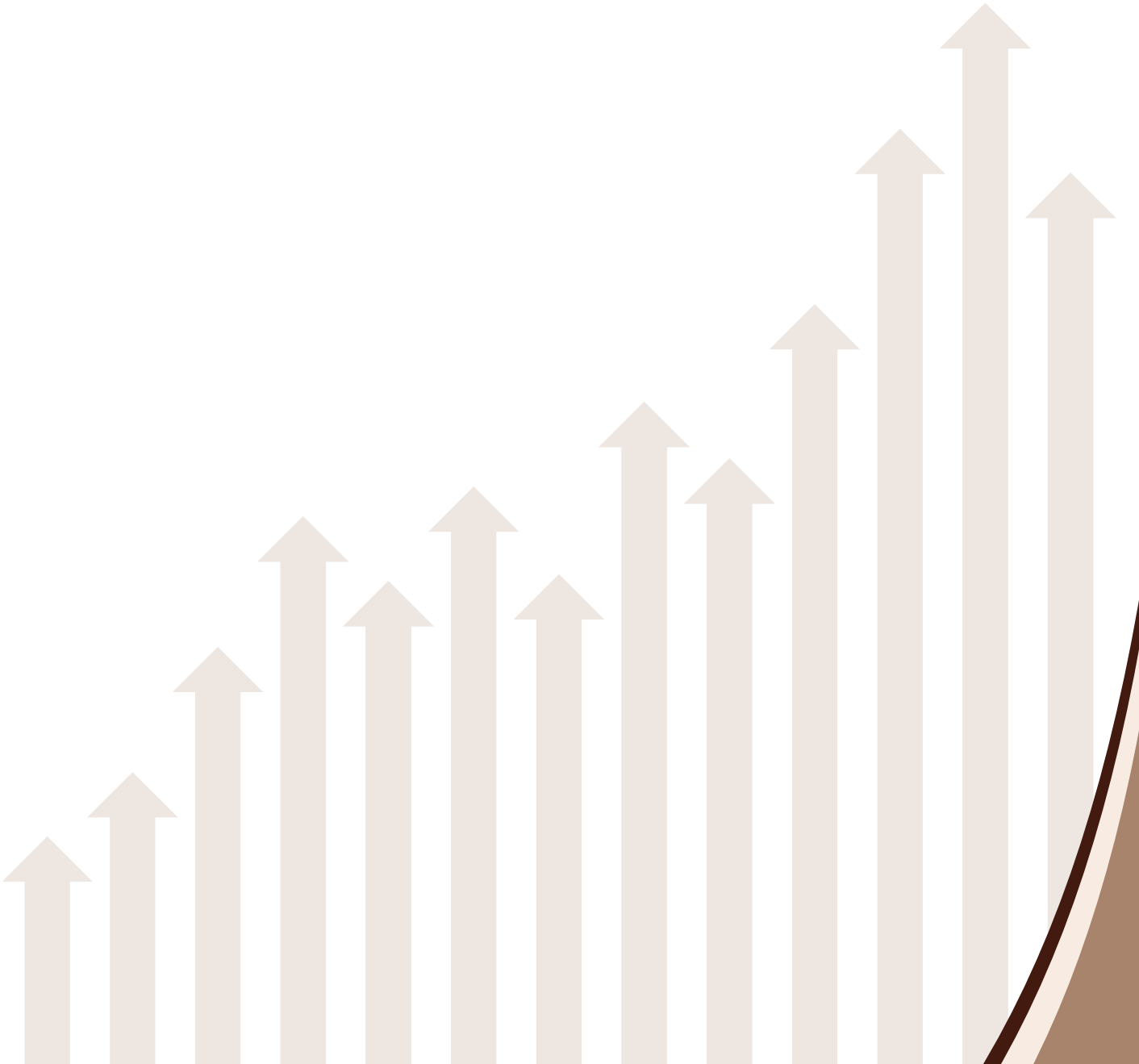


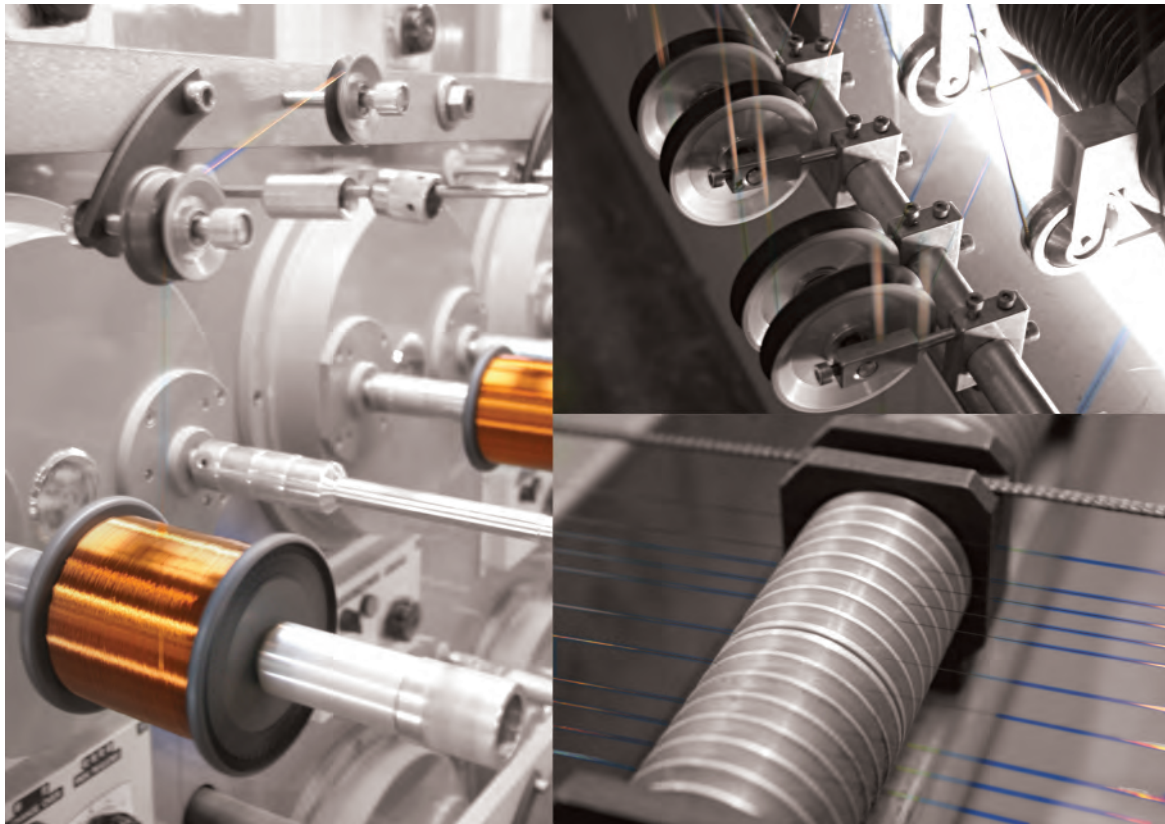
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RAM RATNA WIRES LTD.

20th Annual Report 2011-2012





View of Advanced Technique Fine Wire Enamelling Machine.

