

Twenty Second Annual Report
2009-2010



FINANCIAL HIGHLIGHTS							
Rs. in Crores							
S.N.	Year	2009-10	2008-09	2007-08	2006-07	2005-06	2004-05
1	Sales	158.92	161.49	120.88	109.25	113.07	103.74
2	Gross Profit (Before Depreciation And Tax)	17.13	11.85	4.76	7.83	10.97	8.90
3	Depreciation	3.13	3.05	2.92	2.75	2.27	1.71
4	Profit Before Taxation	14.00	8.80	1.83	5.07	8.70	7.19
5	Current Taxation	4.93	2.97	0.21	0.65	1.54	0.58
6	Deferred Taxation	0.03	0.09	0.41	1.04	1.16	2.05
7	Fringe Benefit Tax	0.00	0.02	0.02	0.03	0.04	0.00
8	Profit After Taxation	9.09	5.73	1.24	3.29	5.96	4.56
9	Dividend	0.65	0.43	0.43	0.43	0.87	0.78
10	Gross Fixed Assets	64.23	61.48	60.97	59.32	52.47	44.19
11	Net Fixed Assets	43.96	44.09	46.38	47.23	42.43	36.37
12	Investments	17.84	16.93	14.56	5.65	0.20	0.00
13	Net Current Assets /(Liabilities)	44.27	39.39	35.38	35.78	26.51	27.85
14	Net Assets	106.07	100.40	96.33	88.66	69.14	64.22
15	Share Capital	4.35	4.35	4.35	4.35	4.35	4.35
16	Reserves & Surplus	46.91	38.58	33.36	32.63	29.85	24.88
17	Net Worth	51.26	42.93	37.71	36.98	34.20	29.23
18	Loan Funds	46.41	49.10	50.37	43.88	28.22	29.55
19	Deferred Tax Liability	8.39	8.36	8.26	7.85	6.81	5.65
20	Earning Per Share	20.89	13.16	2.85	7.57	13.70	12.17
21	Dividend Per Share	1.50	1.00	1.00	1.00	2.00	1.80
22	Book Value Per Share	117.80	98.66	86.65	85.00	78.62	67.20

CONTENTS

Page No.

Company Information	2
Notice of AGM	3
Directors' Report	6
Report on Corporate Governance	9
Management Discussion and Analysis	12
Auditor's Report	16
Balance Sheet & Profit and Loss A/c	17
Notes to Accounts	25
Cash Flow Statement	34
Balance Sheet Abstract	35
Statement of Interest in Subsidiaries	36
Consolidated Accounts	
Auditors' Report	37
Balance Sheet & Profit and Loss A/c	38
Notes on Consolidated Accounts	46
Consolidated Cash Flow Statement	52
Subsidiary Company	
Directors' Report & Report of Independent Auditor	53
Balance Sheet & Profit and Loss A/c	55
Notes to Financial Statements	59

RAJRATAN GLOBAL WIRE LTD.

RAJRATAN THAI WIRE CO., LTD.

BOARD OF DIRECTORS

Mr. Chandanmal Chordia*	Chairman
Mr. Mofatraj Munot	Director
Mr. S.S. Mehta	Director
Mr. P.D. Nagar	Director
Mr. Abhishek Dalmia	Director
Mr. Chandrashekhar Bobra	Director
Mrs. Sangita Chordia**	Director
Mr. Sunil Chordia	Managing Director
Mr. Deepesh Trivedi	C.O.O & Executive Director

Mr. Sunil Chordia	Director
Mr. P.D. Nagar	Director
Mr. Abhishek Dalmia	Director
Mr. Ghanshyam Rathi	C.O.O. & Director

