



ANNUAL REPORT 2016-2017



RAJRATAN
OUTPERFORM

INDIA | THAILAND

CONSOLIDATED FINANCIAL HIGHLIGHTS							
₹ in Crores							
S.N.	Year	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12
1	Sales	310.20	304.82	296.52	306.72	274.67	268.00
2	Gross Profit (Before Depreciation and Tax)	32.56	28.03	11.64	8.80	7.91	12.33
3	Depreciation	7.48	6.77	6.75	7.52	7.01	6.23
4	Profit Before Taxation	25.08	21.26	4.89	1.28	0.89	6.09
5	Current Taxation	3.91	5.03	3.12	3.64	3.29	2.53
6	Deferred Taxation	(0.09)	(0.05)	0.05	(0.33)	(0.19)	0.27
7	Profit After Taxation	21.09	16.28	1.71	(2.04)	(2.21)	3.29
8	Minority Interest Profit	(0.02)	(0.19)	(0.10)	0.12	0.04	0.00
9	Profit/(Loss) for the year	21.11	16.47	1.81	(2.15)	(2.25)	3.29
10	Dividend	0.65	0.52	0.43	0.43	0.43	0.52
11	Gross Fixed Assets	184.34	169.76	162.19	156.73	153.76	143.54
12	Net Fixed Assets	113.14	105.41	103.62	105.43	109.67	106.99
13	Goodwill	0.12	0.07	0.07	0.07	0.07	0.07
14	Non Current Assets	1.50	2.26	4.61	5.01	6.17	5.59
15	Net Current Assets /(Liabilities)	76.31	66.40	74.18	61.94	68.65	72.99
16	Net Assets	191.07	174.14	182.49	172.45	184.56	185.65
17	Share Capital	4.35	4.35	4.35	4.35	4.35	4.35
18	Reserves & Surplus	83.73	62.68	46.86	46.25	48.73	50.59
19	Net Worth	88.08	67.03	51.21	50.60	53.08	54.94
20	Minority Interest	0.37	0.39	0.58	0.68	0.56	0.52
21	Loan Funds	94.32	98.54	122.47	112.59	118.02	121.09
22	Deferred Tax Liability	8.30	8.18	8.23	8.58	8.91	9.09
23	Earning Per Share	48.51	37.85	4.17	(4.94)	(5.19)	7.56
24	Dividend Per Share	1.50	1.20	1.00	1.00	1.00	1.20
25	Book Value Per Share	202.40	154.04	117.67	116.27	121.97	126.26

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RAJRATAN GLOBAL WIRE LTD.

BOARD OF DIRECTORS

Mr. S.S. Mehta	Director
Mr. P.D. Nagar	Director
Mr. Surendra Singh Maru	Director
Mr. Abhishek Dalmia	Director
Mr. Chandrashekhar Bobra	Director
Mr. Sunil Chordia	Managing Director
Mrs. Sangita Chordia	Executive Director

COMPANY SECRETARY

CS Shubham Jain

BANKERS

State Bank of India
Commercial Branch,
Indore

IDBI Bank Ltd.
Old Palasia, Indore

HDFC Bank Ltd.
Commerce House,
Racecourse Road, Indore

AUDITORS

M/s. Fadnis & Gupte
Chartered Accountants, Indore

REGISTRAR & TRANSFER AGENT

M/s. Link Intime India Private Limited
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai
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

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. P.D. Nagar	Director
Mr. Abhishek Dalmia	Director
Mr. Sunil Chordia	Director
Mr. B.K. Reddy	Executive Director
Mr. Yashovardhan Chordia	Executive Director

BANKERS

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

Bank of Ayudhya Public Company Ltd.
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 Chetsamein
Amphur Potharam, Ratchaburi 70120
Thailand
Phone : +6632375841, +6632375843-844
Fax : +6632375840