20th ANNUAL GENERAL MEETING

Day & Date : Thursday, 23rd August, 2012
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 Satyanarayan Loya	Director
Shri Mukund Chitale	Director
Dr. Ajai Singh	Director
Shri Naveen Kumar Mandhana	Director
Shri Sandeep Jhanwar (w.e.f. 18.08.2011)	Director
Shri R. Kannan (w.e.f. 18.08.2011)	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
 Yes Bank

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	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06
A. Operating Results:							
Gross Sales and related income	61,305.92	54,601.96	43,871.44	33,916.91	33,274.00	24,441.66	15,413.74
Net Sales and related income	56,031.24	49,901.91	40,536.25	30,353.47	28,784.35	21,139.80	13,311.94
Other Income	106.39	39.44	31.54	23.57	66.73	12.37	2.00
Net Profit before Taxation	721.60	1,442.91	1,788.39	220.95	874.91	162.38	296.81
Provision for Taxation	212.97	495.77	617.70	83.85	324.27	66.38	107.42
Net Profit after Taxation	508.63	947.14	1,170.69	137.10	550.64	96.00	189.39
B. Financial Position:							
Fixed Assets (Net)	4,711.49	4,584.13	3,053.16	3,025.63	2,544.86	2,153.77	1,908.05
Current Assets (Net)	11,512.24	8,494.50	7,848.52	4,653.81	5,863.86	4,554.11	2,683.84
Investments	146.75	43.88	40.00	40.00	40.00	40.00	40.00
TOTAL ASSETS	16,370.48	13,122.51	10,941.68	7,719.44	8,448.72	6,747.88	4,631.89
Share Capital	1,100.00	1,100.00	1,100.00	1,100.00	1,100.00	947.00	947.00
Reserves and Surplus	3,671.03	3,354.17	2,663.57	1,749.43	1,708.85	681.14	668.23
SHAREHOLDERS' FUND	4,771.03	4,454.17	3,763.57	2,849.43	2,808.85	1,628.14	1,615.23
Loan Funds	11,171.96	8,286.14	6,848.89	4,567.11	5,397.99	4,903.06	2,825.19
Deferred Tax	427.49	382.20	329.22	302.90	241.88	216.68	191.47
TOTAL CAPITAL EMPLOYED	16,370.48	13,122.51	10,941.68	7,719.44	8,448.72	6,747.88	4,631.89
C. Equity Share Data:							
Earning per share (₹)	2.31	4.31	10.64	1.25	5.80	1.01	2.00
Book value	21.69	20.25	36.55	25.90	25.56	17.19	17.06
Dividend (%)	15.00	20.00	20.00	7.50	15.00	7.50	12.50
Number of Shares (in Lacs)	220.00	220.00	110.00	110.00	110.00	94.70	94.70
D. Operational Performance:							
Production - ECW (Mts)	9,716	9,877	9,893	8,289	7,017	5,044	4,182
Production - ECS + (Mts)	417	464	410	282	90	10	-
Production - SWW (Mts)	512	277	175	-	-	-	-
Production - EAW (Mts)	347	12	-	-	-	-	-
Capacity Utilization - ECW %	65	61	72	69	70	60	61
Capacity Utilization - ECS + %	67	77	68	47	15	2	-
Capacity Utilization - SWW %	78	23	-	-	-	-	-
Capacity Utilization - EAW %	30	-	-	-	-	-	-

ECW	Enamelled Copper Wire	SWW	Submersible Winding Wire
ECS	Enamelled Copper Strips	EAW	Enamelled Aluminium Wire

Figures of current and previous years have been re-grouped as per revised Schedule VI to the Companies Act, 1956.

NOTICE

Notice is hereby given that the 20th 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, 23rd August, 2012, 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, 2012, the Statement of Profit and Loss for the year ended as 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 Rameshwarlal 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 Dr. Ajai Singh, 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.

