order that the financial statements reflect in a true and fair manner. The forms and substances of transactions are reasonably representing the company's state of affairs and the profit for the year.

## IV INTERNAL CONTROL SYSTEMS

The Company has in place adequate internal control systems and review mechanism commensurate with the size and nature of its business. A detailed audit process and audit plan by external agencies cover the key risks identified through the risk management program, wherein existence and effectiveness of the control measures indicated against the risks are verified.

The review of the process and findings is done by the senior management on a monthly basis and is an integral part of the performance management of the organisation.

## V ENVIRONMENT

In its pursuit to attain excellence in environmental management towards sustainable business development, your company is committed to develop and maintain Environmental Management System (EMS). The environment policy focuses on:

1. Constant endeavour to comply with all the applicable laws and regulations.
2. Creating awareness amongst all employees for a clean, green and safe environment.
3. Preventing pollution.
4. Continuously improving the environment performance by tree plantation, gardens in and around the manufacturing units, etc.

The state-of-art manufacturing equipment and technology meets the requirements of International Standards. Continual training on EMS and awareness on environmental aspects and impacts is given.

Salasar Copper, unit of your Company, meets the requirements of the International Standards ISO 14001:2004.

## VI HUMAN RESOURCES DEVELOPMENT

### Training

Training to employees at all levels is provided regularly to develop the knowledge and skills. Your company is following the guidelines of ISO 10015 – the standard on training. This will ensure that the best practices are followed in developing functional and other skills of our employees.

The company adopts a proactive approach in sensitizing its employees on issues related to Environment, Safety, Health and Energy by meaningfully engaging them in several events during Safety Week, World Water Day, World Environment Day. The monthly in house continued education program newsletter 'SETU' is very well received by employees and their family members.

The management is fully committed to the development of its human resources.

The company aims at providing in-class training to each employee. Every new recruit receives complete safety training and on the job training from his colleagues / supervisor. Functional and developmental training is provided from time-to-time to all employees to enhance their skills and productivity. The company continues to promote and support sports and promotes sports activities amongst its employees at its various units and offices.

The company makes use of designated days like Earth Day, World Environment Day and Safety Day as opportunities to create awareness on key issues that affect the company as well as the individuals. The monthly newsletter 'SETU' is a powerful tool for building fellowship and spread learning and regular quiz on various aspects are held and prizes / merit certificates awarded to winners.

There is an all round support from the management to the development of human resources.

### Knowledge Management

Ram Ratna Group has a practice of sharing experiences of one company with other Group companies in various fields of production / finance / marketing. Knowledge Management is being developed by involving and sharing of information on key performance parameters at all levels which results in an overall improvement.

### Industrial Relations

The company continues to maintain healthy and cordial industrial relations. The values and the culture of the group foster family feelings amongst all its employees. The Company's employees strength as at March 31, 2012 was 424.

## VII SAFETY AND HEALTH

Safety and Health are the overriding considerations of the company. The company has a well defined Safety and Health policy which focuses on

- Providing and maintaining safe workplace, plants and systems

- Providing information, instructions, training and supervision to ensure safety
- Providing personal protective equipments as required
- Continuously reviewing and improving its safety performance

The company has an Environment-Safety-Health- Energy (ESHE) committee which has members from staff and workers. The ESHE committee meets every month to bring proactive measures for environment, energy, safety and health. Celebration of Safety Week has been a major event where even the employees, their children and spouses participated in a number of safety competitions.

Salasar Copper, unit of your Company meets the requirements of the International Standards ISO OHSAS 18001:2007.

#### **VIII CAUTIONARY STATEMENT**

The Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/ supply and price conditions in the markets in which your Company operates, changes in the government regulations, tax laws and statutes and other incidental factors.

For and on behalf of the Board

**Rameshwarlal Kabra**

**Chairman**

Place : Mumbai

Date : 26<sup>th</sup> May, 2012

**CODE OF CONDUCT DECLARATION**

Pursuant to Clause 49 I(D) of the Listing Agreement entered into with the Stock Exchange, I hereby declare that all the Board Members and senior management personnel of the Company have affirmed compliance with the Code of Conduct for the year ended 31<sup>st</sup> March, 2012.

Place : Mumbai  
Date : 26<sup>th</sup> May, 2012

**Tribhuvanprasad Kabra**  
Managing Director

---

**PRACTICING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of  
**Ram Ratna Wires Limited**

We have examined the compliance of conditions of Corporate Governance by Ram Ratna Wires Limited ("the Company") for the year ended 31<sup>st</sup> March, 2012, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchange.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examinations were limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

As per the records of the Company, there were no investor grievances remaining unattended for a period exceeding one month against the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of  
**Rathi & Associates**  
Company Secretaries

**Himanshu S. Kamdar**  
Partner  
FCS No: 5171  
COP No: 3030

Place : Mumbai  
Date : 26<sup>th</sup> May, 2012

## CEO CERTIFICATE

I, Tribhuvanprasad Kabra, Managing Director of the Company certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2012 and that to the best of my knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware of and the steps I have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit committee of:
  - (i) Significant changes in internal control over financial reporting during the year;
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place : Mumbai  
Date : 26<sup>th</sup> May, 2012

**Tribhuvanprasad Kabra**  
**Managing Director**



**AUDITORS' REPORT TO THE MEMBERS OF RAM RATNA WIRES LIMITED**

We have audited the attached Balance Sheet of Ram Ratna Wires Limited as at 31<sup>st</sup> March, 2012, the Statement of Profit and Loss and the Cash Flow Statement of the Company for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

- a) we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d) in our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956;
- e) on the basis of written representations received from the Directors, as on 31<sup>st</sup> March, 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31<sup>st</sup> March, 2012 from being appointed as a Director in terms of Section 274(1)(g) of the Companies Act, 1956;
- f) in our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with notes thereon on give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
  - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2012;
  - (ii) in the case of the Statement of Profit and Loss, of the Profit of the Company for the year ended on that date; and
  - (iii) in the case of the Cash Flow Statement, of the Cash Flows of the Company for the year ended on that date.

**For V.C. Darak & Associates**  
Chartered Accountants  
(Firm Registration No: 119336W)

**V.C. Darak**  
Proprietor  
M.No: 6307

Place : Mumbai  
Date : 26<sup>th</sup> May, 2012

## ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in the Auditors' Report to the Members of Ram Ratna Wires Limited for the year ended 31<sup>st</sup> March, 2012. We report that:

