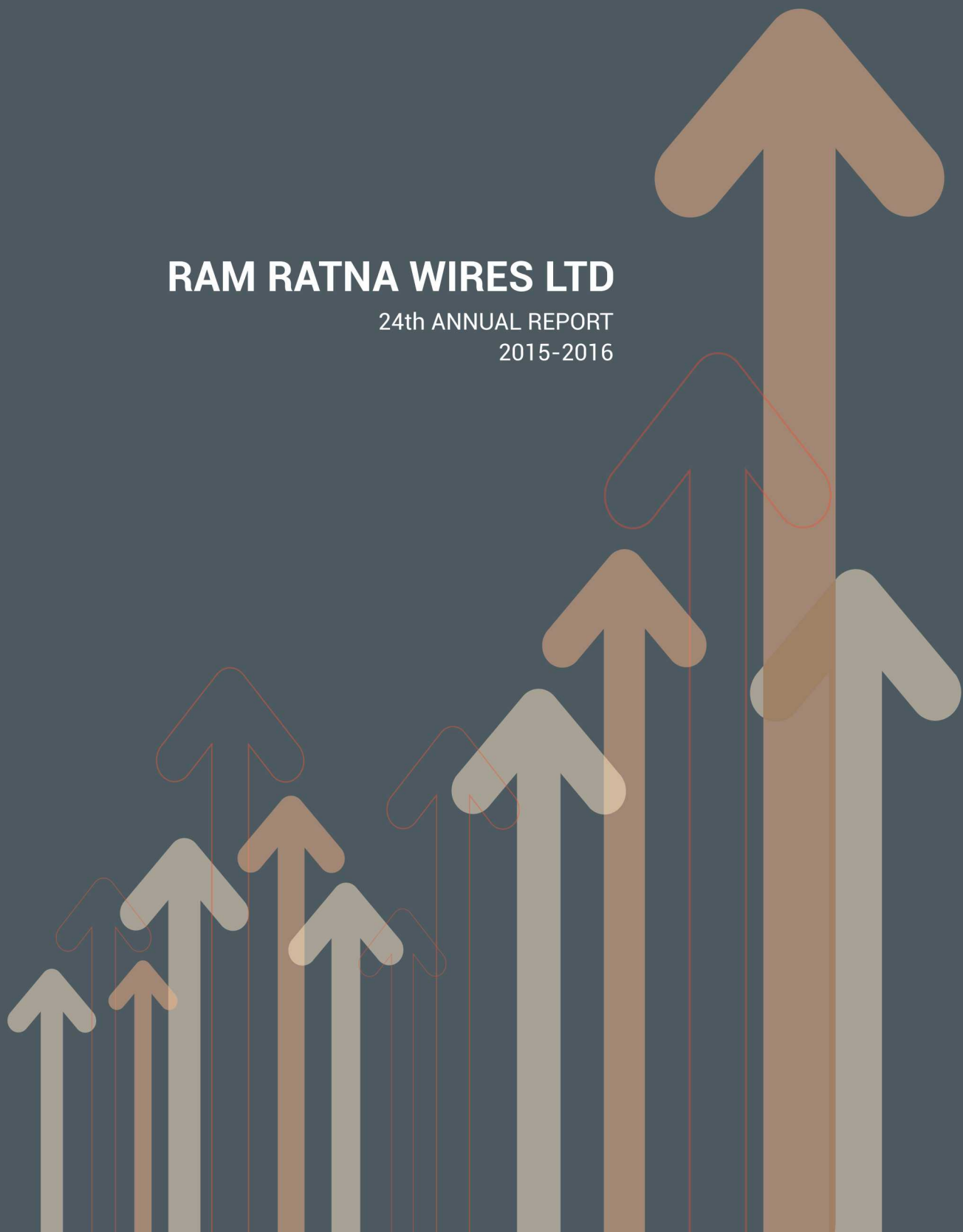


**RAM RATNA WIRES LTD**

24th ANNUAL REPORT  
2015-2016





## 24<sup>th</sup> ANNUAL GENERAL MEETING

Day & Date : Saturday, 24<sup>th</sup> September, 2016

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

Time : 11:30 a.m.