*Resigned on 5th May, 2010
**Appointed on 5th May, 2010

COMPANY SECRETARY

Mr. Vineet Chopra

BANKERS

State Bank of India
Commercial Branch, Indore

IDBI Bank Ltd.
Alankar Chambers, Indore

ICICI Bank Ltd
9, Raffles Place, Singapore

Bank of Ayudhya Public Company Limited
Siyaek Asoke Branch, Bangkok Thailand

AUDITORS

M/s. Fadnis & Gupte
Chartered Accountants, Indore

Mr. Phichat Phruksarojanakun
Bl, Auditing Group Co., Ltd. Thailand

REGISTRAR & SHARE TRANSFER AGENT

M/s. Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound
L B S Marg
Mumbai – 400078 Ph: 022-25946970

REGISTERED OFFICE

RAJRATAN HOUSE
11/2, Meera Path, Dhenu Market,
Indore – 452 003 (M.P.) INDIA
Phone: 0731 – 2546401, Fax: 0731-2542534
Website: www.rgwl.co.in

PLANTS

Plot No. 200 –A & B, Sector I,
Industrial Area, Pithampur
District Dhar (M.P.) INDIA
Phone : 07292 –253375 , 252904
Fax : 07292-253357

155/11 Moo 4, Tambol: Chet Samein
Amphur: Potharam, Ratchaburi 70120
Thailand
Phone : +6632375841
Fax : +6632375840

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of the Company will be held on Wednesday, the 4th day of August, 2010 at 1.00 p.m. at the registered office at 11/2, Meera Path, Dhenu Market, Indore, Madhya Pradesh – 452 003 to transact the following:

ORDINARY BUSINESS:

1. To consider, approve and adopt the Balance Sheet as at 31st March 2010 and the Profit and Loss Account for the year ended on that date together with the Reports of Directors and the Auditors thereon.
2. To consider declaration of dividend on equity shares.
3. To appoint a director in place of Mr. Chandrashekar Bobra, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Mr. P.D. Nagar, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint M/s Fadnis & Gupte, Chartered Accountants, as Statutory Auditors, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration..

II. SPECIAL BUSINESS:

6. Revision of Remuneration of Mr. Sunil Chordia, Managing Director

To consider and if thought fit to pass with or without modification(s), if any, the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in partial modification of Resolution no. 6 passed at the Annual General Meeting of the Company held on 21st July 2009 and pursuant to provisions of Sections 198, 269, 302, 309, 310, 311 read with provisions of Schedule XIII to the Companies Act, 1956 and other applicable provisions, if any, (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, approval of members be and is hereby accorded for revision and increase in the remuneration of Mr. Sunil Chordia, the Managing Director of the Company w.e.f. 1st April 2010 for the remaining tenure of his appointment as under:

- a) Basic Salary: Rs. Two Lac Seventy Thousand per month.
- b) House Rent Allowance: Rs. Seventy One Thousand Five Hundred per month.
- c) Leave Travel Allowance: Reimbursement once in a year subject to maximum of Rs. Two Lac Sixteen Thousand.
- d) Medical Allowance (for self & family): Reimbursement once in a year subject to maximum of Rs. Two Lac Sixteen Thousand.
- e) Ex-Gratia: Equivalent to one month's basic salary for every financial year.
- f) Gratuity payment computed at half a month's salary for each completed year of service
- g) Payment of club fees including life membership fees
- h) Free mobile phone and telephone facility at residence
- i) Free use of car

Note: Sitting fees will not be paid for attending the meetings of the Board of Directors or Committee thereof

RESOLVED FURTHER THAT Mr. Sunil Chordia, Managing Director of the Company shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the business of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion may consider necessary, expedient and desirable and to vary, modify the terms and conditions and to settle any question or doubt that may arise in relation thereto and to decide breakup of the remuneration within the above said maximum permissible limit.”

7. Re-appointment of Mr. Deepesh Trivedi as the Executive Director

To consider and if thought fit to pass with or without modification(s), if any, the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of section 198, 269, 309 and other applicable provisions, if any of the Companies Act 1956 (“the Act”), as amended or re-enacted from time to time, read with Schedule XIII to the Act, the Company hereby approves the re-appointment of Mr. Deepesh Trivedi as the Executive Director of the Company for a period of 3 years with effect from January 21, 2011 on the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year, with liberty to the Board of Directors (“the Board”) to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Deepesh Trivedi.