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the Management at reasonable intervals. The frequency of verification is reasonable having regard to the size of the Company and the nature of its business. No material discrepancies were noticed by the Management on such verification as compared with the records of fixed assets maintained by the Company.
- (c) No substantial part of fixed assets has been disposed off during the year. The going concern concept is not affected.
- (ii) (a) As explained to us the Company has conducted physical verification of inventory during the year at reasonable intervals.
- (b) The procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification.
- (iii) (a) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly clause 4(iii) (b), (c) and (d) of the Companies (Auditor's Report) Order 2003 is not applicable.
- (b) The Company has taken unsecured loan from one company and four parties covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 1,342.04 Lacs and year end balance of such loan is ₹ 620.02 Lacs.
- (c) The rate of interest and other terms and conditions of loans taken are prima facie not prejudicial to the interests of the Company.
- (d) The payment of the principal amount and interest is regular.
- (iv) The Company has an adequate internal control procedure commensurate with the size and nature of business of the Company for the purchase of inventory, fixed assets and the sale of goods and services. In view of this, the question of failure to correct weaknesses in internal control does not arise.
- (v) Transactions that need to be entered into register in pursuance of Section 301 of the Act have been so entered.
  - (a) In our opinion and according to the information and explanations given to us the particulars of contracts or arrangements which need to be entered in the register referred to in section 301 of the Companies Act, 1956 have been so entered.
  - (b) The transactions entered into register exceeding the value of ₹ 5 (Five) Lacs are reasonable having regard to the prevailing market prices.
- (vi) In our opinion and according to information and explanation given to us, the Company has complied with the provision of Section 58A and Section 58AA or other relevant provision of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regards to deposits accepted from the public.
- (vii) The Company has an adequate internal audit system commensurate with size and nature of its business which is being carried out by qualified external auditor.
- (viii) The maintenance of cost records has been prescribed by the Central Government under Clause (d) of Sub-section (1) of Section 209 of the Companies Act, 1956. We have broadly reviewed the books of accounts which are made and maintained in pursuance of the prescriptions.
- (ix) (a) The Company is regular in depositing undisputed statutory dues in respect of Provident Fund, Investors Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other Statutory dues (wherever applicable) with the appropriate authorities. There are no arrears of any statutory dues as at the last day of the financial year for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and Cess which have not been deposited on account of any dispute other than the following.

Sr. No.	Nature of Dues	Amount (₹ in Lacs)	Forum where matter is pending
1	Income Tax	58.64	CIT (Appeal) – A.Y. 08-09
2	Excise	616.80	Tribunal (Appeal)
3	Service Tax	4.79	Commissioner (Appeal)
4	Service Tax	46.50	Commissioner (Appeal)

- (x) There are no accumulated losses at the end of the financial year. The Company has not incurred cash loss either in the current or in the preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in re-payment of dues to banks.
- (xii) The Company has not granted any loans and advances on the basis of security. In view of this the question of maintenance of records and adequacy of documents does not arise.
- (xiii) The Company not being chit fund/nidhi/mutual benefit fund/societies, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable.
- (xiv) The Company is not dealing or trading in shares, securities, debentures and other investments.
- (xv) The Company has not given any guarantee for loans taken by others either from banks or financial institutions.
- (xvi) The term loans obtained have been applied for the purpose for which they were taken.
- (xvii) On the basis of overall examination of the Balance Sheet of the Company, we report that no funds raised on short term basis have been used for long term investments.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- (xix) The Company has not issued any debentures.
- (xx) The Company has not raised monies by way of public issue during the year.
- (xxi) In our opinion and according to information and explanation given to us, no fraud on or by the Company has been noticed or reported during the year.

**For V.C. Darak & Associates**  
Chartered Accountants  
(Firm Registration No: 119336W)

**V.C. Darak**  
Proprietor  
M.No: 6307

Place : Mumbai  
Date : 26<sup>th</sup> May, 2012

**BALANCE SHEET AS AT 31ST MARCH, 2012**

(₹ in Lacs)

Particulars	Notes	As at 31.03.2012	As at 31.03.2011
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS' FUND</b>			
Share Capital	2	<b>1,100.00</b>	1,100.00
Reserves and Surplus	3	<b>3,671.03</b>	3,354.17
<b>NON-CURRENT LIABILITIES</b>			
Long Term Borrowings	4	<b>1,352.45</b>	1,524.10
Deferred Tax Liability (Net)	5	<b>427.49</b>	382.20
<b>CURRENT LIABILITIES</b>			
Short Term Borrowings	6	<b>9,265.50</b>	6,225.36
Trade Payables	7	<b>521.98</b>	476.03
Other Current Liabilities	8	<b>1,178.29</b>	1,035.63
Short Term Provisions	9	<b>841.58</b>	1,698.73
		<b>18,358.32</b>	15,796.22
<b>ASSETS</b>			
<b>NON-CURRENTS ASSETS</b>			
Fixed Assets	10		
Tangible Assets		<b>4,709.31</b>	4,398.09
Intangible Assets		<b>2.18</b>	3.82
Capital Work-in-Progress		-	182.22
Non-Current Investments	11	<b>146.75</b>	43.88
Long Term Loans and Advances	12	<b>981.43</b>	1,502.47
<b>CURRENT ASSETS</b>			
Inventories	13	<b>1,414.05</b>	1,314.89
Trade Receivables	14	<b>9,757.37</b>	7,722.20
Cash and Bank Balances	15	<b>383.40</b>	174.93
Short Term Loans and Advances	16	<b>873.28</b>	453.72
Other Current Assets	17	<b>90.55</b>	-
		<b>18,358.32</b>	15,796.22
Significant Accounting Policies	1		
Notes are an integral part of the financial statements			

As per our report of even date

**For V.C. Darak & Associates**  
 Chartered Accountants  
 (Firm Registration No: 119336W)

**V.C. Darak**  
 Proprietor  
 M.No: 6307

 Place : Mumbai  
 Date : 26<sup>th</sup> May, 2012

**Rameshwarlal Kabra**  
 Chairman

**Satyanarayan Loya**  
 Director

**Sandeep Jhanwar**  
 Director

For and on behalf of the Board

**Tribhuvanprasad Kabra**  
 Managing Director

**Mukund Chitale**  
 Director

**Ramesh Chamadia**  
 Company Secretary

**Mahendra Kumar Kabra**  
 Director

**Dr. Ajai Singh**  
 Director

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2012**

(₹ in Lacs)

Particulars	Notes	2011-12	2010-11
Revenue from Operations	18	<b>56,031.24</b>	49,901.91
Other Income	19	<b>106.39</b>	39.44
<b>Total Revenue</b>		<b>56,137.63</b>	49,941.35
Cost of Materials Consumed	20	<b>50,737.42</b>	44,821.24
Changes in Inventories of Finished Goods and Work-in-Progress	21	<b>362.85</b>	364.80
Employee Benefits Expenses	22	<b>711.19</b>	651.89
Finance Costs	23	<b>1,055.78</b>	609.02
Depreciation	10	<b>466.12</b>	369.05
Other Expenses	24	<b>2,082.67</b>	1,682.44
<b>Total Expenses</b>		<b>55,416.03</b>	48,498.44
<b>Profit Before Tax</b>		<b>721.60</b>	1,442.91
<b>Tax Expenses</b>			
Current tax		<b>167.68</b>	442.80
Deferred tax		<b>45.29</b>	52.97
		<b>212.97</b>	495.77
<b>Profit After Tax</b>		<b>508.63</b>	<b>947.14</b>
<b>Earnings per Equity Share of ₹ 5/- each:</b>			
Basic		<b>2.31</b>	4.31
Diluted		<b>2.31</b>	4.31
Significant Accounting Policies	1		
Notes are an integral part of the financial statements			

As per our report of even date

**For V.C. Darak & Associates**  
Chartered Accountants  
(Firm Registration No: 119336W)

**V.C. Darak**  
Proprietor  
M.No: 6307

Place : Mumbai  
Date : 26<sup>th</sup> May, 2012

**Rameshwarlal Kabra**  
Chairman

**Satyanarayan Loya**  
Director

**Sandeep Jhanwar**  
Director

For and on behalf of the Board

**Tribhuvanprasad Kabra**  
Managing Director

**Mukund Chitale**  
Director

**Ramesh Chamadia**  
Company Secretary

**Mahendra Kumar Kabra**  
Director

**Dr. Ajai Singh**  
Director

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012**

(₹ in Lacs)

