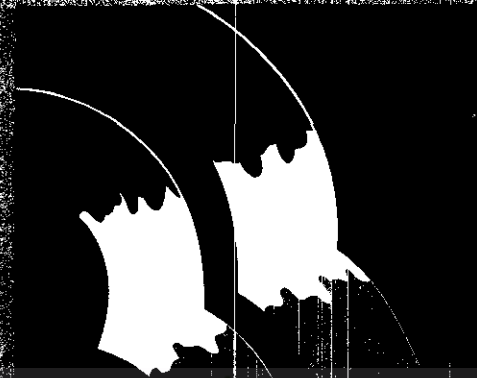


॥ श्रीः ॥

वसुदेवसुतं देवं कंसवाणामर्धभम् । देवकीपुत्रात्मकं कृष्णं ब्रह्म जगदगुरुम् ।

8TH  
ANNUAL  
REPORT  
1999 - 2000



RAM RATNA GROUP

RAM RATNA WIRES LTD.



**Ram Ratna Wires Limited****BOARD OF DIRECTORS :**

<b>Shri Rameshwarlal Kabra</b>	<i>Chairman</i>
<b>Shri Tribhuvanprasad Kabra</b>	<i>Managing Director</i>
<b>Shri Mahendrakumar Kabra</b>	<i>Director</i>
<b>Shri Shreegopal Kabra</b>	<i>Joint Managing Director</i>
<b>Shri Satyanarayan Loya</b>	<i>Director</i>
<b>Shri Vishnu Anant Mahajan</b>	<i>Director</i>
<b>Shri Rajkumar Rathi</b>	<i>Director</i>

**AUDITORS**

:

**V.C. Darak & Associates**  
Chartered Accountants

**BANKERS**

:

**ICICI Bank Limited**  
**Allahabad Bank**  
**Dena Bank**

**REGISTERED OFFICE**

:

405/406, Kewal Industrial Estate  
S.B. Marg, Lower Parel  
Mumbai - 400 013.

**CORPORATE OFFICE**

:

305/A, Windsor Plaza  
R. C. Dutt Road, Alkapuri  
Baroda - 390 005.

# 8<sup>th</sup> Annual Report 1999 - 2000

## NOTICE

Notice is hereby given that 8<sup>th</sup> Annual General Meeting of Ram Ratna Wires Limited will be held at The Electric Merchant's Association Hall, Shreeji Bhuvan, 2nd Floor, Lohar Chawl, Mumbai - 400 002 on 29<sup>th</sup> September, 2000 at 3.00 P.M. to transact the following business : -

1. To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2000 and Profit and Loss Account for the year ended on that date together with Reports of the Directors and Auditors thereon.
2. To declare a dividend for the financial year ended 31<sup>st</sup> March, 2000.
3. To appoint a Director in place of Shri Satyanarayan Loya who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri Vishnu Anant Mahajan who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

## SPECIAL BUSINESS :

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

"RESOLVED that pursuant to Sections 198, 269, 309, 310 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the said Act as amended from time to time, approval of the members of the company be and is hereby accorded to the re-appointment of Shri Tribhuvanprasad Kabra as Managing Director of the Company for a fresh period of 5 years, with effect from 24<sup>th</sup> June, 2000 on the following terms and conditions :

- a) Salary Rs. 20,000/- per month payable with effect from 24<sup>th</sup> June, 2000 with such increments as may be decided by the Board of Directors from time to time subject to the limits prescribed in Schedule XIII to the Companies Act, 1956.
- b) Commission based on the net profits of the company in a particular year which shall be within the overall limits laid down in Sections 198 and 309 of the Companies Act, 1956 read with Schedule XIII to the said Act.
- c) Perquisites :
  - (i) In addition to the above remuneration, Shri Tribhuvanprasad Kabra shall also be entitled to perquisites like furnished accommodation including gas, electricity and water, medical reimbursement and leave travel concession for self and family, club fees, medical insurance etc.
  - (ii) Company's contribution to Provident Fund and Superannuation Fund to the extent either singly or put together are not taxable under the Income-Tax Act, 1961.
  - (iii) Gratuity as per the Rules of the Company.
  - (iv) Provision for use of company car for official duties and telephone at residence (including payment of local calls and long distance official calls).

The perquisites referred to in Para (ii), (iii) and (iv) will not be included in computation of ceiling on remuneration."

"RESOLVED FURTHER that the Board of Directors be and they are hereby authorised to fix and regulate from time to time the various components of remuneration viz. salary, perquisites and commission of the Managing Director within overall ceiling as may be prescribed from time to time under the Companies Act, 1956 or any amendments thereto."