8. Revision of Remuneration of Mr. Deepesh Trivedi, the Executive Director

To consider and if thought fit to pass with or without modification(s), if any, the following resolution as **SPECIAL RESOLUTION**:

“**RESOLVED THAT** in partial modification of Resolution no. 7 passed at the Annual General Meeting of the Company held on 21st July 2009 and pursuant to the provisions of Sections 198, 269, 302, 309, 310, 311 read with provisions of Schedule XIII to the Companies Act, 1956 and other applicable provisions, if any, (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approval of members and such approvals as may be necessary, approval of the Board be and is hereby accorded for the revision and increase in remuneration of Mr. Deepesh Trivedi, the Executive Director of the Company w.e.f. 1st April 2010 for the remaining tenure of his appointment as under.

- a) Basic Salary: Rs. One lac Twenty Thousand per month.
- b) House Rent Allowance: Rs. Forty Three Thousand per month.
- c) Conveyance Allowance: Rs. Twenty Thousand per month.
- d) Restructuring Allowance: Rs. Forty Thousand per month.
- e) Leave Travel Allowance: Reimbursement once in a year not exceeding Rs. Seventy Two Thousand per annum.
- f) Medical Reimbursement not exceeding Rs. Thirty Two Thousand Four Hundred per annum.
- g) Performance Award: As per rules of the Company subject to maximum 30% of the basic Salary.
- h) Free use of mobile phone and car for official purpose only.
- i) Company's contribution to Provident Fund to the extent not taxable in Income Tax Act.

Note: Sitting fees will not be paid for attending the meetings of the Board of Directors or Committee thereof

9. Appointment of Mrs. Sangita Chordia as Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as **ORDINARY RESOLUTION**:

“**RESOLVED THAT** Mrs. Sangita Chordia who was appointed by the Board as an additional director to hold office upto the date of 22nd Annual General Meeting, being eligible for appointment and in respect of whom the Company has received a notice in writing under section 257 of the Companies Act, 1956 proposing her candidature for the office of Director, be and is hereby appointed as a Director liable to retire by rotation.”

Indore
Dated: 5th May 2010

By Order of the Board
SUNIL CHORDIA
MANAGING DIRECTOR

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY AND THE PROXY IN ORDER TO BE VALID MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE, NOT LESS THAN 48 HOURS BEFORE THE TIME FOR THE MEETING.**
2. The Explanatory statement in respect of item no. 6 to 9 is annexed hereto.
3. The Register of Members and the share transfer book of the Company will remain closed from the 15th July 2010 to 24th July 2010 (both days inclusive) for payment of dividend on equity shares. In respect of shares held in dematerialized form, the dividend will be paid on the basis of beneficial ownership as per the details furnished by the respective depositories for this purpose.
4. The dividend, if declared at the meeting will be paid on or after 4th August, 2010.
5. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company during working hours on all days except Saturdays, Sundays and holidays until the date of the Annual General Meeting or any adjournment thereof.
6. The additional information pursuant to clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking election is furnished herewith.
7. With a view to providing protection against fraudulent encashment of dividend warrants, Members holding shares in physical form are requested to provide, if not already provided earlier, their bank account number, name and address of the bank branch to the Company's Registrars & Transfer Agents, M/s. Link Intime India Pvt. Ltd., in the format attached herewith, quoting their folio numbers to enable the Company to incorporate the said details on the dividend warrants. Members will appreciate that the Company will not be responsible for any loss arising out of fraudulent encashment of the dividend warrants.
8. Members are requested to notify any change in their address/Bank Mandate to the Company's Registrars & Transfer Agents, M/s. Link Intime India Pvt. Ltd., and in case their shares are held in Demat form, this information should be sent to the Depository Participant with whom they hold their account.
9. Members are entitled to make nomination in respect of shares held by them. Members desirous of making nominations are requested to send Form No. 2B duly filled in and signed by them to the Company's Registrars & Transfer Agents incase the shares are held in physical form and to the Depository Participants in case the shares are held in electronic form.
10. Those members who have not received/encashed dividend warrants for the financial years 2003-04 and onwards may return the time barred dividend warrants or write to the Company for the issue of duplicate dividend warrants. It may kindly be noted that once the unpaid/unclaimed dividend is transferred to the Central Government, no claim shall lie in respect thereof.
11. Members desirous to seek any information on the annual accounts at the meeting are requested to send their queries in writing to the Company Secretary at the registered office at least seven days before the date of the meeting in order to keep the desired information available.
12. Members are requested to bring their copy of the Annual Report at the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 6