Place : Mumbai
Date : 26th May, 2012

For and on behalf of the Board

Rameshwarlal Kabra
Chairman

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. 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.
3. Authorized representatives of corporate members intending to attend the annual general meeting (the "Meeting") must be authorized by proper board resolution. A copy of the board resolution must be sent to the Company before the Meeting.
4. The Register of Members and Share Transfer Books will remain closed from Friday, 17th August, 2012 to Thursday, 23rd August, 2012 (both days inclusive).
5. Additional information pursuant to Clause 49 of the Listing Agreement in respect of Directors proposed for re-appointment at the Meeting is annexed hereto.
6. The payment of dividend, if any, declared at the Meeting, will be made to those shareholders whose names appear on the Company's Register of Members on Thursday, 23rd August, 2012 or to their nominees. In respect of shares held in dematerialized form, dividend will be paid to the beneficial owners as at the end of business hours on Friday, 17th August, 2012 as per the details to be received from Depositories for the purpose. Dividend warrants will be credited or dispatched within thirty days from the date of the 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 2003-04 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 2004-2005 will be transferred to IEPF in the month of October, 2012.
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 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 Twentieth Annual General Meeting.
11. 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 Participant (DP) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar & Share Transfer Agent at Sharepro Services (India) Private Limited.

For and on behalf of the Board

Rameshwarlal Kabra
Chairman

Place : Mumbai
Date : 26th May, 2012

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, following information is furnished in respect of Directors proposed to be re-appointed at the Annual General Meeting.

Name	Shri Rameshwarlal Kabra	Dr. Ajai Singh
Date of Birth	13/11/1933	05/07/1956
Date of Appointment on the Board	31/10/1992	29/06/2006
Qualification & Nature of Expertise	Industrialist	B.A., M.B.A., D.B.A.
Experience	He has over 44 years experience in enamelled copper winding wire and cable industry.	He has over 32 years of work experience. He started his career as a Management Consultant. He was the CEO of Modi Entertainment Limited and Managing Director of Professional Assessment and Training Systems Pvt. Ltd. He is a Certified Professional Behaviour Analyst, Certified Professional Value Analyst, Certified Achieve Global Master Trainer, Certified Synergic Master Trainer, Certified Entretel Master Trainer and Certified Leadership Foundation Master Trainer, Certifier Master Trainer in Change Works System. He is a Certified Master Leadership Coach. He is the CEO of Organization Transformation International, India (OTI) – a management consulting firm. He attained his Doctorate in Business Administration from Apollos University, California, USA.
Name of Companies in which also holds Directorship	1. RR Switchgear Pvt. Ltd. 2. Jag-bid Finvest Pvt. Ltd. 3. Ram Ratna Research and Holdings Pvt. Ltd.	None
Name of the Companies in Committees of which holds Membership / Chairmanship	None	None
Number of Shares held in Ram Ratna Wires Limited	1,05,200 Equity Shares	Nil

For and on behalf of the Board

Rameshwarlal Kabra
Chairman

Place : Mumbai
 Date : 26th May, 2012

DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting the 20th Annual Report and the Audited Accounts of your Company for the financial year ended 31st March, 2012.

FINANCIAL HIGHLIGHTS

(₹ in Lacs)

Particulars	Year ended 31 st March, 2012	Year ended 31 st March, 2011
Sales and other Income	56,137.63	49,941.35
Total Expenditure	53,894.13	47,520.37
Profit before Interest, Depreciation & Tax	2,243.50	2,420.98
Less: Finance Costs	1,055.78	609.02
Depreciation	466.12	369.05
Profit before Tax	721.60	1,442.91
Less: Provision for Taxation	212.97	495.77
Net Profit after tax	508.63	947.14
Balance brought forward from Previous Year	2,358.97	1,768.37
Profit available for appropriation	2,867.60	2,715.51
Appropriations:		
Proposed Dividend	165.00	220.00
Corporate Tax on Proposed Dividend	26.77	36.54
Transfer to General Reserve	26.00	100.00
Balance Carried Forward	2,649.83	2,358.97

OPERATIONS AND FINANCIAL REVIEW

Financial Year 2011-12 was a challenging year for your Company. The Middle East crisis, uncertainty of European economy, huge fluctuations in LME rates of copper coupled with severe adverse market conditions domestically as well as internationally and many other factors had a great impact on the working of the Company. However, in spite of all this, your Company put in the best efforts on increasing the sale of value added products and also took substantial cost reduction measures. Your Company achieved a production of 11,189 MTs insulated material altogether (ECW, ECS, SWW, EAW) through improvement in operational efficiencies.