"RESOLVED FURTHER that in the event of absence or inadequacy of profits in any financial year, the remuneration and perquisites as set out hereinabove shall be paid to the Managing Director as minimum remuneration provided that the total remuneration by way of salary, perquisites and any other allowances shall not exceed the ceiling of Rs. 87,500/- per month apart from the perquisites which shall not be included in the computation of ceiling on remuneration."

"RESOLVED FURTHER that during such time as Shri Tribhuvanprasad Kabra holds and continues to hold the office of the Managing Director, he shall not be liable to retirement by rotation as a Director."

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

"RESOLVED that pursuant to Sections 198, 269, 309, 310 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII of the said Act as amended from time to time, approval of the members of the company be and is hereby accorded to the re-appointment of Shri Shreegopal Kabra as Joint Managing Director of the Company for a fresh period of 5 years, with effect from 24<sup>th</sup> June, 2000 on the following terms and conditions :



## Ram Ratna Wires Limited

- a) Salary Rs. 15,000/- per month payable with effect from 24<sup>th</sup> June, 2000 with such increments as may be decided by the Board of Directors from time to time subject to the limits prescribed in Schedule XIII to the Companies Act, 1956.
- b) Commission based on the net profits of the company in a particular year which shall be within the overall limits laid down in Sections 198 and 309 of the Companies Act, 1956 read with Schedule XIII to the said Act.
- c) Perquisites :
  - (i) In addition to the above remuneration, Shri Shreegopal Kabra shall also be entitled to perquisites like furnished accommodation including gas, electricity and water, medical reimbursement and leave travel concession for self and family, club fees, medical insurance etc.
  - (ii) Company's contribution to Provident Fund and Superannuation Fund to the extent either singly or put together are not taxable under the Income-Tax Act, 1961.
  - (iii) Gratuity as per the Rules of the Company.
  - (iv) Provision for use of company car for official duties and telephone at residence (including payment of local calls and long distance official calls).

The perquisites referred to in Para (ii), (iii) and (iv) will not be included in computation of ceiling on remuneration."

"RESOLVED FURTHER that the Board of Directors be and they are hereby authorised to fix and regulate from time to time the various components of remuneration viz. salary, perquisites and commission of the Joint Managing Director within overall ceiling as may be prescribed from time to time under the Companies Act, 1956 or any amendments thereto."

"RESOLVED FURTHER that in the event of absence or inadequacy of profits in any financial year, the remuneration and perquisites as set out hereinabove shall be paid to the Joint Managing Director as minimum remuneration provided that the total remuneration by way of salary, perquisites and any other allowances shall not exceed the ceiling of Rs. 87,500/- per month apart from the perquisites which shall not be included in the computation of ceiling on remuneration."

"RESOLVED FURTHER that during such time as Shri Shreegopal Kabra holds and continues to hold the office of the Joint Managing Director, he shall not be liable to retirement by rotation as a Director."

### Notes :

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- b) An Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 relating to the special business to be transacted at the meeting is annexed hereto.
- c) The Register of Members and the Share Transfer Books of the company will remain closed from 22<sup>nd</sup> September, 2000 to 29<sup>th</sup> September, 2000 (both days inclusive).
- d) The dividend, if approved by members, shall be paid within six weeks from the date of Annual General Meeting.
- e) Shareholders holding shares in identical order of names in more than one folio are requested to write to the Company's Registrars to enable the Company to consolidate their holdings in one folio.
- f) Members are requested to notify change in their address, if any, immediately to the Registrar and Share transfer agent **IIT Corporate Services Limited**, IIT House, Near Vazir Glass Works, Off M.V. Road, J.B. Nagar, Andheri (E), Mumbai - 400 059.

By Order of the Board of Directors

**Tribhuvanprasad Kabra**  
Managing Director

Place : Mumbai  
Date : 10<sup>th</sup> August, 2000

**Regd. Office :**  
405/406, Kewal Industrial Estate,  
S.B. Marg, Lower Parel,  
Mumbai - 400 013.

# 8<sup>th</sup> Annual Report 1999 - 2000

## ANNEXURE TO THE NOTICE

**Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 :**

**Item Nos. 6 & 7**

The Board of Directors of the Company at its meeting held on 27<sup>th</sup> July, 2000 re-appointed Shri Tribhuvanprasad Kabra as a Managing Director and Shri Shreegopal Kabra as a Joint Managing Director for a fresh tenure of five years with effect from 24<sup>th</sup> June, 2000 subject to approval of the Shareholders and such other sanctions as may be necessary. The re-appointment of Shri Tribhuvanprasad Kabra as a Managing Director and Shri Shreegopal Kabra as a Joint Managing Director of the Company and payment of remuneration and perquisites to them as stated in the resolutions are within the limits prescribed in Schedule XIII of the Companies Act, 1956.