The Board is of the view that having regard to the whole time devotion of Mr. Sunil Chordia, the Managing Director towards the Company his remuneration should be revised to increase sufficiently.

The existing remuneration of Mr. Sunil Chordia was sanctioned by the members, at the Annual General Meeting held on 21st July, 2009 which is proposed to be increased from Rs. 2,00,000/- p.m. (other than perks and allowances) to Rs. 2,70,000/- p.m. (other than perks and allowances).

The proposed revised remuneration besides allowances as set out in the resolution has been approved by the Remuneration Committee and Board of Directors at their meetings held on 28th April 2010 and 5th May 2010 respectively. In terms of the provisions of the Companies Act, 1956, approval of the members is being sought to revise and increase the remuneration by way of **SPECIAL RESOLUTION**.

None of the Directors other than Mr. Sunil Chordia and Mrs. Sangita Chordia is concerned or interested in this resolution.

The explanatory statement may be treated as an abstract under section 302 of the Companies Act, 1956.

ITEM NO. 7 & 8

The Board of Directors of the Company at its meeting held on 5th May, 2010 re-appointed Mr. Deepesh Trivedi as the Executive Director for a period of three years w.e.f. 21st January, 2011 to 20th January, 2014 subject to the approval of members in Annual General Meeting.

The proposed revised terms of re-appointment of Mr. Deepesh Trivedi were considered and approved by the Remuneration Committee and Board as per the details furnished in relevant resolution.

Mr. Deepesh Trivedi, a Mechanical Engineer had joined the Company as Chief Operating Officer of the Company in March 2006 and looking to his knowledge and rich experience in Auto, Engineering and Process Industries he was appointed as the Executive Director in the Annual General Meeting held on 20th September 2008 for the period of 3 years effective from 21st January 2008.

In view of his wide experience and whole time devotion, the Board in its meeting held on 5th May 2010 has recommended re-appointment of Mr. Deepesh Trivedi as the Executive Director.

Existing remuneration of Mr. Deepesh Trivedi is Rs. 90,000/- p.m. (other than perks and allowances) is proposed to be increased to Rs.1,20,000/- p.m. (other than perks and allowances)

In terms of provisions of section 198, 269, 309, 310 and Schedule XIII to the Companies Act, 1956 the approval of the members is being sought to confirm re-appointment & revision in remuneration of Mr. Deepesh Trivedi as set out in the resolutions. He is not related to any of the directors of the Company.

Directors recommend passing of the resolutions as **SPECIAL RESOLUTIONS**.

None of the Director other than Mr. Deepesh Trivedi is concerned or interested in this resolution.

The Explanatory Statement is and may be treated as an abstract under section 302 of the Companies Act, 1956.

ITEM NO. 9

Mrs. Sangita Chordia was appointed as an additional director by the Board w. e. f. 5th May 2010 to hold office upto the date of 22nd Annual General Meeting in accordance with the provisions of Section 260 of the Companies Act, 1956. The Company has received a notice in writing from a shareholder proposing her appointment as a Director liable to retire by rotation in accordance with the provisions of Section 257 of the Companies Act, 1956. Mrs. Sangita Chordia is wife of Mr. Sunil Chordia.

Approval of the members is being sought to appoint Mrs. Sangita Chordia as a Director liable to retire by rotation by way of **ORDINARY RESOLUTION**.

None of the Director other than Mr. Sunil Chordia and Mrs. Sangita Chordia is concerned or interested in this resolution.