NOTICE TO MEMBERS

Notice is hereby given that the **29th Annual General Meeting** of the members of Rajratan Global Wire Limited will be held on Friday, 11th day of August, 2017 at 2.00 P.M. at the registered office at "Rajratan House" 11/2, Meera Path, Dhenu Market, Indore, Madhya Pradesh-452003, the route map of which is given at back page, to transact the following:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend of ₹ 1.50 per equity share of ₹ 10.00 each for the financial year 2016-17.
3. To appoint a Director in place of CA P.D. Nagar (DIN-00151621), who retires by rotation, and being eligible, offers himself for reappointment.
4. To appoint a Director in place of CA Abhishek Dalmia (DIN-00011958), who retires by rotation, and being eligible, offers himself for reappointment.
5. **Appointment of Statutory Auditor**

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the Sub-section Section 139 of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions of the Companies Act, 2013, M/s. D S Mulchandani & Co., Chartered Accountants (Firm Registration No. 021781C) be and is hereby appointed as the statutory auditors of the Company in place of M/s. Fadnis & Gupte, Chartered Accountants (Firm Registration No. 006600C), the retiring statutory auditors, to hold office for a terms of five years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the year 2022, subject to ratification of their appointment by the members at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors."

SPECIAL BUSINESS

6. Ratification of Cost Auditors' Remuneration

To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the company hereby ratifies the remuneration payable at ₹ 50,000 (Rupees Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses to be paid to M/s. Vineet Chopra and Associates, Practicing Cost Accountants (Firm Registration No. 102670) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and/or otherwise considered by them to be in the best interest of the Company."

7. 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.

"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 (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 (DIN - 00147150) as whole time director of the company for a period of 3 years, not liable to retire by rotation, with effect from July 1st 2017, upon 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 profits in any financial year, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner so as to not exceed the limits specified in Schedule V to the Act, as may be agreed to between the Directors and Mrs. Sangita Chordia.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Dated: 16th May, 2017
Indore

By the order of Board
SHUBHAM JAIN
Company Secretary
(ACS: 35317)

Registered Office

'Rajratan House'
11/2 Meera Path, Dhenu Market
Indore - 452003
Tel: +91 731 2546401
CIN: L27106MP1988PLC004778
Website: www.rajratan.co.in
Email: investor.cell@rajratan.co.in

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 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 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 carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

A member entitled to attend and vote at this meeting is entitled to participate in the voting process through e-voting, as per the provisions of 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. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 5th August, 2017 to Friday, 11th August, 2017 (both days inclusive).
5. The payment of dividend of ₹ 1.50/- per equity share, if declared at the said meeting, will be made to those shareholders whose names shall appear on the Company's Register of Members on

4th August, 2017 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. Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited.

6. 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 Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. Members are requested to notify any change of address to their depository participants in respect of shares held in dematerialized form, and to the Registrar and Share Transfer Agent of the Company - M/s. Link Intime India Private Limited C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083 Ph: 022-25946970, in respect of shares in physical form, under their signatures and quoting respective folio number.
8. Members wishing to claim dividend that remain unclaimed are requested to correspond with Company Secretary, at the Registered Office of the Company. Members are requested to note that u/s 124 of the Act, dividends which are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.
9. 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.
10. 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.
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. Members are requested to bring copy of the Annual Report to the meeting.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s. Link Intime India Private Limited C-101, 247 Park, LBS

Marg, Vikhroli West, Mumbai - 400083 Ph: 022-25946970. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.

14. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for the financial period ended on 31.03.2017 will also be available on the Company's website www.rajratan.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@rajratan.co.in
15. 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.
16. 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.
17. 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.
18. As per the provisions of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of directors eligible for re-appointment at the 29th Annual General Meeting are given separately in the notice.
19. 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 at investor.cell@rajratan.co.in
20. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management. Members can contact the Company or Link Intime India Pvt. Ltd. for assistance in this regard.
21. Updation of Member's details- The format of Register of Members prescribed by Ministry of Corporate Affairs, under the Companies Act, 2013 requires the Company/Registrar and Transfer Agents to record additional details of Members, including Permanent Account Number ('PAN'), email address, bank details for payment of dividend etc. Members holding shares in physical form are requested to submit these details to the Company or its Registrar and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective depository participants.
22. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Transfer Agents by members holding shares in physical form. Members holding shares in electronic form may obtain nomination form from their respective Depository Participants.

Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013)–

The following Explanatory sets out the material facts relating to the business under items Nos. 5 to 8 of the accompanying notice dated 16th May, 2017.

Item No. 5.

This explanatory statement is provided though not mandatory under Section 102 of the Companies Act, 2013.

The Companies Act, 2013 ('the Act') was notified effective from 1st April, 2014. Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditors.

Section 139(2) of the Companies Act, 2013 further prescribes that no listed company, shall appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years and any audit firm which has completed its term as above shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term. Further Companies (Audit and Auditors), Rules, 2014, also lays down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditors, M/s. Fadnis & Gupte, Chartered Accountants, Indore (ICAI Firm Registration No. 006600C) have served the company for 7 years before the Act was notified and will be completing the maximum number of transitional period (three years) at the ensuing 29th Annual general meeting.

In line with the above requirement of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Fadnis & Gupte, Chartered Accountants, Statutory Auditors of the Company shall retire at the conclusion of the 29th Annual General Meeting of the Company.

Pursuant to the provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors has, on recommendation of the Audit Committee, recommended for the appointment of M/s. D S Mulchandani & Co., Chartered Accountants, Indore (ICAI Firm Registration No. 021781C) as the Statutory Auditors at the Annual General Meeting for a period of five years i.e. to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirty fourth Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every AGM, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

Consent and certificate u/s 139 of the Companies Act, 2013 have been obtained from M/s. D S Mulchandani & Co., Chartered Accountants, to the effect that their appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules issued thereunder.

The shareholders are requested to consider and if thought fit, to pass resolution as set out in items no. 5 as ordinary resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 6.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ('the Act'), read with Companies (Cost Records and Audit) Rules, 2014, the Company is required to have audit of its cost records conducted by a cost accountant in practice.

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved at their meeting held on 16th May, 2017 the appointment and remuneration of M/s. Vineet Chopra and Associates, Practicing Cost Accountants, to conduct the audit of

the cost records of the Company for the financial year ended March 31, 2018, at remuneration of ₹ 50,000/- plus applicable taxes and reimbursement of out of pocket expenses.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018. The Board recommends the resolution set forth in Item No. 6 for approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the resolution.

Item No. 7.

At the AGM held on 26th September, 2014 the members of the Company had approved the re-appointment and remuneration of Mrs. Sangita Chordia. The present tenure of Mrs. Sangita Chordia will continue upto 30th June, 2017.

Mrs. Sangita Chordia, a Commerce Graduate from Bombay University has a rich industry experience. She is actively involved in the management of the company and is member in Stakeholder Relationship Committee and Corporate Social Responsibility Committee of the Company.

Mrs. Chordia is the founder trustee of Rajratan Foundation that focuses on two core areas - Education and Health. She drives the CSR initiatives of the Company and is the point person for the CSR operations of the Company. She is passionate about girls' education and health.

Considering her contribution in the company for past several years the Nomination and Remuneration Committee and the Board consider it desirable that the Company should continue to avail the services of Mrs. Sangita Chordia as whole time director w.e.f. 1st July, 2017 for a period of three years. The Board of Director had, based on the recommendation of Nomination and Remuneration Committee and subject to the approval of members, at its meeting held on 16th May, 2017 re-appointed Mrs. Sangita Chordia as Whole-time Director of the Company.

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

The principal terms and conditions of re-appointment of Mrs. Sangita Chordia as Whole-time Director are as under -

- 1. Tenure of Appointment:** From 1st July, 2017 to 30th June, 2020
- 2. Remuneration:**
 - a) Basic Salary: ₹ 100,000 per month.
Annual increment effective from 1st April each year, as may be decided by the Board based on the recommendations of the Nomination and Remuneration Committee and according to the performance of the Company.
 - b) Benefits, Perquisites and Allowances: Free use of mobile phone and car for official purpose only.
 - c) Gratuity payment computed at half a month's salary for each completed year of service.
 - d) Company's contribution to Provident Fund to the extent not taxable in Income Tax Act.

3. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during her tenure, the Company has no profits or its profits are inadequate, the Company will pay aforesaid remuneration as minimum remuneration.

