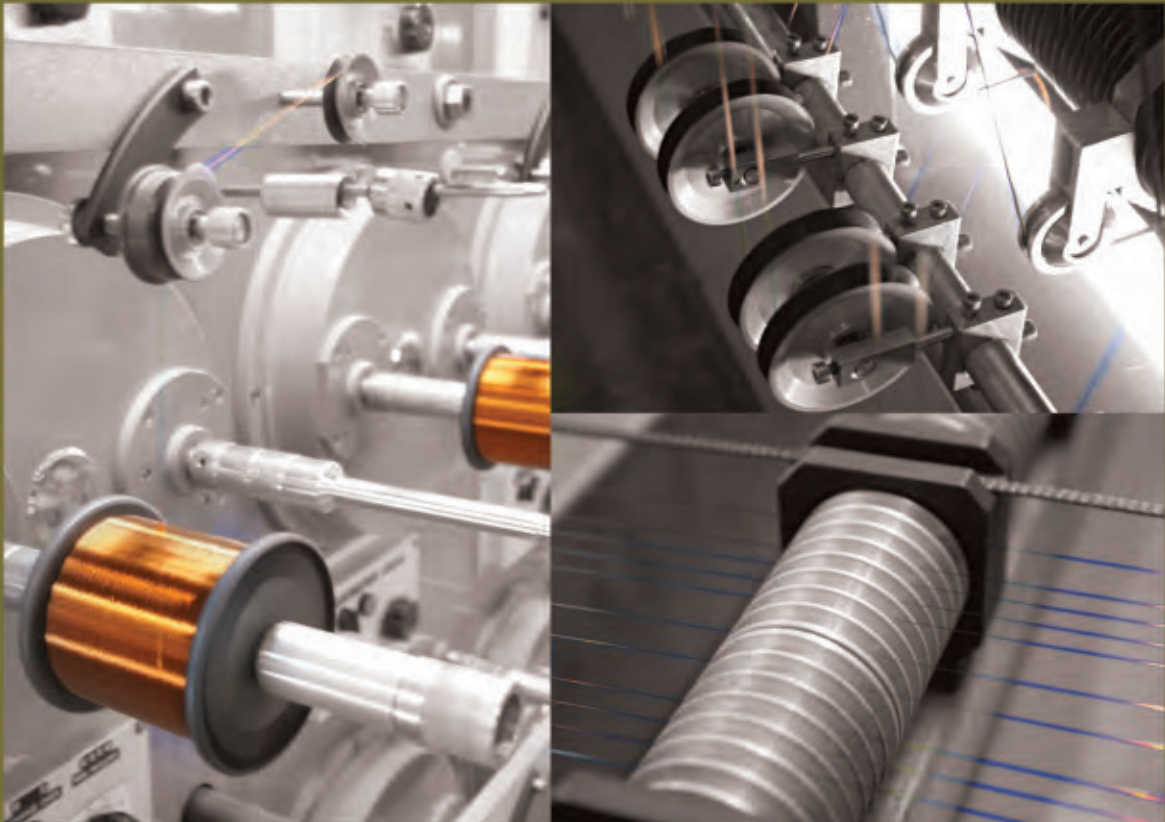


॥श्री॥

वसुदेवसुतं देवं कंसचाणूरमर्दनम् । देवकीपरमानन्दं कृष्णं वन्दे जगद्गुरुम् ॥

19th Annual Report 2010-2011



View of Advanced Technique Fine Wire Enamelling Machine.

19th ANNUAL GENERAL MEETING

Day & Date : Thursday, 18th August, 2011
Venue : Maheshwari Bhavan,
Plot No. R - 14 & 15, Oshiwara,
New Link Road Ext., Opp. Tarapur Garden,
Andheri (West), Mumbai – 400 053
Phone No. : 022 - 2637 4253 / 54 / 56 / 57
Time : 11:00 a.m.