Indore

Dated: 5th May 2010

By Order of the Board

SUNIL CHORDIA

MANAGING DIRECTOR

ANNEXURE TO THE NOTICE

Additional information pursuant to Clause 49 of the Listing Agreement with the Stock Exchange in respect of Directors appointed/re-appointed, seeking re-election, revision of remuneration under item nos. 3, 4, 7 and 9

S.No.	Name & Designation of appointee	Qualifications	Age in years	Experience in Yrs.	Date of Appointment	Other Directorships (excluding Private & Foreign Companies)
1.	Mr. Chandrashekhar Bobra	B.Com., M.B.A.	53	31	11.06.2005	NIL
2.	Mr. P.D. Nagar	B.Com., LLB, FCA	65	42	10.07.2003	1. Anik Industries Limited 2. MPSE Securities Limited
3.	Mr. Deepesh Trivedi	BE (Mech.)	55	30	21.01.2008	NIL
4.	Mrs. Sangita Chordia	B.Com.	45	15	05.05.2010	Rajratan Investments Limited

Shareholding details -

Mr. Chandrashekhar Bobra and Mr. Deepesh Trivedi are not holding any share in the Company.

Mr. P.D. Nagar holds 1500 equity shares of the Company

Mrs. Sangita Chordia holds 5,58,100 equity shares of the Company

DIRECTORS' REPORT

To

The Members,

The Directors hereby present their Twenty Second Annual Report on the business and operations of the Company and the consolidated and standalone financial accounts for the financial year ended on 31st March, 2010.

FINANCIAL RESULTS:

	(Rs. In Lacs)	
	2009-10	2008-09
Profit before Depreciation, Interest and Tax	2202.13	1866.15
Interest and Financial Charges	488.40	680.71
Profit before Depreciation	1713.73	1185.44
Less: Depreciation	312.86	304.97
Profit before Taxation	1400.87	880.47
Less: Provision for Taxation		
- Current Tax	493.43	299.10
- Deferred Tax	3.10	9.55
Prior Period Expenditure/(Income)	(4.84)	(0.86)
Profit After Tax	909.18	572.68
Add: Surplus of Previous Year	103.47	81.71
Amount available for appropriation	1012.65	654.39
APPROPRIATION		
Proposed Dividend	65.28	43.52
Dividend Tax	11.09	7.39
Transfer to General Reserve	500.00	500.00
Balance carried to Balance Sheet	436.29	103.48

PERFORMANCE HIGHLIGHTS:

This was a landmark year for the Company for its operating performance with earning growth amidst extra ordinary challenges of price volatility of raw material and demand reduction in the beginning of the financial year. Your Company has registered sales volume of 28,964 MT as compared to 25,831 MT having growth by over 12% though net sales were Rs. 148 Crore as against Rs. 145 Crore of previous year. During the period, demand remained better and the Company recorded increase of 18% in PBIDTA over previous year due to improved operating efficiencies and major savings in financial cost. This has resulted in a healthy increase of 59% in PBT over previous year i.e. Rs. 14.01 Crore against Rs. 8.80 Crore in previous year.

PROSPECTS AND OUTLOOK:

The Indian economy has been on growth track so far. With the domestic demand rebounding, indications of increasing investments / expansion plans in tyre business, growth in the Company's business is anticipated by 20% in the year 2010-11. In order to tap this growth, the Company is working on a productivity improvement project, increasing operational efficiencies, adding few machines & modernization of equipments. Steel price have been volatile in the previous year and is still continuing. However, with the supply situation now improving, prices are expected to get stabilized soon.

SUBSIDIARY COMPANY:

Global economy had witnessed the worst economic recession in 2008-09 that affected across all sectors. This was the time when Rajratan Thai Wire Co. Limited, Thailand (RTWL), had entered the market and consequently, witnessed the losses. Global market remained affected from recession during first half of 2009-10, however, second half shown signs of improvement. During the period under review RTWL registered sales volume of 9267 MT as compared to 2791 MT previous year. Net Sales stood at Rs. 36.40 Crores as compared to Rs. 14.43 Crores previous year. Net loss was considerably reduced to Rs. 2.62 Crores as compared to Rs. 6.13 Crores previous year. The Company is now in a turnaround

phase. It is in process to obtain ISO-TS certification and planned to increase the capacity from 12000 MT to 24000 MT p.a. RTWL is also hopeful to get approvals of the samples from major tyre companies that will significantly improve the performance.

