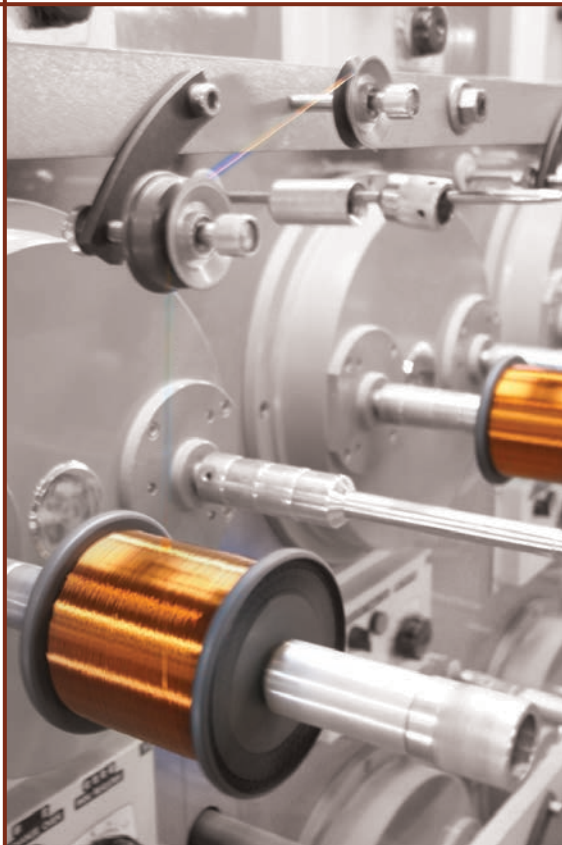


RR✓SHRAMIK
RAM RATNA WIRES LTD.

21st ANNUAL REPORT
2012-2013

वसुदेवसुतं देवं कंसचाणूरमर्दनम् । देवकीपरमानन्दं कृष्णं वन्दे जगद्गुरुम् ॥



View of Advanced Technique
Fine Wire Enamelling Machine.

21st ANNUAL GENERAL MEETING

Day & Date : Monday, 26th August, 2013

Venue : Sunville
9, Dr. Annie Besant Road,
Worli, Mumbai - 400 018

Phone No. : 022 - 2497 8082 / 2493 5546 / 4637

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	Director
Shri R. Kannan	Director
Shri Prashant Deshpande (w.e.f. 06.11.2012)	Additional 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

Preeti Khanna & Co.
 Practicing Company Secretary
 Tel : 91-22-27703848

COMPANY SECRETARY

Ramesh Chamadia

BANKERS

State Bank of India
 Corporation Bank
 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 : 91-22-67720300/400 Fax : 91-22-28591568.

FINANCIAL HIGHLIGHTS

(₹ in Lacs)

Description	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07
A. Operating Results:							
Gross Sales and related income	76,280.07	61,305.92	54,601.96	43,871.44	33,916.91	33,274.00	24,441.66
Net Sales and related income	68,550.34	56,031.24	49,901.91	40,536.25	30,353.47	28,784.35	21,139.80
Other Income	89.36	106.39	39.44	31.54	23.57	66.73	12.37
Net Profit before Taxation	1,263.79	710.56	1,448.75	1,788.39	220.95	874.91	162.38
Provision for Taxation	394.42	201.93	501.61	617.70	83.85	324.27	66.38
Net Profit after Taxation	869.37	508.63	947.14	1,170.69	137.10	550.64	96.00
B. Financial Position:							
Fixed Assets (Net)	4,649.64	4,711.49	4,584.13	3,053.16	3,025.63	2,544.86	2,153.77
Non - Current Assets	462.23	384.60	1,502.47	1,536.14	1,304.66	1,005.70	986.93
Current Assets	16,136.54	12,518.65	9,665.74	8,736.77	4,804.85	6,248.52	4,702.76
Investments	206.19	146.75	43.88	40.00	40.00	40.00	40.00
TOTAL ASSETS	21,454.60	17,761.49	15,796.22	13,366.07	9,175.14	9,839.08	7,883.46
Share Capital	1,100.00	1,100.00	1,100.00	1,100.00	1,100.00	1,100.00	947.00
Reserves and Surplus	4,348.63	3,671.03	3,354.17	2,663.57	1,749.43	1,708.85	681.14
SHAREHOLDERS' FUND	5,448.63	4,771.03	4,454.17	3,763.57	2,849.43	2,808.85	1,628.14
Non-Current Liabilities	1,249.70	1,327.70	1,524.10	6,848.89	4,567.11	5,397.99	4,903.06
Current Liabilities	14,351.01	11,235.27	9,435.75	2,424.39	1,455.70	1,390.36	1,135.58
Deferred Tax	405.26	427.49	382.20	329.22	302.90	241.88	216.68
TOTAL CAPITAL EMPLOYED	21,454.60	17,761.49	15,796.22	13,366.07	9,175.14	9,839.08	7,883.46
C. Equity Share Data							
Earning per share ₹	3.95	2.31	4.31	10.64	1.25	5.80	1.01
Book value	24.77	21.69	20.25	36.55	25.90	25.56	17.19
Dividend (%)	15.00	15.00	20.00	20.00	7.50	15.00	7.50
Number of Shares (in Lacs)	220.00	220.00	220.00	110.00	110.00	110.00	94.70
D. Operational Performance:							
Production - ECW (Mts)	10,705	9,716	9,877	9,893	8,289	7,017	5,044
Production - ECS + (Mts)	587	417	464	410	282	90	10
Production - SWW (Mts)	858	512	277	175	-	-	-
Production - EAW (Mts)	851	347	12	-	-	-	-
Production - BCS (Mts)	392	197	-	-	-	-	-
Capacity Utilization - ECW %	72	65	61	72	69	70	60
Capacity Utilization - ECS + %	73	67	77	68	47	15	2
Capacity Utilization - SWW %	72	78	23	-	-	-	-
Capacity Utilization - EAW %	68	30	-	-	-	-	-