In terms of the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, ("Act"), as amended or re-enacted from time to time, read with Schedule V to the Act, the approval of the members of the Company is being sought to confirm the re-appointment of Mrs. Sangita Chordia, as the whole time director of the Company. Accordingly your directors recommend to pass the resolution as set out in Item 7 as Special resolution.

None of the directors or key managerial person or relatives of directors and KMP except Mr. Sunil Chordia & Mrs. Sangita Chordia (being relative) are concerned or interested in the said resolution, whether financially or otherwise.

Statement of Information relevant to Mrs. Sangita Chordia as required under Section II of Part II of Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION

1. Nature of Industry

Engineering Industry

2. Date or expected date of commencement of commercial production

The company was incorporated on 9th September, 1988 and commenced commercial production in the year 1991.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable

4. Financial performance based on given indicators

Particulars for the Financial Year	31.03.2017	31.03.2016
Revenue from operations		
1. Business Operation (Gross)	197,70,64,825	228,44,28,874
2. Other Income	2,45,91,011	1,33,33,696
Profit / (Loss) after Depreciation and Interest	12,06,23,262	14,63,01,091
Less: Current income Tax	3,90,50,000	5,18,00,000
Less: Previous year adjustment of Income Tax	27,692	(14,73,949)
Less: Deferred Tax	10,45,934	(4,32,438)
Net Profit / (Loss) after Tax	8,04,99,636	9,64,07,478
Dividend (Including Interim if any and Final)	65,27,700	52,22,160
Earnings Per Share (Basic)	18.50	22.15
Earnings Per Share (Diluted)	18.50	22.15

5. Foreign investments or collaborations, if any

The Company has a wholly owned subsidiary namely Rajratan Thai Wire Co. Ltd., in Thailand.

II. INFORMATION ABOUT THE APPOINTEE

1. Background details

Mrs. Sangita Chordia, a Commerce Graduate from Bombay University, has experience and expertise in human relations. She is actively involved in the management of the company and is member of Stakeholder Relationship Committee and Corporate Social Responsibility Committee of the Board.

Mrs. Chordia is the founder trustee of Rajratan Foundation that focuses on three core areas - Education, Health and Women empowerment. Mrs. Chordia drives the CSR initiatives of the Company and is the point person for the CSR operations of the Company.

2. Past remuneration

The remuneration including perquisites paid to Mrs. Sangita Chordia for the Financial Year 2016-17 is ₹ 9.48 Lacs.

3. Recognition or awards

Nil

4. Job profile and her suitability

Mrs. Sangita Chordia shall have all powers and duties as the Board may determine from time to time.

5. Remuneration proposed

Details of proposed remuneration have been disclosed in explanatory statement to item No. 7.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into consideration the size of the company, profile of Mrs. Sangita Chordia, responsibility shouldered by her and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Besides the remuneration being received, the Whole-time Director does not have any pecuniary relationship with the company. She is relative of Mr. Sunil Chordia, Managing Director of the Company.

III. OTHER INFORMATION:

1. Reasons for loss or inadequate profits

At present the company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration.

2. Steps taken or proposed to be taken for improvement.

During the year under review, the Company has taken various effective cost control measures which would result in better profitability in the ensuing years

3. Expected increase in productivity and profits in measurable terms.

Barring unforeseen circumstances, the Company's operation should give better profit in the financial year 2017-18 as compared to Financial Year 2016-17.

IV. Disclosures:

The disclosures mentioned under this section are covered under Corporate Governance Report forming part of this Annual Report.

Place: Indore

Dated: 16th May, 2017

By order of the Board of Directors

Shubham Jain

Company Secretary

(ACS: 35317)

Registered Office

'Rajratan House'

11/2 Meera Path, Dhenu Market

Indore - 452003

Tel: +91 731 2546401

CIN: L27106MP1988PLC004778

Website: www.rajratan.co.in

Email: investor.cell@rajratan.co.in

Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and Secretarial Standard 2 on general meeting, the brief profile of directors eligible for reappointment vide Item No. 3, 4 and 7.

