

Twenty Sixth Annual Report
2013-2014



FINANCIAL HIGHLIGHTS							
₹ in Crores							
S.N.	Year	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09
1	Sales	254.72	218.33	199.70	176.03	158.92	161.49
2	Gross Profit (Before Depreciation And Tax)	14.23	13.59	12.30	15.53	17.13	11.85
3	Depreciation	3.85	3.73	3.58	3.34	3.13	3.05
4	Profit Before Taxation	10.38	9.86	8.72	12.19	14.00	8.80
5	Current Taxation	3.47	3.25	2.52	3.84	4.93	2.97
6	Deferred Taxation	(0.33)	(0.19)	0.27	0.29	0.03	0.09
7	Fringe Benefit Tax	0.00	0.00	0.00	0.00	0.00	0.02
8	Profit After Taxation	7.24	6.80	5.93	8.06	9.09	5.73
9	Dividend	0.43	0.43	0.52	0.65	0.65	0.43
10	Gross Fixed Assets	76.67	74.58	74.71	69.60	64.23	61.48
11	Net Fixed Assets	42.92	44.64	47.75	46.11	43.96	44.09
12	Investments	34.16	23.90	23.90	23.90	17.84	16.93
13	Non Current Assets	3.20	8.03	7.14	0.87	0.00	0.00
14	Net Current Assets /(Liabilities)	60.18	58.69	56.38	46.49	44.27	39.39
15	Net Assets	140.46	135.26	135.17	117.37	106.07	100.40
16	Share Capital	4.35	4.35	4.35	4.35	4.35	4.35
17	Reserves & Surplus	72.54	65.82	59.52	54.20	46.91	38.58
18	Net Worth	76.90	70.17	63.87	58.55	51.26	42.93
19	Loan Funds	54.24	56.33	62.35	50.14	46.41	49.10
20	Deferred Tax Liability	8.43	8.76	8.95	8.68	8.39	8.36
21	Earning Per Share	16.63	15.63	13.63	18.51	20.89	13.16
22	Dividend Per Share	1.00	1.00	1.20	1.50	1.50	1.00
23	Book Value Per Share	176.70	161.24	146.78	134.55	117.80	98.66

CONTENTS

Page No.

Company Information	2
Notice of AGM	3
Directors' Report	7
Report on Corporate Governance	14
Management Discussion and Analysis	16
Auditors' Report	21
Balance Sheet & Profit and Loss A/c	22
Cash Flow Statement	24
Notes to Accounts	25
Statement of Interest in Subsidiaries	38

Consolidated Accounts

Auditors' Report	39
Balance Sheet & Profit and Loss A/c	40
Consolidated Cash Flow Statement	42
Notes on Consolidated Accounts	43

RAJRATAN GLOBAL WIRE LTD.**BOARD OF DIRECTORS**

Mr. Sunil Chordia	Managing Director
Mr. S.S. Mehta	Director
Mr. P.D. Nagar	Director
Mr. Abhishek Dalmia	Director
Mr. Chandrashekhar Bobra	Director
Mr. Surendra Singh Maru	Director
Mrs. Sangita Chordia	Whole Time Director
Mr. Deepesh Trivedi	C.O.O & Executive Director

COMPANY SECRETARY

CS Shubham Jain

BANKERS

State Bank of India
Commercial Branch,
Indore

IDBI Bank Ltd.
(Specialised Corporate Branch)
Old Palasia, Indore

AUDITORS

M/s. Fadnis & Gupte
Chartered Accountants, Indore

REGISTRAR & 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
Email: investor-cell@rgwl.co.in
Website: www.rgwl.co.in
CIN : L27106MP1988PLC004778

PLANT

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

RAJRATAN THAI WIRE CO., LTD.**DIRECTORS**

Mr. Sunil Chordia	Director
Mr. P.D. Nagar	Director
Mr. Abhishek Dalmia	Director
Mr. P.S. Ravi	Director
Mr. Mukesh Kumar Verma*	Whole Time Director
Mr Yashovardhan Chordia**	Whole Time Director

* Resigned on 27.07.2013

** Appointed on 22.10.2013

BANKERS

ICICI Bank Ltd. Singapore Branch
9, Raffles Place, Singapore

Bank of Ayudhya Public Company Limited
1222 Rama III Road,
Bang Phongphang, Yan Nawa,
Bangkok 10120 Thailand