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

Figures of current & previous two years have been regrouped as per Revised Schedule VI to the Companies Act, 1956.

NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Members of Ram Ratna Wires Limited will be held at Sunville, 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018 on Monday, 26th August, 2013, 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, 2013, the Statement of Profit and Loss for the year ended on that date together with Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Shri Mukund Chitale, 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 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.
6. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. V. C. Darak & Co., Chartered Accountants (Registration No 119336W), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.”

SPECIAL BUSINESS

7. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
“RESOLVED THAT Shri Prashant Deshpande, who was appointed as an Additional Director of the Company on 6th November, 2012 pursuant to the provisions of Section 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 the necessary deposit from a shareholder proposing the candidature of Shri Prashant Deshpande 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.”

For and on behalf of the Board

Rameshwarlal Kabra

Chairman

Place : Mumbai

Date : 18th May, 2013

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. In terms of the Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Shri Mukund Chitale, Shri Satyanarayan Loya and Shri Mahendrakumar Kabra, Directors, retire by rotation at the ensuing Meeting and being eligible, offer themselves for re-appointment. The Board of Directors of the Company commend their respective re-appointments.
5. Additional information pursuant to Clause 49 of the Listing Agreement in respect of Directors proposed for re-appointment at the Meeting and the Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
6. The Register of Members and Share Transfer Books will remain closed from Tuesday, 20th August, 2013 to Monday, 26th August, 2013 (both days inclusive).
7. 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 Monday, 26th August, 2013 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 Tuesday, 20th August, 2013 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.
8. Pursuant to Section 205A and 205C of the Companies Act, 1956, all unclaimed dividends, remaining 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 unclaimed dividends for the financial years 1995-96 to 2004-05 to the IEPF. Members are requested to contact the Company's Registrar and Share Transfer Agents, for payment in respect of unclaimed dividends for the years after 2004-05. Please note that the unclaimed portion of the dividend declared by the Company for the financial year 2005-2006 will be transferred to IEPF in the month of October, 2013.
9. 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.
10. Members are requested to bring duly filled admission / attendance slip and their copy of Annual Report to the Meeting.
11. 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 Twenty First Annual General Meeting.
12. 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.
13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Nomination forms can be downloaded from the Company's website www.ramratna.com
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.

For and on behalf of the Board

Rameshwarlal Kabra
Chairman

Place : Mumbai

Date : 18th May, 2013

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

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 Prashant Deshpande was appointed as an Additional Director of the Company with effect from 6th November, 2012 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 Prashant Deshpande for the office of the Director of the Company.

The Board recommends the appointment of Shri Prashant Deshpande as Director of the Company.

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

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

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 Mukund Chitale	Shri Satyanarayan Loya	Shri Mahendra Kumar Kabra	Shri Prashant Deshpande
Date of Birth	16/11/1949	05/04/1930	13/05/1957	19/02/1945
Date of Appointment on the Board	28/12/2005	29/09/1993	21/07/1992	06/11/2012
Qualification & Nature of Expertise	B. Com., F.C.A. Practising Chartered Accountant	Consultant (Marketing & Finance)	Licentiate Mechanical Engineer, Industrialist	B.E. (Elec.), M.B.A., P.G. – Power Systems
Experience	He is a practicing Chartered Accountant since 1973. He was President of ICAI during 1997-98, a member of the Central Council of ICAI during 1985-98 and Chairman of WIRC of ICAI during 1984-85. He was a Member of the International Auditing Practices Committee of the International Federation of Accountants during 1998-2000. He was appointed as Chairman of the National Advisory Committee on Accounting Standards by the Ministry of Corporate Affairs in 2011. He has also been a Member of various Committees set up by SEBI, RBI and the Central Government. He is presently a Member of – i) Governing Council of Banking Codes and Standards Board of India; ii) Group for Amalgamation of Urban Co-operative Banks. He is an Independent Director on the Boards of various companies. He is also connected with various social organizations.	He was associated with a renowned group in textile and paper industry for over 50 years.	He has over 25 years of experience in the wire industry. He has knowledge of extrusion line, insulation and enamelled wire. He has successfully led many projects and has been an inspiration for his team members.	He has over 40 years of experience in the Electrical Industry.
Name of Companies in which also holds Directorship	1. ASREC (India) Ltd. 2. Essel Propack Ltd. 3. ONGC Petro Additions Ltd. 4. ONGC Mangalore Petrochemicals Ltd.	1. RR Kabel Ltd. 2. Kabel Buildcon Solutions Pvt. Ltd. 3. Pap-Print (India) Pvt. Ltd.	1. RR Kabel Ltd. 2. Ram Ratna Research & Holdings Pvt. Ltd. 3. Ram Ratna Infrastructure Pvt. Ltd. 4. World Electrical Hub Pvt. Ltd.	None