DIVIDEND:

Your Directors are pleased to recommend a dividend @ 15% i.e. Rs. 1.50 per equity share of Rs.10/- each (previous year Rs.1.00 per share) for the year ended 31st March, 2010. The dividend will be declared in the ensuing Annual General Meeting based on approval by the Shareholders.

DIRECTORS:

Mr. Chandanmal Chordia resigned from the office of the Chairman and Director with effect from 5th May 2010. The Board places on record its deep sense of appreciation for the invaluable contribution made by Mr. Chandanmal Chordia during his tenure as the Chairman and Director of the Company.

In accordance with the provisions of the Companies Act, 1956, and the Company's Articles of Association, Mr. Chandrashekhar Bobra and Mr. P.D Nagar retire by rotation and are eligible for re-appointment.

Mrs. Sangita Chordia was appointed as the Additional Director of the Company effective from 5th May 2010 till the conclusion of the ensuing Annual General Meeting and is recommended to be appointed as a director liable to retire by rotation in the ensuing Annual General Meeting.

Mr. Deepesh Trivedi was appointed as the Executive Director of the Company for a period of three years effective from 21st January 2008 and his tenure of appointment expires on 20th January 2011. In view of the contribution made by him for the progress of the Company it is proposed to reappoint him as Executive Director for a further period of 3 years effective from 21st January 2011.

AUDITORS:

M/s. Fadnis & Gupte, Chartered Accountants, Indore, the Statutory Auditors, are retiring at the conclusion of twenty second Annual General Meeting. The Auditors has furnished a Certificate as required under Section 224(1B) of the Companies Act, 1956 and has consented to continue to act as auditors of the company for the current year, if re-appointed.

AUDITORS REPORT:

Report of the Auditors and their observations and notes to the accounts of the Company for the year under review are attached herewith which are self-explanatory and does not require further explanation.

FIXED DEPOSITS:

The Company has not accepted any deposit during the year from the public and has no public deposits outstanding as on 31st March 2010.

LISTING:

The shares of the Company are listed on The Bombay Stock Exchange Limited, and the Company is regular in payment of the listing fees. There was no suspension of trading during the year under review.

INDUSTRIAL RELATIONS:

Your Directors are pleased to report that the relations with the employees and workers are continued to be cordial during the year under review.

PARTICULARS OF EMPLOYEES UNDER SECTION 217(2A) OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (PARTICULARS OF EMPLOYEES) RULES, 1975.

Name	Designation	Age	Last Employed	Date of Joining	Qualification	Experience	Remuneration ((including Allowances)
Mr. Sunil Chordia	M.D.	47	--	09.09.1988	B.Sc, DCMA, M.B.A	25	3500000/-

CORPORATE GOVERNANCE:

Your Company is committed to maintain the highest standards of Corporate Governance. Your Directors adhere to the stipulations set out in the Listing Agreement with Stock Exchange.

A report on Corporate Governance as stipulated under clause 49 of the Listing Agreement with the stock exchange form part of the Annual Report.

Certificate from the Auditors of the Company, M/s Fadnis & Gupte confirming compliance of conditions of Corporate Governance as stipulated under the aforesaid Clause 49, is annexed to this Report.

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:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departure from the same.
- ii. the directors have selected such accounting policies and applied them consistently and made judgments 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 31st March, 2010.
- iii. that the directors have taken proper and sufficient care 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

- iv. the directors have prepared the annual accounts on a 'going concern' basis.

PERSONNEL:

Your Company has been able to operate efficiently because of a culture of professionalism, integrity and continuous improvement in all functions and areas to ensure efficient utilization of the Company's resources for sustainable and profitable growth.

