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वसुदेवसुतं देवं कंसचाणूरमर्दनम् । देवकीपरमानन्दं कृष्णं वन्दे जगद्गुरुम् ॥

9TH
ANNUAL
REPORT
2000-2001



RAM RATNA GROUP

RAM RATNA WIRES LTD.
AN ISO 9002 COMPANY



SHRAMIK™

BOARD OF DIRECTORS :

Shri Rameshwarlal Kabra	Chairman
Shri Tribhuvanprasad Kabra	Managing Director
Shri Mahendrakumar Kabra	Director
Shri Shreegopal Kabra	Joint Managing Director
Shri Satyanarayan Loya	Director
Shri Vishnu Anant Mahajan	Director
Shri Rajkumar Rathi	Director

AUDITORS :

V.C. Darak & Associates
 Chartered Accountants
 Chiranjeev, B Wing, 1st Floor,
 Chittaranjan Road, Vile Parle (E),
 Mumbai - 400 057

BANKERS :

ICICI Bank Limited
 Allahabad Bank
 Dena Bank

REGISTERED OFFICE :

Ram Ratna House, Victoria Mill Compound,
 Pandurang Budhkar Marg, Worli,
 Mumbai - 400 013

CORPORATE OFFICE :

305/A, Windsor Plaza,
 R.C. Dutt Road,
 Alkapuri,
 Vadodra - 390 007

9th Annual Report 2000 - 2001**SHRAMIK™****NOTICE**

Notice is hereby given that 9th Annual General Meeting of Members of M/s. Ram Ratna Wires Limited will be held at Maheshwari Bhavan, 603, Jagannath Shankar Seth Road, Mumbai 400 002 on Thursday, 20th September, 2001 at 11.00 A.M. to transact the following business :-

Ordinary business

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2001 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 31st March, 2001.
3. To appoint a Director in Place of Shri Mahendrakumar Kabra who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Shri Rajkumar Rathi 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 modification(s), the following resolution as special resolution: 'RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered, amended and/or substituted in the manner and to the extent set out herein.'

A. Following interpretations be inserted in Article 2 at the end

'Depositories Act, 1996' shall include any statutory modifications or enactment thereof.

'Depository' means a company formed and registered under the Companies Act, 1956 and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India, 1992.

'Beneficial owner' means a person whose name is recorded as such with a depository.

'Bye Laws' means bye-laws made by a Depository under Sections 26 of the Depositories Act, 1996.

'Securities and Exchange Board of India (SEBI)' means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992.

'Security' means such securities as may be specified by SEBI from time to time.

'Record' includes the records maintained in the form of books or stored on computer files or in such other forms as may be determined by regulations made by SEBI.

'Member' means the subscribers of the Memorandum of the Company and duly registered holders from time to time as Beneficial Owner(s) of the equity shares of the Company.

'Dividend' includes interim dividend.

Existing interpretation of 'Register' be deleted and substituted with the following:

'Register' means the Register of Members of the Company required to be kept under Section 150 of the Act and includes the Register and Index of Beneficial Owner maintained by Depository under Section 11 of the Depositories Act, 1996.

B. By inserting the following Article as Article 4A, 4B and 4C after existing Article 4

4A. Notwithstanding anything contained in these Articles the Company shall be entitled to dematerialise its existing securities and to offer securities in a dematerialise form pursuant to the Depositories Act, 1996.

4B. The Company shall be entitled to rematerialise its shares, debentures and other securities held in the Depositories pursuant to Depositories Act, 1996.

4C. All securities held by depository shall be dematerialised and be in fungible form.



- C. By inserting the following Articles as Article 6A, 6B and 6C after existing Article 6
- 6A. Notwithstanding anything contained in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial owner may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.
- 6B. Notwithstanding anything contained in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depositories immediately on allotment of such securities.
- 6C. Notwithstanding anything contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.
- D. By inserting the following words at the end of existing Article 7
No share certificate shall be issued for shares held in or allotted by Depository.
- E. By inserting the following Article as Article 7A after existing Article 7
- 7A. Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required certificate of securities.
- F. By inserting the following words at the end of the existing Article 30
Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.
- G. By inserting the following Article as Article 30A after existing Article 30
- 30A (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of securities on behalf of the beneficial owner.
- (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all rights and benefits and be subject to all liabilities in respect of his securities which are held by a depository.
- H. By inserting the following Article as Article 32A after existing Article 32
- 32A. The Company shall keep a book to be called the 'Register of Transfers' and therein shall be fairly and distinctively entered particulars of every transfer or transmission of shares held in material form.
- I. In Article 36 following be added at the end
In respect of dematerialised shares the provisions as specified in the Depositories Act, 1996 shall apply.
- J. In Article 39b, following be added at the end
In the securities held in electronic and fungible form in a depository, the provisions of the Depositories Act, 1996 shall apply.
- K. By inserting the following Article as Article 53A after existing Article 53
- 53A. Notwithstanding anything contained in these Articles, the Company may and in the case of resolutions relating to such business as the Central Government may declare to be conducted only by postal ballot, shall, get such resolution passed by means of a postal ballot instead of transacting the business in general meeting of the Company. Where the Company requires to, or decides to, as the case may be, get a resolution passed by means of postal ballot, the provisions of Section 192A of the Act and such other rules framed thereunder from time to time shall be complied with.