	2011-12	2010-11
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES :</b>		
<b>Profit Before Tax</b>	<b>721.60</b>	1,442.91
<b>Adjustments for:</b>		
Depreciation	<b>466.12</b>	369.05
Interest Expenses	<b>926.47</b>	595.74
Interest Earned	<b>(29.17)</b>	(6.54)
Dividend Income	<b>(10.40)</b>	(10.40)
(Profit)/ Loss on sale of fixed assets	<b>(47.41)</b>	4.24
Wealth Tax	<b>0.47</b>	0.40
<b>Operating profit before working capital changes</b>	<b>2,027.68</b>	2,395.40
<b>Adjustments for:</b>		
Trade receivables	<b>(2,035.17)</b>	(828.81)
Loans & advances and Other current assets	<b>(677.29)</b>	280.45
Inventories	<b>(99.16)</b>	283.28
Trade payables	<b>45.95</b>	(8.04)
Other current liabilities & Short term provisions	<b>100.74</b>	(246.72)
<b>Cash generation from operations</b>	<b>(637.25)</b>	1,875.56
Interest paid	<b>(887.28)</b>	(551.54)
Taxes paid (net of refund)	<b>(276.85)</b>	(589.71)
Dividend paid (Inclusive of dividend tax)	<b>(256.54)</b>	(256.55)
<b>Net cash from operating activities (A)</b>	<b>(2,057.92)</b>	477.76
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchases of fixed assets	<b>(597.49)</b>	(1,906.72)
Sale of assets	<b>51.41</b>	2.48
Dividend Income	<b>10.40</b>	10.40
Investment in shares / Share application money	<b>(102.87)</b>	(3.88)
Interest received	<b>17.81</b>	6.21
<b>Net cash used in investing activities (B)</b>	<b>(620.74)</b>	(1,891.51)
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from borrowings	<b>2,885.82</b>	1,448.18
<b>Net cash used in financing activities (C)</b>	<b>2,885.82</b>	1,448.18
<b>Net increase / (decrease) in cash and cash equivalents ( A+B+C )</b>	<b>207.16</b>	34.43
<b>Cash and cash equivalents as at 1st April,</b>	<b>160.03</b>	125.60
<b>Cash and cash equivalents as at 31st March,</b>	<b>367.19</b>	160.03
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>207.16</b>	34.43
Note : Closing balance excludes balance of unclaimed dividend amounts.		

As per our report of even date

**For V.C. Darak & Associates**  
 Chartered Accountants  
 (Firm Registration No: 119336W)

**V.C. Darak**  
 Proprietor  
 M.No: 6307

 Place : Mumbai  
 Date : 26<sup>th</sup> May, 2012

**Rameshwarlal Kabra**  
 Chairman

**Satyanarayan Loya**  
 Director

**Sandeep Jhanwar**  
 Director

For and on behalf of the Board

**Tribhuvanprasad Kabra**  
 Managing Director

**Mukund Chitale**  
 Director

**Ramesh Chamadia**  
 Company Secretary

**Mahendra Kumar Kabra**  
 Director

**Dr. Ajai Singh**  
 Director

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

### Note 1: SIGNIFICANT ACCOUNTING POLICIES

#### 1.1 Basis of Preparation:

The financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting with Generally Accepted Accounting Principles (GAAP) and Accounting Standards issued by the Institute of Chartered Accountants of India, as applicable and relevant provisions of the Companies Act, 1956.

#### 1.2 Use of Estimates:

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) in India, requires the management to make estimates and assumptions that affect the reporting amounts of assets and liabilities and the disclosures of contingent liabilities as at the date of financial statements and the reporting amounts of revenue and expenses during the reporting period.

#### 1.3 Depreciation:

Depreciation on Fixed Assets is provided on straight-line method at the rates prescribed under Schedule XIV to the Companies Act, 1956.

#### 1.4 Fixed Assets:

- a) Fixed Assets are stated at cost net of CENVAT/ Value Added Tax, less accumulated depreciation and impairment loss, if any.
- b) The foreign currency differences on Long Term Borrowings are adjusted to the cost of assets.

#### 1.5 Valuation of Inventories:

- a) Raw Materials, Work-in-progress and Finished goods are valued at the lower of cost or realizable value. The cost is determined using FIFO method.
- b) The cost of purchase comprises of the purchase price including duties and taxes (other than those subsequently recoverable by the Company from the taxing authorities), freight inward and other expenditure directly attributable to the acquisition but net of trade discount, rebates and other similar items.
- c) Packing Materials and Fuel are valued at lower of cost or net realizable value. The cost is determined using FIFO method.
- d) Scrap is valued at net realizable value.
- e) Consumable Stores and Spares being negligible percentage of Finished Goods are charged off to the Statement of Profit and Loss in the year of purchase.
- f) The cost of Inventories comprises the cost of purchases, the cost of conversion and the cost of packing materials in case of Finished Goods.
- g) The cost of conversion comprises of Depreciation on Factory Buildings and Plant & Machineries, Power & Fuel, Factory Management and Administration Expenses, Repairs & Maintenance and Consumable Stores & Spares.

#### 1.6 Investments:

Long term investments in unquoted equity shares are stated at cost.

#### 1.7 Sales:

Sales include sales of Finished Goods, Semi Finished Goods and excise duty but net of sales returns and rate difference.

#### 1.8 Foreign Currency Transactions:

- a) Foreign Currency Transactions are recorded at the exchange rate prevailing as at the date of transaction.
- b) Current assets and liabilities in foreign currency at the balance sheet date are translated with reference to the year end exchange rates.

- c) The premium or discount that arises on entering into forward exchange contracts for hedging are measured by the difference between the exchange rate at the date of inception of the forward exchange contract and the forward rate.
- d) Any revenue or expense on account of exchange difference either on settlement or on translation is recognized in the statement of profit and loss except related to fixed assets are adjusted to carrying cost of net assets. The premium or discount on forward contracts entered into to hedge the foreign currency risks of a firm commitment is recognized over the life of contract.
- e) The Company uses foreign exchange forward contracts to hedge its exposure to fluctuations in foreign exchange rates. Net forward contracts liabilities are disclosed in the Balance Sheet.

#### **1.9 Employee Benefits:**

- a) Short term benefits are recognized as an expense at the undiscounted amount in the statement of profit & loss of the year in which related services are rendered.
- b) **Defined Contribution plan:**  
 Provident Fund deducted from employees together with employer's contribution is remitted to Employee's Provident Fund administered by the Central Government and employer's contribution is charged to the Statement of Profit & Loss.
- c) **Defined Benefit Plan:**  
 Gratuity liability is a defined benefit obligation and is provided for on the basis of actuarial valuation on Project Unit Credit Method made at the end of each financial year. The scheme is maintained and administered by LIC to which the trustees make periodical contributions.
- d) **Leave Salary:**  
 The liability towards compensated absence is recognized based on actuarial valuation carried out using the Projected Unit Credit Method.

#### **1.10 Provision for Current and Deferred Tax:**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from 'timing difference' between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the Balance Sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realized in future.