During the Financial Year 2011-12, your Company posted sales & other income of ₹ 56,137.63 Lacs, as against ₹ 49,941.35 Lacs in the previous year and registered a net profit after tax of ₹ 508.63 Lacs as against the previous year's net profit of ₹ 947.14 Lacs.

FINANCIALS

The Ministry of Corporate Affairs (MCA) vide notification no. S.O. 447(E) dated 28th February, 2011 amended the existing Schedule VI to the Companies Act, 1956. The Revised Schedule VI is applicable from financial year commencing from 1st April, 2011. The financial statements of your Company for the year ended 31st March, 2012 have been prepared in accordance with the Revised Schedule VI and accordingly, the previous year's figures have been reclassified/ regrouped to conform to this year's classification.

DIVIDEND

Your Company endeavors to balance the dual responsibility of providing an appropriate return to the Members and retaining a reasonable portion of the profit to maintain healthy financial condition with a view to supporting and sustaining future expansion plans and growth. Keeping this endeavor in view, your Directors are pleased to recommend, for approval of members, payment of dividend of ₹ 0.75 per share (Paid-up value ₹ 5/-) (previous year ₹ 1.00 per share – Paid-up value ₹ 5/-) for the year ended 31st March, 2012.

The payment of dividend together with tax thereon, if declared, at the forthcoming Meeting will absorb ₹ 191.77 Lacs.

EXPANSION PLAN

The modernization and expansion plan as envisaged by the Company at its Units for increasing the production capacity and widening the product range has been completed during the financial year. However, further expansion as may be required will continue to be done during the current year at regular intervals.

JOINT VENTURE IN BANGLADESH

Your Company has decided to invest up to USD 4,00,000 in a Joint Venture company in Bangladesh which would manufacture enamelled wire, cables and enamelled strips. The commercial production has been delayed due to unforeseen circumstances and is now likely to commence in and around July, 2012. The Company has so far made an investment of USD 2,13,700.

DIRECTORS

Shri Rameshwarlal Kabra and Dr. Ajai Singh, Directors, retire by rotation and being eligible, offer themselves for re-appointment at the ensuing Meeting.

Brief profile of the Directors proposed to be re-appointed is annexed to the Notice of the ensuing Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- in the preparation of the annual accounts for the year ended 31st March, 2012, the applicable accounting standards read with requirements set out under Revised Schedule VI to the Companies Act, 1956, have been followed and there are no material departures from the same;
- such accounting policies have been selected and applied consistently and such judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2012 and of the profit of the Company for the year ended on that date;
- proper and sufficient care has been taken 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; and
- that the annual accounts of the Company have been prepared on a 'going concern' basis.

CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS REPORTS

Your Company is committed to maintain highest standards of Corporate Governance. A Report on Corporate Governance together with Management Discussion and Analysis Report forms part of this Annual report. The requisite certificate from M/s. Rathi & Associates, Company Secretaries, Mumbai, regarding compliance of requirements of Corporate Governance pursuant to Clause 49 of the Listing Agreement with the Stock Exchange is attached to this report.

AUDITORS & AUDITORS' REPORT

M/s. V.C.Darak & Associates, Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. The Company has received letter from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for re-appointment within the meaning of Section 226 of the said Act.

The observations made in the Auditors' Report, read together with the relevant notes thereon are self-explanatory and hence, do not call for any further comments.

COST AUDITOR

Pursuant to the direction from the Ministry of Corporate Affairs for appointment of Cost Auditors, your Board has appointed Mr. Sandeep Poddar, as the Cost Auditor of your Company for the financial year 2012-13 to conduct the audit of the cost records of the Company.

PARTICULARS OF EMPLOYEES

The Company continues to maintain cordial relations with its workforce at all locations. Continuous up-gradation of core skill through training programmes either internally or through external agencies is an integral part of human resources development policy.