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COMPANY INFORMATION

BOARD OF DIRECTORS

Shri Rameshwarlal Kabra	Chairman
Shri Tribhuvanprasad Kabra	Managing Director
Shri Mahendra Kumar Kabra	Director
Shri Vishu Anant Mahajan (upto 12.11.2010)	Director
Shri Satyanarayan Loya	Director
Shri Mukund Chitale	Director
Shri Ajai Singh	Director
Shri Naveen Kumar Mandhana	Director
Shri Sandeep Jhanwar (w.e.f. 13.08.2010)	Director

REGISTERED OFFICE

Ram Ratna House,
 Oasis Complex, P.B. Marg, Worli, Mumbai - 400 013
 Tel : 91-22-24924144/24949009 Fax : 91-22-24910819
 Website: www.ramratna.com

CORPORATE OFFICE

305/A, Windsor Plaza,
 R.C. Dutt Road,
 Alkapuri, Vadodara - 390 007
 Tel : 91-265-2321891/2/3 Fax : 91-265-2321894

WORKS

1) Ram Ratna Wires Limited Survey No. 212/2, Near Dadra Check Post, Village : Dadra, Silvassa - 396 193 U.T. of Dadra & Nagar Haveli	2) Salasar Copper Survey No. 142/2, Madhuban Dam Road, Village : Rakholi, Silvassa - 396 240 U.T. of Dadra & Nagar Haveli	3) Salasar Copper (Unit -2) Survey No. 212/2, Near Dadra Check Post, Village : Dadra, Silvassa - 396 193 U.T. of Dadra & Nagar Haveli
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AUDITORS

V.C. Darak & Associates
 Chartered Accountants
 Tel : 91-22-26161646 Fax : 91-22-26161650

CONSULTANT

Rathi & Associates
 Practicing Company Secretaries
 Tel : 91-22-40764444 Fax : 91-22-40764466

COMPANY SECRETARY

Ramesh Chamadia

BANKERS

State Bank of India
 Allahabad Bank
 Standard Chartered Bank
 Kotak Mahindra Bank Limited

REGISTRAR AND SHARE TRANSFER AGENT

Sharepro Services (India) Private Limited
 13 AB, Samhita Warehousing Complex, 2nd Floor,
 Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road,
 Sakinaka, Andheri (E), Mumbai - 400 072.
 Tel : 91-22-67720300/51/52/53 Fax : 91-22-28375646

FINANCIAL HIGHLIGHTS

(₹ in Lacs)

Description	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06	2004-05
A. Operating Results:							
Sales and related income	54,601.96	43,871.44	33,916.91	33,274.00	24,441.66	15,413.74	12,635.24
Other Income	39.63	31.54	23.57	66.73	12.37	2.00	-
Net Profit before Taxation	1,456.35	1,788.39	220.95	874.91	162.38	296.81	302.44
Provision for Taxation	509.21	617.70	83.85	324.27	66.38	107.42	83.03
Net Profit after Taxation	947.14	1,170.69	137.10	550.64	96.00	189.39	219.41
B. Financial Position:							
Fixed Assets (Net)	4,584.13	3,053.16	3,025.63	2,544.86	2,153.77	1,908.05	1,035.62
Current Assets (Net)	8,542.43	7,848.52	4,653.81	5,863.86	4,554.11	2,683.84	2,296.93
Investments	43.88	40.00	40.00	40.00	40.00	40.00	40.00
TOTAL ASSETS	13,170.44	10,941.68	7,719.44	8,448.72	6,747.88	4,631.89	3,372.55
Share Capital	1,100.00	1,100.00	1,100.00	1,100.00	947.00	947.00	947.00
Reserves and Surplus	3,354.17	2,663.57	1,749.43	1,708.85	681.14	668.23	663.82
SHAREHOLDERS' FUND	4,454.17	3,763.57	2,849.43	2,808.85	1,628.14	1,615.23	1,610.82
Loan Funds	8,334.07	6,848.89	4,567.11	5,397.99	4,903.06	2,825.19	1,630.99
Deferred Tax	382.20	329.22	302.90	241.88	216.68	191.47	130.74
TOTAL CAPITAL EMPLOYED	13,170.44	10,941.68	7,719.44	8,448.72	6,747.88	4,631.89	3,372.55
C. Equity Share Data:							
Earning per share (₹)*	4.31	10.64	1.25	5.80	1.01	2.00	2.71
Book value	20.25	36.55	25.90	25.56	17.19	17.06	16.48
Dividend (%)	20.00	20.00	7.50	15.00	7.50	12.50	12.50
Number of Shares (in Lacs)	220.00	110.00	110.00	110.00	94.70	94.70	94.70
D. Operational Performance:							
Production - ECW (MTs)	9,581	9,893	8,289	7,017	5,044	4,182	3,305
Production - ECS (MTs)	333	410	282	90	10	-	-
Capacity Utilization - ECW %	59	72	69	70	60	61	79
Capacity Utilization - ECS %	56	68	47	15	2	-	-

ECW - Enamelled Copper Wire.