#### **1.11 Earnings per share:**

In determining earnings per share, the Company considers the net profit after tax and extraordinary items. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year.

#### **1.12 Impairment of Assets:**

An asset is treated as impaired when the carrying cost of the assets exceeds its recoverable value. An impairment loss is charged for when an asset is identified as impaired.

#### **1.13 Borrowing Costs:**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to statement of profit and loss.

#### **1.14 Provisions, Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes to Financial Statements. Contingent Assets are neither recognized nor disclosed in the financial statements.

#### **1.15 Segment Reporting:**

The Company is operating in one segment only i.e. Enamelled Wires and Strips.



**Note 2 SHARE CAPITAL**
**(₹ in Lacs)**

Particulars	As at 31.03.2012	As at 31.03.2011
<b>Authorised</b> 30,000,000 ( P.Y. 30,000,000) Equity Shares of ₹ 5/- par value	1,500.00	1,500.00
<b>Issued, Subscribed and Paid Up</b> 22,000,000 ( P.Y. 22,000,000) Equity Shares of ₹ 5/- par value fully paid-up	1,100.00	1,100.00
<b>Total</b>	<b>1,100.00</b>	<b>1,100.00</b>

**2.1 The reconciliation of the number of equity shares outstanding is set out below**

Particulars	As at 31.03.2012	As at 31.03.2011
Equity Shares outstanding at the beginning of the year	22,000,000	22,000,000
Equity Shares issued during the year	-	-
Equity Shares bought back during the year	-	-
Equity Shares outstanding at the end of the year	22,000,000	22,000,000

**2.2 The details of Shareholders holding more than 5% Equity Shares**

Name of Shareholder	As at 31.03.2012		As at 31.03.2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Ram Ratna Research & Holdings Pvt. Ltd.	3,400,000	15.45	3,400,000	15.45
Mahendrakumar Kabra	1,867,966	8.49	1,867,966	8.49
TMG Global FZCO	1,400,000	6.36	1,400,000	6.36
Rameshwarlal Kabra - As Karta of Rameshwarlal Kabra(HUF)	1,241,000	5.64	1,241,000	5.64

**2.3 For basic / diluted earnings per share, refer Note 32.**
**Note 3 RESERVES & SURPLUS**
**(₹ in Lacs)**

Particulars	As at 31.03.2012	As at 31.03.2011
<b>Securities Premium Reserves</b> As per the last Balance Sheet	763.20	763.20
	<b>763.20</b>	763.20
<b>General Reserve</b> As per the last Balance Sheet	232.00	132.00
Add : Balance Transferred from Statement of Profit & Loss	26.00	100.00
	<b>258.00</b>	232.00
<b>Profit &amp; Loss Account</b> As per the last Balance Sheet	2,358.97	1,768.37
Add : Net Profit Transferred From Statement of Profit & Loss	508.63	947.14
Less : Appropriation		
Proposed Dividend	165.00	220.00
Tax on Dividend	26.77	36.54
Transferred to General Reserves	26.00	100.00
	<b>2,649.83</b>	2,358.97
<b>Total</b>	<b>3,671.03</b>	3,354.17

**Note 4 LONG TERM BORROWINGS**

(₹ in Lacs)

Particulars	As at 31.03.2012	As at 31.03.2011
<b>Secured</b>		
<b>Term Loans</b>		
<b>From Banks</b>		
Foreign Currency Loan	223.81	-
Rupee Loans ( Refer Note Nos. 4.1 to 4.3 )	-	1,360.97
<b>Unsecured</b>		
<b>Deposits</b>		
Directors	200.00	-
Relatives	416.54	4.88
Others	512.10	158.25
<b>Total</b>	<b>1,352.45</b>	<b>1,524.10</b>

4.1 The Term Loans is pari passu secured by first charge with the consortium lenders over the existing immovable properties (excluding immovable property at Rakholi, Silvassa) and the present and future moveable fixed assets of the Company and pari passu second charge with the consortium lenders over the present and future Current Assets of the Company and further secured by personal guarantees of some directors and a promoter.

**4.2 Repayment Schedule of Term Loan**

Term Loan	2013-14	2014-15	2015-16	2016-17
No. of Instalments	4	4	4	2
From Banks - USD (in lacs)	1.25	1.25	1.25	0.625
(Equivalent INR) (in lacs)	63.95	63.95	63.95	31.98

4.3 The Loan is at a fixed rate of 5.51 % p.a.

**4.4 Repayment Schedule of Deposits**

(₹ in Lacs)

Particulars	2013-14	2014-15
Deposits	51.15	1077.49

4.5 The deposits are at fixed rate of 11% to 12.5% p.a.

**Note 5 DEFERRED TAX LIABILITIES (NET)**

(₹ in Lacs)

Particulars	Deferred Tax (Assets) / Liabilities as at 1.04.2011	Current year Charges / (credit)	Deferred Tax (Assets) / Liabilities as at 31.03.2012
<b>Deferred Tax Liabilities</b>			
Depreciation	391.38	38.92	<b>430.30</b>
<b>Deferred Tax Assets</b>			
Others	9.18	(6.37)	<b>2.81</b>
<b>Total</b>	<b>382.20</b>	<b>45.29</b>	<b>427.49</b>

**Note 6 Short Term Borrowings**

(₹ in Lacs)

Particulars	As at 31.03.2012	As at 31.03.2011
<b>Secured</b>		
<b>Working Capital Loans</b>		
<b>From Banks :</b>		
Foreign Currency Loans	2,845.73	924.02
Rupee Loans ( Refer Note No. 6.1 )	4,438.06	3,707.61
	<b>7,283.79</b>	4,631.63
<b>Unsecured</b>		
<b>(a) Working Capital Loans</b>		
<b>From Banks :</b>		
Foreign Currency Loans	1,144.73	650.98
Rupee Loans ( Refer Note No. 6.2 )	825.00	-
<b>(b) Deposits</b>		
Others	8.50	927.61
Relatives	3.48	15.14
	<b>1,981.71</b>	1,593.73
<b>Total</b>	<b>9,265.50</b>	6,225.36

6.1 The Secured Working Capital Loans are pari passu secured by first charge with the consortium lenders over the entire Current Assets, present and future, such as stock, book debts, etc. and pari passu second charge with the consortium lenders over the existing immoveable properties (excluding immoveable property at Rakholi, Silvassa) and the present and future moveable fixed assets of the Company and further secured by personal guarantees of some directors and a promoter.