United Overseas Bank (Thai) Public Company Ltd.
Head Office :
191, South Sathon Road, Bangkok 10120

AUDITORS

Mr. Phichat Phruksarajanakun
Bl, Auditing Group Co., Ltd. Thailand
55/113 Moo.9 , Town Plus Kaset-Nawamin, Klong Kum,
Beung Kum, Bangkok 10240

REGISTERED OFFICE & PLANT

155/11 Moo 4, Tambol: Chet Samein
Amphur: Potharam, Ratchaburi 70120
Thailand
Phone : +6632375841, +6632375843-844
Fax : +6632375840

NOTICE

Notice is hereby given that the **Twenty Sixth Annual General Meeting** of the Members of the Company will be held on Friday the 26th day of September, 2014 at 10.00 a.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 receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014 and reports of the Board of Directors and of the Auditors thereon.
2. To consider declaration of dividend on equity shares.
3. To appoint a Director in place of Mr. P.D. Nagar (DIN- 00151621), who retires by rotation, and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Abhishek Dalmia (DIN- 00011958), who retires by rotation, and being eligible, offers herself for reappointment.
5. To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 139 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, if any and the Rules framed thereunder, as amended from time to time, M/s. Fadnis & Gupte, Chartered Accountants (ICAI Firm Registration No. 006600C) be and are hereby re-appointed as the Statutory Auditors of the Company for a period of 3 years to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of 29th AGM of the Company to be held in 2017, at such remuneration as may be fixed by the board and the said re-appointment be placed for ratification by members at relevant AGM of the Company."

SPECIAL BUSINESS

6. **Appointment of Mr. Shiv Singh Mehta as an Independent Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Mr. Shiv Singh Mehta (DIN 00023523), who was holding positions of the Independent Director and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years w.e.f 26.09.2014 not liable to retire by rotation."

7. **Appointment of Mr. Chandra Shekhar Bobra as an Independent Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule-IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Mr. Chandra Shekhar Bobra (DIN 00209498), who was holding position of the Independent Director and in respect of whom the company has received a notice in writing under section 160 of the

Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years w.e.f 26.09.2014 not liable to retire by rotation."

8. **Appointment of Mr. Surendra Singh Maru as an Independent Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Mr. Surendra Singh Maru (DIN 03081191), who was holding position of the Independent Director and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years w.e.f 26-09-2014 not liable to retire by rotation."

9. **Borrowing Limits of the Company**

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

"RESOLVED THAT in supersession of the resolution passed at the Annual General Meeting of the shareholders of the Company held on May 25, 2000 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby accords its consent to the Board of Directors for borrowing any sum of money from time to time, whether in Indian rupees or foreign currency, from any one or more persons, firms, bodies corporate, or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or stock-in trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, but, so, however, that the total amount up to which the monies may be borrowed by the Board of Directors and outstanding at any time shall not exceed the sum of ₹ 150 Crores (Rupees One Hundred Fifty Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to

execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

10. Creation of Mortgage/Charge on the movable/immovable properties of the Company

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

“**RESOLVED THAT** in supersession of the Ordinary Resolution passed at the Extra-ordinary General Meeting of the shareholders of the Company held on May 30, 2001 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the shareholders of the Company be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges /hypothecation created by the Company in favour of the lenders) in such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, Debentures, advances and all other moneys payable by the Company to the lenders concerned, of loans or advances already obtained or to be obtained from, in any form including by way of subscription to debentures issued or to be issued by the Company to, any financial institution, bank, body corporate, company, insurer or to the general public as the Board may determine.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

11. Re-appointment of Mr. Deepesh Trivedi as Executive Director

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

“**RESOLVED THAT** pursuant to the provisions of section 196 & 197 read with Schedule V and other applicable provision, if any, of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule-XIII to the Companies Act, 1956), (including any statutory notification/s or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby granted for re-appointment of Mr. Deepesh Trivedi as Executive Director of the company for a period of 3 years with effect from January 21, 2014 on the existing remuneration as under -

- a) Basic Salary: ₹ One Lac Seventy Thousand per month.
- b) House Rent Allowance: ₹ Fifty Thousand per month.
- c) Restructuring Allowance: ₹ Fifty Five Thousand per month.
- d) Conveyance Allowance: ₹ Twenty Five Thousand per month.
- e) Leave Travel Allowance: Reimbursement once in a year not exceeding ₹ One Lac Ten Thousand per annum.
- f) Medical Reimbursement not exceeding ₹ Forty Thousand per annum
- g) Performance Award: As per rules of the Company subject to 30% of the basic Salary.
- h) Free use of mobile phone and car for official purpose only.
- i) Gratuity payment computed at half a month's salary for each completed year of service.