ECS - Enamelled Copper Strips.

* Face Value split from ₹ 10/- per share to ₹ 5/- per share during the year.

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the Members of Ram Ratna Wires Limited will be held at Maheshwari Bhavan, Plot No. R-14 & 15, Oshiwara, New Link Road Ext., Opp. Tarapur Garden, Andheri (West), Mumbai – 400 053 on Thursday, 18th August, 2011, at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2011, the Profit and Loss Account for the year ended on that date together with Reports of the Directors and Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Shri Mahendra Kumar Kabra, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Satyanarayan Loya, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
“RESOLVED THAT Shri Sandeep Jhanwar, who was appointed as an Additional Director of the Company on 13th August, 2010 pursuant to the provisions of Sections 260 of the Companies Act, 1956 read with the Articles of Association of the Company and who would vacate his office at the ensuing Annual General Meeting and in respect of whom the Company has received a notice under section 257 of the Companies Act, 1956 along with necessary deposit from a shareholder proposing the candidature of Shri Sandeep Jhanwar as a Director of the Company, be and is hereby, appointed as a Director of the Company, whose office shall be liable to retirement by rotation.”
7. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
“RESOLVED THAT Shri R Kannan, who was appointed as an Additional Director of the Company on 28th May, 2011 pursuant to the provisions of Sections 260 of the Companies Act, 1956 read with the Articles of Association of the Company and who would vacate his office at the ensuing Annual General Meeting and in respect of whom the Company has received a notice under section 257 of the Companies Act, 1956 along with necessary deposit from a shareholder proposing the candidature of Shri R Kannan as a Director of the Company, be and is hereby, appointed as a Director of the Company whose office shall be liable to retirement by rotation.”
8. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:
“RESOLVED THAT as per the recommendation of the Remuneration Committee and pursuant to the provisions of Section 198, 269, 309, 310 & 311 read with Schedule XIII to the Companies Act, 1956 and subject to such other approvals as may be necessary, Shri Tribhuvanprasad Kabra, be and is hereby, re-appointed as the Managing Director of the Company for a period of three years with effect from 24th June, 2011 upon the terms and subject to the conditions as set out hereunder, with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions, in such manner as may be agreed to between the Directors and Shri Tribhuvanprasad Kabra but subject to the provisions contained in Schedule XIII to the Companies Act, 1956, as amended from time to time.”
 - a) Salary of ₹ 3,00,000/- per month.
 - b) Commission based on the net profits of the Company in a particular year which shall be within the overall limits laid down in Section 198 and 309 of the Companies Act, 1956 read with Schedule XIII to the said Act.

c) Perquisites :

- i) Furnished accommodation including gas, electricity and water, medical reimbursement and leave travel concession for self and family, club fees, medical insurance, etc.
- ii) 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) will not be included in the computation of ceiling on remuneration.

“RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Managing Director shall be governed by Section II of Part II of Schedule XIII to the Companies Act, 1956 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Managing Director.”

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

For and on behalf of the Board

Rameshwarlal Kabra
Chairman

Place : Mumbai

Date : 28th May, 2011

REGISTERED OFFICE:

Ram Ratna House, Oasis Complex,
P.B. Marg, Worli, Mumbai-400 013

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY’S REGISTERED OFFICE NOT LATER THAN 48 (FORTY EIGHT) HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.**
2. Proxies submitted on behalf of companies, etc., must be supported by appropriate resolution/authority as applicable.
3. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Company so as to reach the registered office of the Company at least seven days before the date of the meeting to enable the Company to make available the required information at the meeting, to the extent possible.
4. The Register of Members and Share Transfer Books will remain closed from Friday, 12th August, 2011 to Thursday, 18th August, 2011 (both days inclusive).
5. Additional information pursuant to Clause 49 of the Listing Agreement in respect of Directors proposed for appointment / re-appointment at the Annual General Meeting and the Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
6. The payment of dividend, if any, declared at the Annual General Meeting, will be made to those shareholders whose names appear on the Company’s Register of Members on Thursday, 18th August, 2011 or to their nominees. In respect of shares in dematerialized form, dividend will be paid to the beneficial owners as at the end of business hours on Thursday, 11th August, 2011 as per the details to be received from Depositories for the purpose. Dividend warrants shall be dispatched within thirty days from the date of the Annual General Meeting.
7. Pursuant to Section 205A and 205C of the Companies Act, 1956, all unclaimed/unpaid dividends, remaining unpaid or unclaimed for a period of seven years from the date they became due for payment, need to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has already transferred the unpaid/unclaimed