During the year measures for training, development, safety of the employees and environmental awareness received top priority of Management. The Directors wish to place on record their appreciation of the efficient and loyal services rendered by all staff and work force of the Company, without whose wholehearted effort, the satisfactory performance would not have been possible.

ACKNOWLEDGEMENT:

Your Directors place on record their gratitude to the Company's esteemed shareholders, customers, suppliers, associates, financial institutions, bankers, and the state and central government for their assistance, co-operation and encouragement they extended to the Company. The Directors also place on record their sincere appreciation to the employees for their continuing support and unstinting efforts in ensuring the heights of success. We look forward to their continued support in the future.

Place: Indore

Dated: 05th May 2010

For and on behalf of the Board

SUNIL CHORDIA

MANAGING DIRECTOR

ANNEXURE TO THE REPORT OF THE BOARD OF DIRECTORS

Particulars required by the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Report of the Board of Directors for the Financial Year 2009-10.

A PARTICULARS OF CONSERVATION OF ENERGY AND FOREIGN EXCHANGE EARNING AND OUTGO

The Company is employing indigenous technology for its operations. Constant watch is kept on the consumption of energy & fuel to effect economy wherever possible. The details regarding consumption of energy are given below

Power and Fuel Consumed	2009-2010	2008-09
1. ELECTRICITY:		
(a) Unit Consumed: (KWH)		
Purchased from MPEB	12571640	11055306
Generation through Wind Mill (Transfer to Grid)	2732648	2733085
Total Units	15304288	13788391
Total Amount	67316417	62259402
Rate/Unit	4.40	4.52
2. L.P.G/PROPANE/RLNG		
Quantity (Kgs)	1705168	1465097
Total Amount	35538185	26959688
Average Rate (Per Kg)	20.84	18.40
3. DIESEL/SKO/LDO:		
Quantity (Ltrs)	8600	9075
Total Amount	303274	343990
Average Rate	35.26	37.91
Consumption per Unit of production		
Electricity (Units)	524	539
L.P.G/RLNG (Kgs)	58	57

The Company has incurred the following expenses in foreign currency:

- On foreign travels Rs.4,13,531 (Rs.2,94,662), for purchase of journals & periodicals NIL (Rs.5,708), on Advertisement Rs.72,709 (Rs.96,098), on capital goods Rs. 16,37,272 (14,45,524), on import of raw material in foreign exchange during the year Rs.12,58,13,935 (Rs.12,37,36,479/-), Testing Fees Rs. 23,614 (14,154/-), Technical Consultancy Rs. 50,809 (NIL).
- The F.O.B. value of exports (including deemed F.O.B. Value) during the year was Rs. 9,89,39,569 (15,12,75,139/-)
- Remittance in Foreign Currency: Investment in Rajratan Thai Wire Co. Ltd. Rs. 94,29,913 (2,33,33,183/-), share application money Rajratan Thai Wire Co. Ltd. NIL (Rs. 2,88,167/-), Loan to Rajratan Thai Wire Co. Ltd. 1,92,63,754 (NIL).

B. TECHNOLOGY ABSORPTION:

RESEARCH AND DEVELOPMENT (R&D):

1. Specific areas in which R & D activities carried out by the company were:

- Studies were made and subsequently the cleaning and rinsing capabilities were enhanced by way of
 - 1] Installing on line skimmers in the electro cleaner in coating line. To take away the muck and froth.
 - 2] Installing the in-line settling system in hot water wash, thereby continuously making the bath cleaner in coating line.
 - 3] Metering pumps have been modified to give uniform flow rate.
 - 4] On line mixing of the Borax in the patenting line.

2. Benefits derived as a result of above R&D

- Enhanced adhesion properties giving a competitive edge to the Product more uniformly distributed Borax coating on patented wire to improve drawability and surface topography

- Process Capability improvement.