- j) Company's contribution to Provident Fund to the extent not taxable in Income Tax Act.

RESOLVED FURTHER THAT where in any financial year, during his term of office, the company makes no profits or its profits are inadequate, the Company may pay the aforesaid remuneration as the minimum remuneration for that year.

FURTHER RESOLVED THAT the Board of Directors of the company be and are hereby authorized and empowered to alter, vary and modify the terms and remuneration payable to Mr. Deepesh Trivedi as may be agreed to between the Board of Directors and Mr. Deepesh Trivedi, however the remuneration payable shall not exceed the maximum limits specified in Schedule-V to the Companies Act, 2013 or any amendment thereto as may be made from time to time or the laws or guidelines as may for the time being in force and to do all other acts, deeds, matters and things as may be considered necessary and desirable or expedient to give effect to this resolution.”

12. Re-appointment of Mrs. Sangita Chordia as Whole-Time Director

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

Pursuant to the provisions of section 196 & 197 read with Schedule V and other applicable provision, if any, of the Companies Act, 2013 (including any statutory notification/s or re-enactment thereof for the time being in force) the consent of the members of the company be and is hereby granted for re-appointment of Mrs. Sangita Chordia as Whole Time Director of the company for a period of 3 years with effect from July 1st, 2014 on the existing remuneration as under-

- a) Basic Salary: ₹ 50,000 Pm.
- b) Gratuity payment computed at half a month's salary for each completed year of service.
- c) Company's contribution to Provident Fund to the extent not taxable in Income Tax Act.
- d) Free use of mobile phone and car for official purpose only.

RESOLVED FURTHER THAT where in any financial year, during his term of office, the company makes no profits or its profits are inadequate, the Company may pay the aforesaid remuneration as the minimum remuneration for that year.

FURTHER RESOLVED THAT the Board of Directors of the company be and are hereby authorized and empowered to alter, vary and modify the terms and remuneration payable to Mrs. Sangita Chordia as may be agreed to between the Board of Directors and Mrs. Sangita Chordia, however the remuneration payable shall not exceed the maximum limits specified in Schedule-V to the Companies Act, 2013 or any amendment thereto as may be made from time to time or the laws or guidelines as may for the time being in force and to do all other acts, deeds, matters and things as may be considered necessary and desirable or expedient to give effect to this resolution.”

By the order of Board

SUNIL CHORDIA
MANAGING DIRECTOR
DIN - 00144786

Dated: 28th May 2014
Indore

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

A proxy, in order to be effective, must be received at the registered office of the company not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed.

A member entitled to attend and vote at this meeting is entitled to participate in the voting process through e-voting, as per the section 108 of the Companies Act, 2013.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2014 to 26th September, 2014 (both days inclusive).
4. The payment of dividend, if declared at the said meeting, will be made to those shareholders whose names shall appear on the Company's Register of Members on 26.08.2014 or to their nominees. In respect of shareholding in dematerialized form, dividend will be paid to the beneficial owners as per details to be furnished by the Depositories for the purpose. Dividend warrants will be dispatched or credit will be given under National Electronic Clearing Services (NECS)/ Electronic Clearing Services (ECS) as the case may be, subject to the availability of bank account details etc. as required.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.
6. Members are requested to notify any change of address-
 - a. To their depository participants (DP) in respect of shares held in dematerialized form, and
 - b. To Registrar and Share Transfer Agent of the Company- M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Mumbai-400078 Ph: 022-25946970, in respect of shares in physical form, to notify their change of address/residential status/email-id, bank details etc., if any, under their signatures and quoting respective folio number.
7. Those members who have not received/encashed dividend warrants for the financial years 2007-08 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.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
10. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
11. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary in advance at least 7 days before the date of meeting so that the information called for can be made available at the meeting.