6.2 For the Unsecured Working Capital Loans, personal guarantees have been given by some directors and a promoter.

**Note 7 TRADE PAYABLES**

(₹ in Lacs)

Particulars	As at 31.03.2012	As at 31.03.2011
<b>Trade Payables</b>		
Micro, Small & Medium Enterprises	18.68	33.61
Others	503.30	442.42
<b>Total</b>	<b>521.98</b>	476.03

7.1 The payments to Micro, Small and Medium Enterprises have been made regularly during the year.

**Note 8 OTHER CURRENT LIABILITIES**

(₹ in Lacs)

Particulars	As at 31.03.2012	As at 31.03.2011
<b>(a) Current maturities of long-term loans from banks</b>		
Foreign Currency Loan	31.97	-
Rupee Loans	522.04	536.68
(b) Interest accrued and due on borrowings	78.62	47.94
(c) Unclaimed dividends	16.21	14.91
(d) Other Payables :		
Accrued Salary & Benefit	76.39	67.15
Advances From Customers	94.57	116.17
Creditors for Capital Expenditure	19.89	143.10
Deposits From Customers & Others	48.50	48.50
Forward Contract (Net)	102.18	-
Provision for Expenses	176.09	48.33
Statutory Taxes Payable	11.83	12.85
<b>Total</b>	<b>1,178.29</b>	1,035.63

**Note 9 SHORT TERM PROVISIONS**

(₹ in Lacs)

Particulars	As at 31.03.2012	As at 31.03.2011
<b>(a) Provision for employee benefits</b>		
Leave Encashment ( Refer Note 33 )	30.33	24.24
<b>(b) Other Provisions</b>		
Income Tax	619.01	1,417.55
Wealth Tax	0.47	0.40
Proposed Dividend	165.00	220.00
Tax on Proposed Dividend	26.77	36.54
<b>Total</b>	<b>841.58</b>	<b>1,698.73</b>

**Note 10 FIXED ASSETS**

(₹ in Lacs)

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1-Apr-11	Additions	Deductions/ Adjust- ments	As at 31-Mar-12	As at 1-Apr-11	For the year	Deductions/ Adjust- ments	Upto 31-Mar-12	As at 31-Mar-12	As at 31-Mar-11
<b>TANGIBLE ASSETS</b>										
Land - Free Hold	94.61	-	-	94.61	-	-	-	-	94.61	94.61
Factory Buildings	992.72	6.86	-	999.58	196.46	33.37	-	229.83	769.75	796.26
Residential Buildings	197.31	-	-	197.31	23.18	3.22	-	26.40	170.91	174.13
Plant & Machineries	4,705.01	692.91	31.31	5,366.61	1,657.46	393.26	25.39	2,025.33	3,341.28	3,047.55
Electrical Installations	79.97	-	-	79.97	53.87	3.51	-	57.38	22.59	26.10
Furniture & Fixtures	92.70	1.88	-	94.58	31.66	5.89	-	37.55	57.03	61.04
Office and Other Equipments	147.14	59.40	0.34	206.20	30.21	12.54	0.04	42.71	163.49	116.93
Vehicles	116.62	22.77	5.40	133.99	35.15	12.69	3.50	44.34	89.65	81.47
	6,426.08	783.82	37.05	7,172.85	2,027.99	464.48	28.93	2,463.54	4,709.31	4,398.09
Capital Work - in - Progress	182.22	45.23	227.45	0.00	-	-	-	-	0.00	182.22
<b>Total</b>	<b>6,608.30</b>	<b>829.05</b>	<b>264.50</b>	<b>7,172.85</b>	<b>2,027.99</b>	<b>464.48</b>	<b>28.93</b>	<b>2,463.54</b>	<b>4,709.31</b>	<b>4,580.31</b>
Previous year	4,748.57	1,906.72	46.99	6,608.30	1,700.87	367.41	40.29	2,027.99	4,580.31	-
<b>INTANGIBLE ASSETS</b>										
ERP Software	10.15	-	-	10.15	6.33	1.64	-	7.97	2.18	3.82
<b>Total</b>	<b>10.15</b>	<b>-</b>	<b>-</b>	<b>10.15</b>	<b>6.33</b>	<b>1.64</b>	<b>-</b>	<b>7.97</b>	<b>2.18</b>	<b>3.82</b>
Previous year	10.15	-	-	10.15	4.69	1.64	-	6.33	3.82	-

**10.1** For relevant Accounting Policies refer Note No. 1.3, 1.4, 1.8, 1.12 & 1.13 under the head Significant Accounting Policies.

**10.2** Exchange Difference of ₹ 5.64 lacs (Previous Year ₹ Nil ) on Factory Buildings and ₹ 24.17 lacs ( Previous Year ₹ 17.59 lacs ) on Plant & Machineries is capitalized.

**10.3** Interest of ₹ Nil ( Previous Year ₹ 3.36 lacs ) on Factory Buildings and ₹ 8.40 lacs ( Previous Year ₹ 43.99 lacs ) on Plant & Machineries is capitalized.

**Note 11 NON - CURRENT INVESTMENTS**
**Trade Investments in Equity at Cost - Unquoted**
**(₹ in Lacs)**

Particulars	As at	
	31.03.2012	31.03.2011
<b>RR Kabel Ltd</b> 5,20,000 (Previous Year 5,20,000) Fully Paid Equity Shares of ₹ 10/- each	<b>40.00</b>	40.00
<b>R R Imperial Electricals Limited- Bangladesh</b> 10,00,000 (Previous Year 60,000) Fully Paid Equity Shares of Taka 10/- each	<b>64.57</b>	3.88
<b>R R Imperial Electricals Limited- Bangladesh</b> ( Share Application Money pending allotment )	<b>42.18</b>	-
<b>Total</b>	<b>146.75</b>	43.88

**11.1 Details of Non - Current Trade Investments**

Particulars	Extent of Holding (%)	
	As at 31.03.2012	As at 31.03.2011
RR Kabel Ltd Associate	<b>2.54%</b>	2.54%
R R Imperial Electricals Limited-Bangladesh Joint Venture	<b>10.00%</b>	10.00%

**Note 12 LONG TERM LOANS & ADVANCES**
**(₹ in Lacs)**

Particulars	As at	
	31.03.2012	31.03.2011
<b>Unsecured, considered good</b>		
<b>a) Capital Advances</b>	<b>30.33</b>	72.31
<b>b) Security Deposits :</b>		
Electricity & other Deposits	<b>1.36</b>	1.26
Rental Deposit	<b>49.30</b>	50.19
<b>c) Other loans and advances :</b>		
Advance Income Tax	<b>680.43</b>	1,378.71
Vat Receivable	<b>220.01</b>	-
<b>Total</b>	<b>981.43</b>	1,502.47

**12.1** Rental Deposits include ₹ 45.50 lacs ( Previous Year ₹ 45.50 lacs) due from related parties and ₹ 3.50 lacs ( Previous Year ₹ 3.50 lacs) due from a Private Company in which one of the Director is interested ( For details refer Note 30 under the head Notes to financial statements ).

**Note 13 INVENTORIES**
**(₹ in Lacs)**

Particulars	As at	
	31.03.2012	31.03.2011
Raw Materials	<b>706.61</b>	242.97
Work-in-Progress	<b>247.08</b>	443.63
Finished Goods	<b>331.02</b>	447.74
Others:		
Packing Materials	<b>38.62</b>	37.30
Scrap	<b>85.56</b>	135.14
Fuel	<b>5.16</b>	8.11
<b>Total</b>	<b>1,414.05</b>	1,314.89

**13.1** For mode of valuation for each class of Inventories refer Note 1.5 under the head Significant Accounting Policies.