dividends for the financial years 1995-96 to 2002-03 to the IEPF. Members are requested to contact the Company's Registrar and Share Transfer Agents, for payment in respect of unclaimed/unpaid dividends. Please note that the dividend declared by the Company for the financial year 2003-2004 will be transferred to IEPF in the month of October, 2011.

8. Members are requested to notify immediately any change in their address / bank mandate to their respective Depository Participant (DP) in respect of their electronic share accounts and to the Company's Registrar & Share Transfer Agent at Sharepro Services (India) Private Limited at 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072 in respect of their physical share folios.
9. Members are requested to bring duly filled admission/ attendance slip and their copy of Annual Report to the Meeting.
10. All the documents referred in the accompanying notice and the explanatory statement will be available for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days till the date of ensuing Nineteenth Annual General Meeting.

For and on behalf of the Board

Rameshwarlal Kabra
Chairman

Place : Mumbai

Date : 28th May, 2011

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

Item No. 6

With a view to make the Board of Directors broad based and bringing about greater effectiveness in the decision making process, Shri Sandeep Jhanwar was appointed as an Additional Director of the Company with effect from 13th August, 2010 pursuant to the provisions of Section 260 of the Companies Act, 1956 and Articles of Association of the Company. Pursuant to the provisions of the said Section, the term of the office of the said Director expires at the ensuing Annual General Meeting of the Company. The Company has received notice under Section 257 of the said Act along with necessary deposit from a shareholder proposing the candidature of Shri Sandeep Jhanwar for the office of the Director of the Company.

The Board recommends the appointment of Shri Sandeep Jhanwar as Director of the Company.

The resolution vide item no.6 is, therefore, proposed for approval of the Members.

Shri Sandeep Jhanwar is concerned or interested in the resolution at item no.6 of the notice for the appointment as Director of the Company. No other Director is concerned or interested in the said Resolution.

Item No. 7

With a view to make the Board of Directors broad based and bringing about greater effectiveness in the decision making process, Shri R Kannan was appointed as an Additional Director of the Company with effect from 28th May, 2011 pursuant to the provisions of Section 260 of the Companies Act, 1956 and Articles of Association of the Company. Pursuant to the provisions of the said Section, the term of the office of the said Director expires at the ensuing Annual General Meeting of the Company. The Company has received notice under Section 257 of the said Act along with necessary deposit from a shareholder proposing the candidature of Shri R Kannan for the office of the Director of the Company.

The Board recommends the appointment of Shri R Kannan as Director of the Company.

The resolution vide item no.7 is, therefore, proposed for approval of the Members.

Shri R Kannan is concerned or interested in the resolution at item no.7 of the notice for the appointment as Director of the Company. No other Director is concerned or interested in the said Resolution.

Item No. 8

The present term of office of Shri Tribhuvanprasad Kabra as the Managing Director of the Company will expire on 23rd June, 2011. The Board of Directors in its meeting held on 28th May, 2011 has as per the recommendation of the Remuneration Committee approved, subject to the approval of the members in the Annual General Meeting, the re-appointment of Shri Tribhuvanprasad Kabra as the Managing Director of the Company for a further period of 3 (three) years with effect from 24th June, 2011 i.e. for the period from 24th June 2011 to 23rd June 2014.

The broad particulars of remuneration payable to and the terms of re-appointment of Shri Tribhuvanprasad Kabra as the Managing Director of the Company are given in the resolution at Item no. 8.

The re-appointment of Shri Tribhuvanprasad Kabra as the Managing Director of the Company would require the consent of the shareholders of the Company pursuant to Section 269, 309, 310, 311 and other applicable provisions of the Companies Act, 1956 and subject to the limits in Schedule XIII of the said act. The said resolution is, therefore, recommended for your approval.