In compliance with the provisions of Sections 269 & 309 and Schedule XIII of the Companies Act, 1956, the terms of re-appointment, including remuneration, specified in the resolutions at Item Nos. 6 & 7 of the Notice, are now being placed before the members for their approval.

Shri Tribhuvanprasad Kabra and Shri Shreegopal Kabra are interested in the resolutions since it concerns their re-appointment as Managing Director and Joint Managing Director. Shri Rameshwarlal Kabra and Shri Mahendra Kumar Kabra who are relatives of Shri Tribhuvanprasad Kabra and Shri Shreegopal Kabra may be deemed to be interested in these resolutions.

The explanatory statement and the resolutions at Item No. 6 & 7 of the Notice is and may be treated as an abstract of the terms of re-appointment of Shri Tribhuvanprasad Kabra as Managing Director and Shri Shreegopal Kabra as Joint Managing Director of the Company as required under Section 302 of the Companies Act, 1956.

By Order of the Board of Directors

Report Junction.com

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

Place : Mumbai

Date : 10<sup>th</sup> August, 2000

**Regd. Office :**

405/406, Kewal Industrial Estate,  
S.B. Marg, Lower Parel,  
Mumbai - 400 013.

# Ram Ratna Wires Limited



## DIRECTOR'S REPORT

To ,

The Members,

Your Directors have pleasure in presenting their 8<sup>th</sup> Annual Report together with Audited Accounts of the Company for the year ended 31<sup>st</sup> March, 2000.

### 1. FINANCIAL RESULTS

(Rupees in lakhs)

	Year ended 31 <sup>st</sup> March, 2000	Year ended 31 <sup>st</sup> March, 1999
Sales and related income	4787.58	3897.30
Profit before interest and depreciation	390.24	331.29
Interest	171.59	202.77
Depreciation	61.25	60.58
Profit before tax	157.40	67.94
Provision for tax	Nil	Nil
Extraordinary Items	6.89	10.78
Net profit after tax	150.51	57.16
Prior period items	1.16	15.96
Balance available for appropriation	149.35	41.20
<b>Less : Appropriations :</b>		
Proposed Dividend on Equity Shares	76.70	
Corporate Tax thereon @ 22%	16.87	93.57
		Nil
Balance in Profit & Loss Account carried to Balance Sheet	55.78	41.20

### 2 . DIVIDEND

Your Directors are pleased to recommend dividend at the rate of 10% for the year.

### 3. OPERATIONS

The Company achieved total turnover of Rs. 4787.58 lacs (previous year Rs.3897.30 lacs). After depreciation, interest and other items it has earned a net profit of Rs. 149.35 lacs (previous year Rs.41.20 lacs). After appropriating Rs.93.57 lacs (previous year Nil) towards proposed dividend and corporate tax thereon, balance Rs. 55.78 lacs (previous year Rs.41.20 lacs) has been carried to Balance Sheet. The performance of the company was drastically improved due to continued upward trend of copper prices and better industrial outlook resulting in higher capacity utilisation. During the year your Company has been awarded ISO 9002 certificate by Underwriters Laboratories Inc, USA.

# 8<sup>th</sup> Annual Report 1999 - 2000

## 4. PARTICULARS OF EMPLOYEES

The Company does not have any employee who is in receipt of remuneration aggregating to the sum prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Amendment Rules, 1999.

## 5. DIRECTORS

Shri Satyanarayan Loya and Shri Vishnu Anant Mahajan retire by rotation and being eligible offer themselves for re-appointment.

## 6. AUDITORS

M/s V.C. Darak & Associates, Chartered Accountants, the Company's Auditors, will retire at the conclusion of this Annual General Meeting and are eligible for re-appointment. They have given their consent to act as Auditors of the Company if re-appointed and have confirmed that their re-appointment, if made, would be within the prescribed limits U/S 224(1B) of the Companies Act, 1956.

## 7. STATUS OF Y2K COMPLIANCE

Your Company did not face any problem due to Y2K bug.

## 8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Additional information as required in terms of the provision of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988, is annexed herewith and form part of this report (Annexure A).

## 9. APPRECIATION

Your Directors wish to place on record their deep appreciation of the dedication and commitment of employees to the growth of your Company during the year.

Your Director's also express their gratitude to the Financial Institutions, Banks and other Government departments for their assistance and co-operation during the year.

For and on behalf of the Board

**Rameshwarlal Kabra**  
Chairman

Place : Mumbai  
Date : 10<sup>th</sup> August, 2000