12. Kindly bring your copy of the Annual Report to the meeting.
13. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for the financial period ended on 31.03.2014 will also be available on the Company's website www.rgw1.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Indore for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor-cell@rgw1.co.in
14. The register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
15. The register of Contracts or Arrangements in which Directors are interested, maintained under section 189 of the companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
16. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days up to and including the date of the Annual General Meeting of the Company.
17. As per the provision of clause 49 of the Listing Agreement, particulars of Directors to be appointed / re-appointed at the 26th Annual General Meeting are given separately in the notice.
18. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him at the Registered office address or e-mail their grievances /queries to the Company Secretary at the following e-mail address: Investor-cell@rgw1.co.in.
19. **Procedure for e-voting**
In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd. (CDSL), the instructions for members for voting electronically are as under:-
 - I. In case of members receiving e-mail:**
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the **"RAJRATAN GLOBAL WIRE LIMITED"** from the drop down menu and click on "SUBMIT"
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "**Rajratan Global Wire Ltd**" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

Institutional & Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting@rgwl.co.in with a copy marked to evoting@nsdl.co.in

II. In case of members receiving the physical copy:

- (A) Please follow all steps from Sl. No. (i) to Sl. No. (xviii) above to cast vote.
- (B) The voting period begins on 19th September, 2014 at 10.00 AM and ends on 21st September, 2014 at 6.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

III. CS Manju Mundra (FCS 4431 & COP 3454) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

IV. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL and website of i.e. www.rgw1.co.in within two (2) days of passing of the resolution at the AGM of the Company and will be communicated to Bombay Stock Exchange Limited.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to section 102 of the Companies Act, 2013 –

Item No. 6, 7 & 8

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchange, appointed Mr. Shiv Singh Mehta, Mr. Chandrashekhar Bobra and Mr. Surendra Singh Maru as Independent Directors at various times, in compliance with the requirements of the said clause.

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act. Therefore it is proposed to appoint them as Independent directors at the ensuing general meeting for a period of 5 years w.e.f. 26.08.2014.

The above Independent Directors have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above Independent Directors fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above Directors as Independent Directors is now being placed before the Members in General Meeting for their approval.

The brief profile of the independent directors to be appointed is given below-

1. Mr. Shiv Singh Mehta

Mr. Mehta did his Bachelors of Engineering in Electronics and posses Master Degree in Business Administration. Mr. Shiv Singh Mehta is the Founder Key Promoter and Managing Director of the Kriti Group. Kriti Group comprises of Kriti Industries (I) Ltd, Kriti Nutrient Ltd and Kriti Auto Engineering & Plastics Pvt. Ltd.

Mr. Mehta is a steadfast believer in values, ethics, honouring commitments and cherishing mutually satisfying relationships and has led all initiatives with a firm emphasis on these philosophies. Mr. Mehta has been on the Company's Board since July 07, 2003 and is an Independent Director.

2. Mr. Chandrashekhar Bobra

Mr. Bobra Holds a Master's degree in Management and Bachelor's Degree in Commerce and has a vast experience of more than three decades. Mr. Bobra has been on the Company's Board since June 11, 2005 and is an Independent Director.

3. Mr. Surendra Singh Maru

Mr. Maru a mechanical Engineer has vast knowledge and long experience at senior level in efficiently managing large industrial complexes. He has led various business turnarounds, green field projects, acquisitions in India and abroad. He has worked as an advisor with a multi-product, multi-location group business having significant turnover and profit by operating facilities in India, China, Canada, Sweden, Thailand etc. Mr. S.S. Maru has been on the Company's Board since May 28, 2012 and is an Independent Director.

The detailed profile of directorship and Committee position held by these three directors in other Companies are included separately in this Notice and report on Corporate Governance forming part of this Annual Report.

The Company has received a notice in writing as required under section 160 of the Companies Act, 2013 from members of the company for proposing the appointment of the above said directors. All the 'Independent Directors' have expertise in specific functional areas and are eminent personalities in their respective fields. The Board considers

that their continued association would be of immense benefit to the Company and it is desirable to continue services of these directors as Independent directors. Therefore your Board of Directors recommends to pass resolutions as set out in the Item No. 6 to 8 as ordinary resolution.