3. Future plans of action: to recycle the process water through a cleaning and separating system.

4. To set up in-house die cutting and finishing facilities so as to use the pressure die system more cost-efficient.

5. Expenditure on R&D:

- Capital	NIL
- Recurring	1,68,050/-
- Total	1,68,050/-
- Total R & D Expenditure	0.011
(as a percentage of total turnover)	

TECHNOLOGY ABSORPTION, ADOPTION & INNOVATION

1. Efforts in brief made towards Technology Absorption, Adoption & Innovation:

a. Product Development

- Conceiving and converting existing spare capacity to produce high grade auto-control cable wires for OEM applications.

b. Process Development

- Direct heating of Borax baths using PLC based LNG burner.

c. Power Management

2. Benefits derived as a result of above efforts:

- a. Widening of Customer and Product base - Launching a new product segment.
- b. Savings of undesirable and unutilized expenditure in indirect heating systems

Indore

Dated: 05th May 2010

For and on behalf of the board

SUNIL CHORDIA

MANAGING DIRECTOR

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company reaffirms its commitment to the good corporate governance practices. The foundation on which the structure of Corporate Governance rests is in the "Theory of Trusteeship". The shareholder, while placing their capital in the hands of Board of Directors, puts them in fiduciary capacity. Trustees, in turn, are required to run the business with Transparency, Full Disclosure, Fairness to all and Independent Monitoring and Supervision, which enable the Company to perform efficiently and maximize long-term value for the Shareholders. This is the essence of good Corporate Governance. It also puts in place and enhances the trust of Creditors, Employees, Suppliers, Customers and Public at large. At Rajratan Global Wire Ltd, it is also considered as a business necessity. It has ensured-

- A strong team of non-executive and independent Directors.
- Capable and result oriented management team.
- Due importance to compliance of laws, rules and regulations.
- Clear statement of Board processes and Board executive linkages.
- Disclosure, accountability, transparency, adequate systems and procedures to monitor the state of affairs of the Company to enable the Board to effectively discharge its responsibilities to the stakeholders of the Company.
- Identification and management of key risks to delivery of performance of the Company.

2. BOARD OF DIRECTORS

The Company functions under the supervision and control of the Board of Directors ('the Board'). The Board formulates the overall strategy and periodically reviews the implementation of the same.

The Board comprises of a fair number of independent, professionally competent and acclaimed non-executive Directors

Constitution of the Board as on 31st March, 2010 and related information

Name of Director	Category	No. of Board Meetings attended	Attendance at last AGM	No. of outside Directorships (excludes Private & Foreign Companies)
Mr. Chandanmal Chordia	Chairman	0	NO	NIL
Mr. Sunil Chordia	Managing Director	5	YES	1
Mr. P.D. Nagar	Non Executive & Independent	5	YES	2
Mr. S. S. Mehta	Non Executive & Independent	4	YES	2
Mr. Mofatraj Munot	Non Executive & Independent	0	NO	3
Mr. Abhishek Dalmia	Non Executive	3	YES	7
Mr. Chandrashekhar Bobra	Non Executive & Independent	4	YES	NIL
Mr. Deepesh Trivedi	Executive Director	5	YES	NIL

None of the Directors on the Board holds the office of Director in more than 15 companies or memberships of committees of the Board in more than 10 companies or Chairmanship of more than 5 committees across all companies.

Board Meetings held during the year

Five Board Meetings were held during the year 2009-10 on 6th May 2009, 29th May 2009, 21st July 2009, 21st October 2009, and 23rd January 2010.

3. AUDIT COMMITTEE

(a) Terms of reference

- To investigate any activity within its term of reference
- To seek information from any employees
- To obtain outside legal or other professional advice
- To secure attendance of outsiders with relevant expertise, if it considers necessary
- To review with the Management the annual/half-yearly/quarterly financial statements
- To review the Company's financial and risk management policies and the adequacy of internal control systems.
- To hold separate discussions with Head-Internal Audit, Statutory Auditors and among members of the Audit Committee to ensure whether the financial statements are fairly presented in conformity with the Accounting Standards issued by ICAI.
- To consider appointment/reappointment/replacement of statutory auditor and fixation of audit fee and fee for any other services rendered by statutory auditor.