Nature of information	Item No. 3 of notice	Item No. 4 of notice	Item No. 7 of notice
Name	CA P. D. Nagar	CA Abhishek Dalmia	Mrs. Sangita Chordia
Date of Birth	2nd February, 1945	6th May, 1969	14th May, 1965
Date of Appointment	10.07.2003	11.06.2005	05.05.2010
Educational Qualification	B. Com., LLB, FCA	B.Com (Hons), FCA, ACMA	B.Com.
Expertise in functional areas	Mr. P.D. Nagar is learned practicing Chartered Accountant and holds experience of almost five decades in the field of audit, finance, taxation and corporate laws.	Mr. Abhishek Dalmia is a qualified Chartered Accountant, Cost Accountant and graduate from Shri Ram College of Commerce, Delhi University. He has vast experience in providing strategic directions to Board and senior management of Companies on various aspects of the business.	Thorough CSR activist and avid interest in social causes
Details of shares held in the Company	1500	Nil	558100
List of Companies in which outside directorship held	Nil	Avalokiteshvar Valinv Ltd. Renaissance Stocks Ltd. Ashiana Housing Ltd. Shogun Organics Ltd. Renaissance Advanced Consultancy Ltd. Aditya Infotech Ltd. Renaissance Asset Management Company Pvt. Ltd. Asra Plantations Pvt. Ltd. Priyadarshany Agri Farms Pvt. Ltd. Sohna Agri Farms Pvt. Ltd. Sunglow Agriculture Farms Pvt. Ltd. YPO (Delhi Chapter) u/s 25 YPO South Asia Chapter	Rajratan Resources Pvt. Ltd. Rajratan Investments Ltd.
Member/Chairman of Committees of other Companies on which he is a director*	Rajratan Global Wire Ltd. Audit Committee – Member Nomination & Remuneration Committee - Chairman Stakeholder Relationship Committee – Chairman	Ashiana Housing Ltd. Nomination & Remuneration Committee - Member	Rajratan Global Wire Ltd. Stakeholder Relationship Committee - Member
Relationship with any Director(s) of the Co.	Nil	Nil	Wife of Mr. Sunil Chordia
Number of board meeting attended during the year	5	2	4
Terms and condition of appointment/re-appointment	Director liable to retire by rotation	Director liable to retire by rotation	Re-appointment as Whole time director
Remuneration to be paid	Sitting fees and Consultancy fees	Sitting fees	Details of remuneration provided in the explanatory statement
Last drawn remuneration	Details of remuneration provided in the Corporate Governance Report.		
Relationship	Apart from mentioned above there are no inter-se relationships between other board members.		

* Includes membership/ Chairmanship in Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee.

The instructions and other information relating to e-voting

Voting through electronic means

- In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
- The facility for voting through ballot paper/Poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper/poll paper.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- The Board of Directors of the company has appointed Ms. Manju Mundra, Practicing Company Secretary, Indore as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
- Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 4th August,

2017. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of e-voting/ballot Form.

6. Any person who become members of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 4th August, 2017, may obtain the User ID and password for e-voting by sending email intimating DP ID and Client ID/Folio No. at evoting@cdsl.co.in or can vote through ballot paper to be downloaded from the Company's website www.rajratn.co.in. However the duly completed Ballot form should reach the scrutiniser Ms. Manju Mundra, Practising Company Secretary at 302, Blue Diamond Building, 17-18, Diamond Colony, Indore, not later than Thursday, 10th August, 2017 (5.00 P.M.). Ballot Paper received after this date will be treated as invalid.
7. The e-voting facility will be available during the following period:
Commencement of e-voting: From 9.00 a.m. (IST) on 8th August, 2017
End of e-voting: Up to 5.00 p.m. (IST) on 10th August, 2017
8. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
9. The Scrutinizer, after scrutinising the votes cast at the meeting (Poll) and through e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed

on the website of the Company www.rajratn.co.in and on the website of CDSL evoting@cdsl.co.in. The results shall simultaneously be communicated to the Stock Exchanges.

10. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 11th August, 2017.
11. The process and manner for remote e-voting are as under:
 - (i) The voting period begins on 9.00 a.m. (IST) on 8th August, 2017 and ends on 5.00 p.m. (IST) on 10th August, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 4th August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ Attendance Slip/Address Sticker indicated 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 <Company Name> 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 same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to

www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.