No Director, Key Managerial Personnel or their relative, except the relevant directors to be appointed as independent directors, are concerned or interested in the resolution, whether financially or otherwise.

Item No. 9 & 10

The members of the Company at their Annual General Meeting held on May 25, 2000 had approved by way of an Ordinary Resolution under Section 293(1)(d) for borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 50 Crores (Rupees Fifty Crores Only) and at their Extra ordinary general meeting held on May 30, 2001 had approved by way of an Ordinary Resolution under Section 293 (1)(a) of the Companies Act, 1956 for creation of mortgages/charge/hypothecation on all present and future properties of the Company in favour of lenders.

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors of the Company shall obtain the consent of the shareholders in the General Meeting to enable them to borrow money where the amount to be borrowed together with the amount already borrowed by the company will exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purposes.

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of directors of Company shall not, without the approval of shareholders in general meeting by way of special resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

As the assistance from the institutions/banks provided/agreed to be provided to the Company have to be secured by the mortgage and charge of the assets of the Company, both present and future and the whole of the undertaking of the Company and the aforesaid institutions would like to retain a power to take over the management of the business and concern of the Company in certain events, it is necessary for the members to pass a resolution under Section 180(1)(a) of the Companies Act, 2013. Hence, the members are required to authorize to the Board to create/renew charges on the movable and immovable assets and properties of the Company in favor of the lenders.

Therefore your board of directors recommends to pass resolutions as set out in the Item No. 9 & 10 as Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 and 10.

ITEM NO. 11 & 12

The Board of Directors of the Company at its meeting held on 22nd October, 2013 re-appointed Mr. Deepesh Trivedi as C.O.O. & Executive Director for a period of three years w.e.f. 21st January, 2014 to 20th January, 2017.

The terms of appointment of Mr. Deepesh Trivedi and Mrs. Sangita Chordia were considered and approved by the remuneration committee of the Board of Directors, as per the details furnished in relevant resolution.

Mr. Deepesh Trivedi, a Mechanical Engineer and MBA (Marketing & Finance) has joined the Company as C.O.O. in March 2006. Considering his significant contribution, knowledge and vast experience in Auto,

Engineering and Process Industries, he has been reappointed as the Executive Director of the Company in the meeting of the members held on 4th August 2010 for the period of 3 years effective from 21st January 2011. Considering his significant contribution in cost reduction, quality improvement and H.R. Practices in the Company, his devotion and future prospects of the Company, the Board in its meeting held on 22nd October, 2013 has recommended the re-appointment of Mr. D. Trivedi as the Executive Director of the Company for a period of three years on such terms and conditions and remuneration as stated in the Special Resolution forming part of this notice.

Mrs. Sangita Chordia holds a bachelor degree in commerce from Mumbai University. She is actively involved in the management of the company and also a member of Investor Grievance committee. Considering her contribution in the company for past several years the board has recommended her re-appointment as whole time director of the company w.e.f. 01.07.2014 for a period of 3 years on such terms and conditions and remuneration as stated in the Special Resolution forming part of this notice.

This should be treated as an abstract of the terms and conditions of appointment and memorandum of interest of the respective appointee as required under section 190 of the Act.

Therefore the Board of directors recommend passing of the resolutions as SPECIAL RESOLUTIONS.

None of the Director, Key Managerial Personnel of the Company and their relatives, except Mr. Deepesh Trivedi in the relevant resolution of his appointment and Mrs. Sangita Chordia in relevant resolution of her appointment together with her relative Mr. Sunil Chordia, MD of the company, are concerned or interested, financially or otherwise, in the resolution.

Rajratan Global Wire Limited started its manufacturing activities in 1991, is one of the leading manufacturer of High Carbon Steel Wire in India- specializing in Automotive Tyre Bead Wire, high quality Spring & Rope Wires are other speciality products of the company. RGWL has formed a 100% subsidiary company Rajratan Thai Wire Co. Ltd. (RTWL) and started an ultra modern facility to produce Automotive Tyre Bead Wire in Thailand. The financial performance of the company is given in the Directors' Report forming part of this Annual Report.

By the order of Board

Dated: 28th May, 2014

Indore

Sunil Chordia

RAJRATAN GLOBAL WIRE LTD.