Name	Shri Mukund Chitale	Shri Satyanarayan Loya	Shri Mahendra Kumar Kabra	Shri Prashant Deshpande
	5. Foseco India Ltd. 6. Itz Cash Card Ltd. 7. Larsen & Toubro Ltd. 8. Principal PNB Asset Management Co. Pvt Ltd. 9. Larsen & Toubro Infotech Ltd. 10. L & T General Insurance Co. Ltd.		5. RR Switchgear Pvt. Ltd. 6. Ram Ratna Electricals Ltd. 7. MEW Electricals Ltd. 8. Global Electrical Factory (India) Ltd. 9. Jag-Bid Finvest Pvt. Ltd. 10. Kabel Buildcon Solutions Pvt. Ltd. 11. RSquare Reality Pvt. Ltd. 12. RR Parkon Pvt. Ltd.	
Name of the Companies in Committees of which holds Membership / Chairmanship	1. ASREC (India) Ltd. 2. Essel Propack Ltd 3. Larsen & Toubro Ltd. 4. Foseco India Ltd. 5. Principal PNB Asset Management Co. Pvt. Ltd. 6. Itz Cash Card Ltd. 7. Larsen & Turbo Infotech Ltd. 8. L & T General Insurance Co. Ltd. 9. ONGC Petro Additions Ltd.	1. RR Kabel Ltd.	None	None
Number of Shares held in Ram Ratna Wires Limited	NIL Equity Shares	21,400 Equity Shares	18,67,966 Equity Shares	NIL Equity Shares

For and on behalf of the Board

Rameshwarlal Kabra
Chairman

Place : Mumbai

Date : 18th May, 2013

DIRECTORS' REPORT

To,

The Members,

Your Directors are pleased to present the 21st Annual Report and the Audited Accounts of your Company for the financial year ended 31st March, 2013.

FINANCIAL HIGHLIGHTS

(₹ in Lacs)

Particulars	Year ended 31 st March, 2013	Year ended 31 st March, 2012
Sales and other Income	68,639.70	56,137.63
Total Expenditure	65,589.89	53,903.41
Profit before Interest, Depreciation & Tax	3,049.81	2,234.22
Less: Finance Costs	1,283.46	1,057.54
Depreciation	502.56	466.12
Profit before Tax	1,263.79	710.56
Less: Provision for Tax	394.42	201.93
Net Profit after tax	869.37	508.63
Balance brought forward from Previous Year	2,649.83	2,358.97
Profit available for appropriation	3,519.20	2,867.60
Appropriations:		
Proposed Dividend	165.00	165.00
Corporate Tax on Proposed Dividend	26.77	26.77
Transfer to General Reserve	45.00	26.00
Balance Carried Forward	3,282.43	2,649.83

OPERATIONS AND FINANCIAL REVIEW

The global scenario during the year 2012-13 continued to improve marginally but was short on expectations. Deceleration in industrial output and exports weakened India's economic growth significantly. Financial Year 2012-13 proved to be a challenging year for your Company. In spite of the constraints, your Company performed reasonably well. Better financial performance was achieved through several internal initiatives namely higher capacity utilization, thrust on sale of value added products and effective cost reduction measures. Your Company achieved a record production of 13,393 MTs material altogether (ECW, BCS, ECS+, SWW, EAW).

During the Financial Year 2012-13, your Company posted sales & other income of ₹ 68,639.70 Lacs, as against ₹ 56,137.63 Lacs in the previous year, an increase of 22 % and registered a net profit after tax of ₹ 869.37 Lacs as against the previous year's net profit of ₹ 508.62 Lacs.

DIVIDEND

Your Company endeavors to balance the dual responsibility of providing an appropriate return to the Members and retaining a reasonable portion of the profits 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 ₹ 0.75 per share – Paid-up value ₹ 5/-) for the year ended 31st March, 2013.

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

The dividend payout for the year under review has been formulated in accordance with the Shareholders' aspirations and the Company's policy to pay sustainable dividend linked to long term growth objectives of the Company to be met by internal cash accruals to the maximum possible extent.