**Note 14 TRADE RECEIVABLES**

(₹ in Lacs)

Particulars	As at 31.03.2012	As at 31.03.2011
<b>Trade receivables outstanding for a period exceeding six months</b>		
Secured, considered good	-	-
Unsecured, considered good	199.88	185.31
<b>Others</b>		
Secured, considered good	8.94	-
Unsecured, considered good	9,548.55	7,536.89
<b>Total</b>	<b>9,757.37</b>	<b>7,722.20</b>

**14.1 Trade Receivables stated above includes debts due by:**

Particulars	As at 31.03.2012	As at 31.03.2011
Firm in which director is a partner	248.62	48.68

**14.2** For details refer Note 30 under the head Notes to financial statements.

**Note 15 CASH AND BANK BALANCES**

(₹ in Lacs)

Particulars	As at 31.03.2012	As at 31.03.2011
<b>Cash on hand</b>	<b>2.47</b>	2.51
<b>Balances with banks :</b>		
In Current Accounts#	187.46	155.00
In Deposit Accounts *	193.47	17.42
<b>Total</b>	<b>383.40</b>	<b>174.93</b>

**15.1**

Deposit Accounts with more than 12 months maturity	138.66	6.27
Restricted Cash & Bank Balances		
# Includes :		
Balance in Unclaimed Dividend Accounts	16.21	14.91
* Includes :		
Liquid Assets against Public Deposits	39.10	-
Margin Money Deposits against Guarantees	20.55	16.59
Security Deposits against Borrowings	132.95	-
Security Deposits to Government Authorities	0.87	0.83
	<b>193.47</b>	<b>17.42</b>

**Note 16 SHORT TERM LOANS & ADVANCES**

(₹ in Lacs)

Particulars	As at 31.03.2012	As at 31.03.2011
<b>Unsecured, considered good :</b>		
Advances to Staff	16.02	11.86
Advances to Suppliers	623.84	283.92
Balance with Excise Authorities	72.51	50.99
Export Incentives Receivable	87.04	80.05
Interest Accrued But Not Due	13.07	1.71
Prepaid Expenses	49.43	17.31
Others	11.37	7.88
<b>Total</b>	<b>873.28</b>	<b>453.72</b>

**Note 17 OTHER CURRENT ASSETS**

(₹ in Lacs)

Particulars	As at 31.03.2012	As at 31.03.2011
Amount receivable on sale of fixed asset	26.60	-
Unamortized premium on forward contract *	63.95	-
<b>Total</b>	<b>90.55</b>	<b>-</b>

17.1 \* For relevant Accounting Policy refer Note 1.8 under the head Significant Accounting Policies and for forward contracts relevant to unamortized premium refer Note 31 under the head Notes to financial statements.

**Note 18 REVENUE FROM OPERATIONS**

(₹ in Lacs)

Particulars	2011-12	2010-11
<b>Sales of Products</b>	<b>59,051.12</b>	52,065.52
<b>Other operating revenues :</b>		
Sale of Scrap (Net of Excise)	2,014.84	2,165.59
Processing Charges	23.06	147.79
Bad Debts Recovered	3.48	-
Special Discount	7.51	-
	<b>61,100.01</b>	54,378.90
<b>Less : Excise duty</b>	<b>5,068.77</b>	4,476.99
<b>Total</b>	<b>56,031.24</b>	49,901.91

**18.1**

Particulars	2011-12	2010-11
Sales of Products ( Gross )		
Enamelled Copper Wire	52,048.15	46,513.21
Others	7,002.97	5,552.31
<b>Total</b>	<b>59,051.12</b>	52,065.52

**Note 19 OTHER INCOME**

(₹ in Lacs)

Particulars	2011-12	2010-11
<b>Interest Income from :</b>		
Bank Deposits	14.44	2.49
Customers	14.73	4.05
<b>Dividend Income from :</b>		
Trade Investments	10.40	10.40
Net Prior Period Items	-	3.09
Profit on Sale of Fixed Assets	47.41	-
Workers' Quarters Rent	19.41	19.41
<b>Total</b>	<b>106.39</b>	39.44

**Note 20 COST OF MATERIALS CONSUMED**

(₹ in Lacs)

Particulars	2011-12	2010-11
Raw Materials Consumption		
Copper	48,164.64	43,054.15
Others	2,075.13	1,349.54
Packing Materials	497.65	417.55
<b>Total</b>	<b>50,737.42</b>	44,821.24

20.1 For determination of cost refer Note 1.5 under the head Significant Accounting Policies.

**Note 21 CHANGE IN INVENTORIES**

(₹ in Lacs)

Particulars	2011-12	2010-11
<b>Closing Stocks:</b>		
Finished Goods	331.02	447.74
Work-in-Progress	247.08	443.63
Scrap	85.56	135.14
(A)	663.66	1,026.51
<b>Less:- Opening Stocks</b>		
Finished Goods	447.74	716.83
Work-in-Progress	443.63	489.97
Scrap	135.14	26.99
Goods in Transit	-	157.52
(B)	1,026.51	1,391.31
<b>Total (B-A)</b>	<b>362.85</b>	<b>364.80</b>

**Note 22 EMPLOYEE BENEFITS EXPENSES**

(₹ in Lacs)

Particulars	2011-12	2010-11
Salaries, Wages and incentives	618.27	518.69
Director's Remuneration	36.84	76.65
<b>Contributions to -</b>		
Provident fund	27.18	23.08
Gratuity fund ( Refer Note 33 )	10.47	15.18
Staff welfare expenses	18.43	18.29
<b>Total</b>	<b>711.19</b>	<b>651.89</b>

**Note 23 FINANCE COSTS**

(₹ in Lacs)

Particulars	2011-12	2010-11
Interest	917.96	588.54
Interest on Income Tax	8.51	7.20
Net loss / (gain) on foreign currency transactions and translation	90.24	(7.89)
Other borrowing costs	39.07	21.17
<b>Total</b>	<b>1,055.78</b>	<b>609.02</b>

**Note 24 OTHER EXPENSES**

(₹ in Lacs)

Particulars	2011-12	2010-11
Auditors' Remuneration - ( Refer Note 29 )	8.32	6.80
Bank Charges	13.66	13.16
Bad Debts	-	26.07
Consumption of Stores and Spares	97.28	85.95
Cash Discount	4.11	13.94
Commission on sales	68.83	54.50
Electricity	5.11	4.75
Freight & Octroi on Sales	364.21	311.52
Insurance	28.21	29.09
Loss on Sale of Fixed Assets	-	4.24
Miscellaneous Expenses	176.98	208.30
Net Prior Period Items	0.47	-
Power and Fuel	1,081.47	725.22
Rent	15.00	15.20



(₹ in Lacs)

Particulars	2011-12	2010-11
<b>Repairs and Maintenance of :</b>		
Buildings	1.46	4.62
Plant and Machinery	148.69	118.10
Others	19.32	24.47
Rates and Taxes	2.18	3.09
Sales Promotion	20.30	11.04
Travelling	27.07	22.38
<b>Total</b>	<b>2,082.67</b>	1,682.44

**Note 25 Contingent Liabilities and Commitments**

(₹ in Lacs)

Particulars	2011-12	2010-11
Bank Guarantees given	165.00	160.00
Estimated amount of contracts / Investment remained to be executed on Capital Account (Net of advance)(includes for Joint Venture)	124.58	298.73
Bill Discounting	672.28	73.02
Income Tax Demands	58.64	55.46
Excise / Service Tax Demands	668.07	4.76

**Note 26 Foreign currency transactions**

(₹ in Lacs)

Particulars	2011-12	2010-11
a) <b>Value of imports Calculated on CIF basis:</b>		
Raw Materials	5,307.16	3,955.97
Components and Spare Parts	35.69	20.97
Capital Goods	357.68	1,006.54
b) <b>Expenditure:</b>		
Travelling expenses	3.21	3.58
Interest	104.27	36.77
Advance for Capital Goods	17.61	48.87
c) <b>Dividend remitted:</b>		
No. of Non-Resident Shareholder	1	1
No. of Shares held by Non-Resident Shareholder	14,00,000	14,00,000
Dividend	14.00	14.00
d) <b>Earnings:</b>		
FOB value of Sale of Machines	54.03	Nil

**Note 27 Value of Raw Materials, components and spare parts consumed**

(₹ in Lacs)

Particulars	2011-12		2010-11	
	Amount	%	Amount	%
Imported	5,363.66	10.66	4,297.86	9.66
Indigenous	44,973.39	89.34	40,191.78	90.34

**Note 28 Excise duty**

Excise duty is accounted as and when the goods are cleared. Accordingly, excise duty amounting to ₹ 54.73 lacs has not been accounted and considered for valuation of stocks. The said practice has no effect on the Statement of Profit and Loss for the year.