CIN: L27106MP1988PLC004778

Managing Director

(DIN - 00144786)

'Rajratan House'

11/2 MEERA PATH

Dhenu Market, Indore

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, 6, 7, 8, 11 and 12

Name & Designation of appointee	Qualification	Age in years	Experience in Yrs.	Date of Appointment	Other Directorships [*]
Mr. Chandrashekhar Bobra	B.Com, M.B.A	56	34	11.06.2005	NIL
Mr. Shiv Singh Mehta	B.E., M.B.A.	60	35	10.07.2003	Kriti Industries Ltd Kriti Nutrients Ltd
Mrs. Sangita Chordia	B.Com	47	17	05.05.2010	Rajratan Investment Ltd
Mr. Surendra Singh Maru	M.E.	67	42	28.05.2012	NIL
Mr. Deepesh Trivedi	B.E., M.B.A.	59	34	21.01.2008	NIL
Mr. P.D. Nagar	B.Com, FCA, LLB	69	46	10.07.2003	MPSE Securities Limited
Mr. Abhishek Dalmia	B.Com (Hons), FCA, ACWA	45	22	11.06.2005	1. Avalokiteshvar Valinv Limited 2. Revathi Equipment Ltd. 3. Ashiana Housing Ltd. 4. Shogun Organics Ltd. 5. Renaiaaance Stocks Ltd.

Shareholding details -

Mr. P.D. Nagar hold 1500 shares in the company as on 31.03.2014.

Mr. Chandrashekhar Bobra, Mr. Shiv Singh Mehta, Mr. Surendra Singh Maru, Mr. Deepesh Trivedi & Mr. Abhishek Dalmia do not hold any share in the company as on 31.03.2014.

*[Excluding Private and Foreign companies but including private companies which are subsidiaries of Public Company.]

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present their "Twenty Sixth" Annual Report on the business and operations of your Company along with the audited standalone and consolidated financial statements for the year ended March 31, 2014.

Macro-Economic Scenario

The Indian economy has been through challenging times in the last two years, faced with the twin problem of prolonged high inflation and low growth. This was also reflected in lower business sentiments, reduced investments, lowered consumption, compressed revenues, increased government welfare measures and pressure on deficits. The financial year under review was marred by continued low GDP growth, declining industrial output, decline in investment, higher inflation, lower quality of bank assets, high current account deficit (which has been brought down drastically through affirmative policy action) and depreciation in the domestic exchange rate.

The Financial performance for period under review is as follows;

FINANCIAL RESULTS:

	(₹ In Lacs)			
	STANDALONE		CONSOLIDATED	
	2013-14	2012-13	2013-14	2012-13
Profit before Depreciation, Interest & Tax	2,311.55	2,212.12	2,421.27	2,152.26
Interest & Financial Charges	888.16	853.50	1,541.04	1,361.69
Profit before Depreciation	1,423.39	1,358.62	880.22	790.57
Less: Depreciation	385.60	373.09	751.88	701.44
Profit before Taxation & Exceptional Items	1,037.79	985.53	128.35	89.13
Less: Provision for Taxation				
- Current Tax	358.55	326.00	375.85	330.18
- Deferred Tax	(33.34)	(19.73)	(32.52)	(18.92)
Income Tax for earlier years	(11.25)	(0.84)	(11.89)	(0.73)
Profit After Tax	723.83	680.10	(203.10)	(221.40)
Less: Minority Interest	-	-	11.76	4.31
Profit for the year	723.83	680.10	(214.86)	(225.71)
Add: Surplus of Previous Year	2,107.07	1,497.54	(127.11)	169.18
Amt. available for appropriation	2,830.90	2,177.64	(341.98)	(56.53)
APPROPRIATIONS				
Proposed Dividend	43.52	43.52	43.52	43.52
Dividend Tax	7.40	7.06	7.40	7.06
Transfer to General Reserve	20.00	20.00	20.00	20.00
Balance carried to Balance Sheet	2,759.99	2,107.06	(412.89)	(127.11)

FINANCIAL HIGHLIGHTS:

Operating in a volatile and sluggish economic environment your company has performed well during the year under review. Your company has improved in all the financial parameters on standalone basis. These improvements are the results of various initiatives taken by management to improve quality, productivity, waste elimination, superior product mix, cost control and people engagement.