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- L. By inserting the following Article as Article 66A after existing Article 66

66A. The Company shall constitute a Committee of the Board known as 'Audit Committee'. The constitution of the Audit committee shall be governed by the provisions of Section 292A of the Act and such other regulations governing the matter from time to time.

- M. In existing Article 68, the following be added at the end

Provided that the Company may have a Director elected by small shareholders in the manner as may be prescribed under the provisions of Section 252 of the Act or such other rules governing from time to time.

- N. Existing Article 103 of the Article be deleted and Articles 104 to 114 be renumbered accordingly.

Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956**Item no. 6**

The Company's shares have to be compulsorily traded in dematerialised form by all investors as per the circular issued by the Stock Exchange. In order to facilitate the holding and trading of securities of the Company in electronic mode, the Company will have to enter in to an agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Further the Companies (Amendment) Act, 2000 inserted new provisions regarding postal ballot facility, inclusion of the interim dividend in the definition of dividend, constitution of Audit Committee etc.

The consequential changes are required to be made in the Articles of Association of the Company to ensure conformity with the provisions of the amended Act.

None of the Directors of the Company is concerned or interested in the said resolution.

The Directors recommend the resolution for your approval.

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) The Register of Members and the Share Transfer Books of the company will remain closed from 13th September, 2001 to 20th September, 2001 (both days inclusive).
- c) The dividend, if approved by members, shall be paid within thirty days from the date of Annual General Meeting.
- d) 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.
- e) Members are requested to notify change in their address, if any, immediately to the registrar and 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

Place : Mumbai
Date : 23rd July, 2001

Tribhuvanprasad Kabra
Managing Director

Regd. Office :

Ram Ratna House, Victoria Mill Compound,
Pandurang Budhkar Marg, Worli,
Mumbai - 400 013.

RAM RATNA WIRES LTD.

AN ISO 9002 COMPANY



DIRECTOR'S REPORT

To,

The Members,

Your Directors have pleasure in presenting their 9th Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2001.

1. FINANCIAL HIGHLIGHTS

(Rupees in lakhs)

	Year ended 31st March, 2001	Year ended 31st March, 2000
Sales and other income	6071.69	4787.58
Profit before interest and depreciation	418.72	390.24
Interest	189.77	171.59
Depreciation	63.08	61.25
Profit before tax	165.87	157.40
Provision for tax	13.41	Nil
Extra Ordinary Items	(15.72)	(6.89)
Net profit after tax	136.74	150.51
Prior period items	0.20	(1.16)
Balance available for appropriations	136.94	149.35
Less : Appropriations		
Proposed Dividend on Equity Shares	76.70	76.70
Corporate Tax thereon	<u>7.82</u>	84.52
Balance carried to Balance Sheet	52.42	55.78

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. 6071.69 lacs (previous year Rs.4787.58 lacs). After depreciation and interest and other items it has earned a net profit of Rs.136.94 lacs (previous year Rs.149.35 lacs). After appropriating Rs.84.52 lacs (previous year Rs.93.57 lacs) towards proposed dividend and corporate tax thereon, balance Rs.52.42 lacs (previous year Rs.55.78 lacs) has been carried to Balance Sheet. Inflationary trend of copper prices at LME enabled your Company to sustain the growth.

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) Rules, 1999.

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Shri Mahendrakumar Kabra and Shri Rajkumar Rathie retire by rotation and being eligible offer themselves for re-appointment.

6. DIRECTORS' RESPONSIBILITY STATEMENT

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

- (a) that in the preparation of the annual accounts for the financial year ended 31st March, 2001, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- (c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the Directors had prepared the accounts for the financial year ended 31st March, 2001 on a going concern basis.

7. AUDITORS

M/s V.C. Darak & Associates, Chartered Accountants, the Company's Auditor's, 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.

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. ACKNOWLEDGMENT

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

Your Directors express their gratitude to the Central and State Governments, Banks, Financial Institutions and Shareholders for their continued co-operation and guidance.

For and on behalf of the Board

Rameshwarlal Kabra
Chairman

Place : Mumbai

Date : 23rd July, 2001