As per the requirements of Schedule XIII to the Companies Act, 1956, requisite information is given herein below in connection with the re-appointment of and payment of remuneration to Shri Tribhuvanprasad Kabra as Managing Director of the Company.

I) General Information:

1) Nature of Industry:

The Company is primarily engaged in the manufacturing of Enamelled Copper Winding Wire and Strips.

2) Date of commencement of commercial production:

Commercial production at Works at Silvassa commenced from November, 1995.

3) Financial Performance based on given Indicators:

(Based on Audited Statement of Accounts for the year ended 31st March, 2011)

Particulars	₹ in Lacs
Gross Sales and other Income	49,941.54
Operating Profit (Profit before Interest, Depreciation, Taxation & Extraordinary Items)	2,406.77
Net Profit (Profit after Taxation)	947.14
Paid-up Share Capital	1,100.00
Reserves & Surplus	3,354.17
Earnings per Share (₹)	4.31
Book Value per Share (₹) (Face Value of Share – ₹ 5/-)	20.25

4) Export Performance and Net Foreign Exchange Collaborations:

The Company's products are exported through third party. The Company has already planned for direct exports in the coming year. The Company has no foreign exchange collaborations.

5) Foreign Investments or Collaborators:

The Company has invested ₹ 3.88 lacs (60,000 equity shares of Taka 10/- each) in RR Imperial Electricals Limited – Bangladesh.

II) Information about the Appointee – Shri Tribhuvanprasad Kabra

1) Background Details, Recognition/Awards, Job Profile and Suitability:

Shri Tribhuvanprasad Kabra, 56 years of age, has 38 years of rich experience and knowledge in the electrical industry. He also carries along knowledge and experience in finance, purchase and administration. His sincere efforts and dedication have been a major source for the growth of the Company. He has been associated with the Company since its incorporation and has been on the Board of Directors since 1993 and serving as the Managing Director of the Company since 1995.

2) Past Remuneration and Proposed Remuneration (per annum):

Name of Director	Designation	Past Remuneration (Including Commission) (₹ in Lacs)	Proposed Remuneration (Excluding Commission) (₹ in Lacs)*
Shri Tribhuvanprasad Kabra	Managing Director	76.65	36.00

* In addition to the above remuneration, Shri Tribhuvanprasad Kabra, Managing Director, shall be entitled to receive commission on net profits of the Company computed in accordance with the provisions of Section 198 and 349 of the Companies Act, 1956 subject to overall ceiling limit of 5% of the net profits for each financial year during his tenure as Managing Director of the Company.

3) Comparative Remuneration profile with respect to industry, size of the company, profile of the position and person:

Shri Tribhuvanprasad Kabra is serving as the Managing Director of the Company since last 16 years. He has been actively involved in the management of the affairs of the Company and has been instrumental in spearheading the growth of the Company. He has varied experience in the field of finance, purchase and administration. The proposed remuneration is as per the prevailing industry norms.

4) The above named Managerial Person does not have any pecuniary relationship directly or indirectly with the Company other than the remuneration received/receivable by him as mentioned above.

III) Other Information:

(i) Reasons for loss or inadequacy of profits:

During the year, the Company has reasonably done well on the basis of the current market scenario. The net profit after tax stood at ₹ 947.14 Lacs as against ₹ 1,170.69 Lacs for previous year.

(ii) Steps taken to improve the performance of the Company:

The Company is continuously expanding its capacity gradually and also focusing on new products to further improve profitability.

(iii) Expected Increase in Productivity:

With the expansion plans executed / proposed, the Company expects to increase the manufacturing capacity by approximately 2460 TPA during the year 2011-12.

(iv) Expected Increase in Profits in measurable terms:

The Company is expanding its production capacity and expects increase in the profits in long term. However, because of the low value addition, increasing competition and volatility in the copper price, it is difficult to ascertain the increase in the profits in measurable terms.

The explanatory statement and the resolution at Item No. 8 of the Notice is and may be treated as an abstract of the terms of re-appointment of Shri Tribhuvanprasad Kabra as the Managing Director of the Company as required under Section 302 of the Companies Act, 1956.

Shri Tribhuvanprasad Kabra is concerned or interested in the resolution at Item no. 8 for his re-appointment as the Managing Director. All Directors, except Shri Mukund Chitale, Shri Ajai Singh, Shri Naveen Kumar Mandhana and Shri Sandeep Jhanwar, are interested or concerned in the said resolution.