- The Net revenue from standalone activity of company during the year increased by 17.8% to ₹ 23311.98 Lacs from ₹ 19792.96 Lacs in the previous year.
- PBDIT from standalone activity of company during the year increased by 4.5% to ₹ 2311.55 Lacs from ₹ 2212.11 Lacs in the previous year
- The Profit before tax is ₹ 1037.79 Lacs as against ₹ 985.53 Lacs in the previous year.
- Cash profit increased by 4.8% to ₹ 1423.39 Lacs from ₹ 1358.62 Lacs in the previous year

The consolidated Revenue of company during the year increased by 12% to ₹ 28347.02 Lacs as compared to ₹ 25,387.40 Lacs in the previous year. However, due to considerable losses in subsidiary company at Thailand, consolidated Profit before tax stood at to ₹ 128.34 Lacs as against ₹ 89.13 Lacs in the previous year.

PROSPECTS AND OUTLOOK:

We are glad to inform you that your Company enjoys the status of preferred bead wire supplier to Indian Tyre Companies and hold highest

market share in domestic market because of the superior quality and services. As Indian market is expected to grow further and radial tyre production is going to increase in coming years; it is expected that your Company will be in a stronger position to further increase its market share

It is expected that the economy in general will improve in FY15, albeit gradually on the premise that a strong government will reduce uncertainty in business environment and will focus on reviving growth. Also based on the prognosis of both the IMF and World Bank, the world economy is to improve with the impetus coming from the developed economies. Future outlook will also depend upon following;

- The infrastructure sector is likely to witness an uptrend and along with manufacturing would lead India's industrial sector. Overall income growth would be higher than that last year, thus allowing space for growth in consumption and savings.
- Although, capital inflows into emerging economies is likely to moderate with the tapering of the US stimulus and economic growth gaining momentum, inflows into India is likely to persist. India, despite witnessing a marked slowdown in its economy is widely regarded as a stable economy among emerging markets with untapped potential. The recent surge in FII inflows in the run up to the elections bears testimony to this.
- There is growing optimism that exports will improve in FY15, with expectations of improvement in global economic prospects and increase in consumption demand in advanced economies.
- Significant upside risk of inflation in FY15 has emerged on account of the expectation of below normal monsoon.

SUBSIDIARY COMPANIES:

- Rajratan Thai Wire Co. Limited, Thailand (RTWL):** The business in Thailand is affected due to continuing global economic slowdown which kept the margins under pressure. This coupled with other external & internal factors adversely affected supplies. The Net revenue of company during the year increased by 9% to ₹ 6711 Lacs from ₹ 6159 Lacs in the previous year. The company has received approvals from some of the major tyre manufacturing companies in Thailand and started serving them on regular basis, more approvals are awaited which will increase the order book and sales. Issues relating to quality have been resolved to a great extent, the order position of company is continuously improving and management is committed to make it profitable. Thailand is a strategic location as RTWL is the only local supplier of Bead wire in Thailand. Further Ratchaburi is close to port location and is able to serve all the customers in Thailand.
- Swaraj Technocrafts Pvt. Limited, Indore (STPL):** STPL plays a strategic role in growth of your company. Your company has competitive edge over others due to in house machine making capabilities. The Company recorded top line growth and achieved revenue of ₹ 1873.05 Lacs as compared to ₹ 645.07 Lacs in previous year. The Profit before tax increased from 18.57 Lacs to ₹ 55.39 Lacs.

CORPORATE SOCIAL RESPONSIBILITY:

Your company is committed to CSR as it deals with the motivation and encouragement to take up socially responsible activities that improves the economic and ethical standards. It also brings benefits in terms of risk management, cost savings, customer relationships, human resource management, innovation and foster organization's image. We are working towards improving the health standards, empowering women and tobacco / liquor free life. We continued to contribute in the institution 'Yatna Yuva Sankalp Sansthan' which works for blind students and provides them employability skills like computer operation skills and transcription skills and also continues to supports 'Friends of Tribal Society' for running five schools in tribal areas.

Your Company has dedicated team looking after the CSR activities who interacts and obtains inputs from various underprivileged sections, local and government bodies to plan CSR activities. As management we see ourselves as sustainable responsible business house and will always take prudent decisions to uplift the underprivileged sections of the society.