**Note 29 Auditors' Remuneration**

(₹ in Lacs)

Particulars	2011-12	2010-11
Audit Fees	6.00	5.00
Tax Audit Fees	2.00	1.00
Others	0.32	0.80
<b>Total</b>	<b>8.32</b>	<b>6.80</b>

**Note 30 Disclosure in respect of Related Parties pursuant to Accounting Standard 18**
**List of Related Parties where control exists and with whom transactions have taken place:**

- (a) Key Management Personnel:  
 Shri Tribhuvanprasad Kabra (Managing Director)      Shri Mahendrakumar Kabra (Director)
- (b) Relatives of Key Management:  
 Shri Rameshwarlal Kabra      Smt. Hemlata Kabra  
 Shri Shreegopal Kabra (HUF)      Smt. Priti Saboo  
 Smt. Umadevi Kabra      Shri Shreegopal Kabra  
 Shri Hemant Kabra
- (c) Entities over which Key Management Personnel and their Relatives are able to exercise significant Influence / Control:  
 Ram Ratna Research and Holdings Pvt. Ltd.      Jag-Bid Finvest Pvt. Ltd.  
 Kabel Buildcon Solutions Pvt. Ltd.      Ram Ratna Infrastructure Pvt. Ltd.  
 Ram Ratna International      R R Imperial Electricals Limited- Bangladesh  
 RR Kabel Limited      MEW Electricals Limited

**Transactions with the related parties in the ordinary course of business:**

(₹ in Lacs)

Particulars	Referred in (a) above		Referred in (b) above		Referred in (c) above	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
<b>Purchases: Goods and Services</b>						
RR Kabel Ltd.	---	---	---	---	1.47	40.62
MEW Electricals Ltd.	---	---	---	---	2,166.98	3,336.88
Ram Ratna Research and Holdings Pvt. Ltd.	---	---	---	---	12.09	14.92
Ram Ratna Infrastructure Pvt. Ltd.	---	---	---	---	0.71	36.51
<b>Sales: Goods and Services</b>						
RR Kabel Ltd.	---	---	---	---	0.76	0.06
Ram Ratna International	---	---	---	---	5,489.39	4,380.21
MEW Electricals Ltd.	---	---	---	---	811.98	982.16
<b>Capital Goods:</b>						
MEW Electricals Ltd. (Purchases)	---	---	---	---	1.44	3.85
RR Kabel Ltd. (Purchases)	---	---	---	---	8.28	10.95
MEW Electricals Ltd. (Sales)	---	---	---	---	---	2.58
R R Imperial Electricals Limited	---	---	---	---	54.03	---
<b>Expenses:</b>						
Rent and Other Services	---	---	9.68	8.18	6.82	2.40
Interest Paid	5.32	---	29.10	2.37	41.87	59.50
Directors Sitting Fees	0.40	0.40	0.30	0.40	---	---
Directors Remuneration	36.84	76.65	---	---	---	---
Salary	---	---	1.65	---	---	---

(₹ in Lacs)

Particulars	Referred in (a) above		Referred in (b) above		Referred in (c) above	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
<b>Finance &amp; Investment:</b>						
<b>Deposits</b>						
<u>Given for rented premises</u>						
Uma Devi Kabra	---	---	8.50	8.50	---	---
Hemlata Kabra	---	---	12.00	12.00	---	---
Shreegopal Kabra (HUF)	---	---	25.00	25.00	---	---
Kabel Buildcon Solution Pvt. Ltd.	---	---	---	---	3.50	3.50
<u>Security deposit received</u>						
Ram Ratna International	---	---	---	---	48.25	48.25
<b>Deposits/Loans Accepted</b>						
Ram Ratna Research and Holdings Pvt. Ltd.	---	---	---	---	---	1,754.20
RR Kabel Ltd.	---	---	---	---	---	1.40
Priti Saboo	---	---	15.14	---	---	---
Tribhuvanprasad Kabra	100.00	---	---	---	---	---
Rameshwarlal Kabra	---	---	100.00	---	---	---
Umadevi Kabra	---	---	400.00	---	---	---
<b>Deposits/Loans Repaid</b>						
Ram Ratna Research and Holdings Pvt. Ltd.	---	---	---	---	601.84	1,504.47
Priti Saboo	---	---	15.14	1.82	---	---
<b>Outstandings (Net): Receivables</b>						
Ram Ratna International	---	---	---	---	248.62	48.68
MEW Electricals Ltd.	---	---	---	---	164.99	188.89
R R Imperial Electricals Limited	---	---	---	---	26.60	---
<b>Deposit/Loans Outstanding</b>						
Ram Ratna Research and Holdings Pvt. Ltd.	---	---	---	---	---	706.93
Priti Saboo	---	---	20.02	20.58	---	---

During the year an amount of ₹ 10 lacs donated to Uttan Vividh Lakshyee Shikshan Sanstha in which some directors of the Company are trustees.

**Note 31 Financial and Derivatives Contract**

The Company uses forward contracts to mitigate the risks associated with foreign currency fluctuations. The Company does not enter into any forward contracts which are intended for trading or speculative purposes.

a) The details of forward contracts outstanding:-

(Figures in Lacs)

Particulars	As on 31.03.12		As on 31.03.11	
	USD	INR	USD	INR
Booked against FCNR Loan	40.00	2122.20	Nil	Nil
Booked against Buyers' Credit	21.43	1122.75	Nil	Nil

b) The details of foreign currency exposure that is not hedged by derivatives instrument or otherwise :-

(Figures in Lacs)

Particulars	As on 31.03.12		As on 31.03.11	
	USD	INR	USD	INR
Buyers' Credit	16.43	840.35	35.27	1575.00
External Commercial Borrowing*	5.00	255.78	Nil	Nil

\* Interest on ECB is hedged by Interest swap.

**Note 32 Calculations of earnings per share**

Particulars	2011-12	2010-11
Profit after tax (₹ in Lacs)	508.63	947.14
Weighted average number of equity shares outstanding during the year (in Lacs)	220	220
Face value of equity share (₹)	5.00	5.00
<b>EPS :</b>		
Basic earnings per share (₹)	2.31	4.31
Diluted earnings per share (₹)	2.31	4.31

**Note 33 Disclosures pursuant to Accounting Standard 15**

**Defined Benefit Plans :**

(₹ in Lacs)

Particulars	Gratuity		Leave Salary	
	2011-12	2010-11	2011-12	2010-11
<b>i) Change in Benefit Obligation</b>				
Liability at the beginning of the year	56.50	39.22	24.24	17.91
Interest Cost	4.52	3.04	1.94	1.39
Current Service Cost	9.51	8.36	10.53	5.47
Benefits Paid	(4.62)	(1.95)	(2.07)	(0.88)
Actuarial (gain)/loss on obligations	2.19	7.83	(4.31)	0.35
<b>Liability at the end of the year</b>	<b>68.10</b>	<b>56.50</b>	<b>30.33</b>	<b>24.24</b>
<b>ii) Fair value of Plan Assets</b>				
Fair value of plan assets at the beginning of the year	64.25	43.33	-	-
Expected Return on plan assets	5.75	4.06	-	-
Employer Contributions	12.70	18.81	-	-
Benefits Paid	(4.62)	(1.95)	-	-
Actuarial gain/(loss) on Plan Assets	-	-	-	-
<b>Fair value of plan assets at the end of the year</b>	<b>78.08</b>	<b>64.25</b>	<b>-</b>	<b>-</b>
<b>iii) Actual Return on Plan Assets</b>				
Expected Return on plan assets	5.75	4.06	-	-
Actuarial gain/(loss) on Plan Assets	-	-	-	-
<b>Actual Return on Plan Assets</b>	<b>5.75</b>	<b>4.06</b>	<b>-</b>	<b>-</b>
<b>iv) Amount Recognized in the Balance Sheet</b>				
Liability at the end of the year	68.10	56.50	30.33	24.24
Fair value of plan assets at the end of the year	78.08	64.25	-	-
Difference (Funded Status)	(9.98)	(7.75)	30.33	24.24
<b>Amount Recognized in the Balance Sheet</b>	<b>(9.98)</b>	<b>(7.75)</b>	<b>30.33</b>	<b>24.24</b>

(₹ in Lacs)

Particulars		Gratuity		Leave Salary	
		2011-12	2010-11	2011-12	2010-11
<b>v)</b>	<b>Expenses Recognized in the Income Statement</b>				
	Current Service Cost	9.51	8.36	10.53	5.47
	Interest Cost	4.52	3.04	1.94	1.39
	Expected Return on plan assets	(5.75)	(4.06)	-	-
	Net Actuarial (Gain)/loss to be recognized	2.19	7.83	(4.31)	0.35
	<b>Expenses Recognized in the Statement of Profit &amp; Loss</b>	<b>10.47</b>	<b>15.17</b>	<b>8.16</b>	<b>7.21</b>
<b>vi)</b>	<b>Balance Sheet Reconciliation</b>				
	Opening Net Liability	(7.75)	(4.11)	24.24	17.91
	Expenses as above	10.47	15.17	8.16	7.21
	Employers Contribution	(12.70)	(18.81)	(2.07)	(0.88)
	<b>Amount Recognized in the Balance Sheet</b>	<b>(9.98)</b>	<b>(7.75)</b>	<b>30.33</b>	<b>24.24</b>
<b>vii)</b>	<b>Investment Details</b>				
	L.I.C. Group Gratuity (Cash Accumulation) Policy	Yes	Yes	NA	NA
<b>viii)</b>	<b>Actuarial Assumptions for the year</b>				
	Discount rate (per annum)	8.50%	8.00%	8.50%	8.00%
	Expected rate of return on plan assets (per annum)	9.15%	9.15%	-	-
	Rate of escalation in salary (per annum)	7.50%	7.00%	7.50%	7.00%

The estimates of rate of escalation in salaries considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

**Note 34 Previous year's figures**

The Previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary to confirm to this year's classification which is as per Revised Schedule VI.

As per our report of even date

**For V.C. Darak & Associates**  
Chartered Accountants  
(Firm Registration No: 119336W)

**V.C. Darak**  
Proprietor  
M.No: 6307

Place : Mumbai  
Date : 26<sup>th</sup> May, 2012

**Rameshwarlal Kabra**  
Chairman

**Satyanarayan Loya**  
Director

**Sandeep Jhanwar**  
Director

For and on behalf of the Board

**Tribhuvanprasad Kabra**  
Managing Director

**Mukund Chitale**  
Director

**Ramesh Chamadia**  
Company Secretary

**Mahendra Kumar Kabra**  
Director

**Dr. Ajai Singh**  
Director

This page has been intentionally left blank

## ATTENDANCE SLIP

Please fill in Attendance Slip and hand it over at the entrance of the meeting hall. Joint Shareholders may obtain additional Attendance Slips on request.

**NAME AND ADDRESS OF THE SHAREHOLDER**


---



---



---



---

Folio No. \_\_\_\_\_

DP ID. \_\_\_\_\_

Client ID. \_\_\_\_\_

No. of Shares held \_\_\_\_\_

I hereby record my presence at the 20<sup>th</sup> ANNUAL GENERAL MEETING of the Company held at Maheshwari Bhavan, Plot No. R-14&15, Oshiwara, New Link Road Ext., Opp. Tarapur Garden, Andheri (West), Mumbai - 400 053 on 23<sup>rd</sup> August, 2012, at 11:00 a.m.

SIGNATURE OF THE SHAREHOLDER/PROXY \* : \_\_\_\_\_

\* Strike out whichever is not applicable

----- TEAR HERE -----

## PROXY FORM

Folio No. \_\_\_\_\_

DP ID. \_\_\_\_\_

Client ID. \_\_\_\_\_

No. of Shares held \_\_\_\_\_

I / We , \_\_\_\_\_  
 of \_\_\_\_\_ being a member / members of  
 Ram Ratna Wires Limited hereby appoint \_\_\_\_\_ or failing him  
 / her \_\_\_\_\_ of \_\_\_\_\_ as my/our  
 proxy to vote for me/us and on my/our behalf at the 20<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held on Thursday,  
 23<sup>rd</sup> August, 2012 at 11:00 a.m. or at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2012.

Affix a  
 ₹ 1  
 Revenue  
 Stamp

NOTES : The Proxy, to be valid, should be deposited at the Registered Office of the Company at Ram Ratna House, Oasis Complex, P.B. Marg, Worli, Mumbai - 400013 not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.  
 A Proxy need not be a member of the Company.











20002460 QM08



ISO 14001:2004  
01 104 086546



OHSAS 18001:2007  
01 113 086546



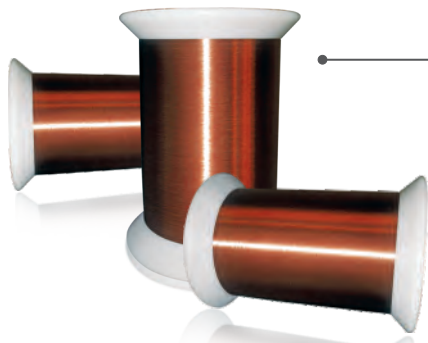
EN 16001:2009  
85 500 001 100101



Paper Covered Round and Rectangular Conductors & Fibre Glass Covered Rectangular Conductors

Bus Bar  
Copper Tapes





Super Fine Enamelled Copper Wires

Enamelled Copper Wires & Strips



Submersible Winding Wires