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## COMPANY INFORMATION

### BOARD OF DIRECTORS

|                            |  |
|----------------------------|--|
| Shri Rameshwarlal Kabra    | Chairman   |
| Shri Tribhuvanprasad Kabra | Managing Director  |
| Shri Mahendrakumar Kabra   | Joint Managing Director  |
| Shri Satyanarayan Loya     | Director   |
| Smt. Kirtidevi Kabra       | Director   |
| Shri Mukund Chitale        | Independent Director   |
| Shri Sandeep Jhanwar       | Independent Director   |
| Shri R. Kannan             | Independent Director   |
| Shri Prashant Deshpande    | Independent Director   |
| Dr. Ajai Singh             | Independent Additional Director<br>(w.e.f. 6 <sup>th</sup> February, 2016) |

### REGISTERED OFFICE

Ram Ratna House,  
Oasis Complex, P.B. Marg, Worli, Mumbai - 400 013  
Website: [www.ramratna.com](http://www.ramratna.com)  
CIN : L31300MH1992PLC067802

### CORPORATE OFFICE

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

### WORKS

#### 1) Salasar Copper

Survey No. 142/2,  
Madhuban Dam Road,  
Village : Rakholi, Silvassa - 396 240  
U.T. of Dadra & Nagar Haveli

#### 2) Salasar Copper (Unit -2)

Survey No. 212/2,  
Near Dadra Check Post,  
Village : Dadra, Silvassa - 396 193  
U.T. of Dadra & Nagar Haveli

### AUDITORS

#### V.C. Darak & Associates

Chartered Accountants

### CONSULTANT

#### Khanna & Co.

Practicing Company Secretaries

### COMPANY SECRETARY

#### Shri Ramesh Chamadia

Shri Madan Vaishnawa  
(w.e.f. 1<sup>st</sup> July, 2016)

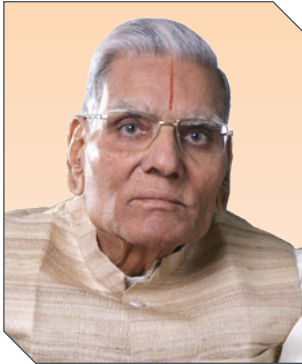
### BANKERS

State Bank of India  
Corporation Bank  
Allahabad Bank  
Standard Chartered Bank  
Kotak Mahindra Bank Limited  
Yes Bank  
RBL Bank Limited

### REGISTRAR AND SHARE TRANSFER AGENT (w.e.f. 1<sup>st</sup> July, 2016)

Bigshare Services Private Limited,  
E-2/3, Ansa Industrial Estate,  
Saki Vihar Road,  
Sakinaka, Andheri (E),  
Mumbai - 400 072.

## BOARD OF DIRECTORS



**Shri Rameshwarlal Kabra**  
Chairman



**Shri Tribhuvanprasad Kabra**  
Managing Director



**Shri Mahendrakumar Kabra**  
Joint Managing Director



**Shri Satyanarayan Loya**  
Director



**Smt. Kirtidevi Kabra**  
Director



**Shri Mukund Chitale**  
Independent Director



**Shri Sandeep Jhanwar**  
Independent Director



**Shri R. Kannan**  
Independent Director



**Shri Prashant Deshpande**  
Independent Director



**Dr. Ajai Singh**  
Independent Additional Director



**Shri Hemant Kabra**  
Chief Financial Officer

## FINANCIAL HIGHLIGHTS -- Standalone

(₹ In Lacs)

| Description                       | 2015-16          | 2014-15          | 2013-14          | 2012-13          | 2011-12          | 2010-11          | 2009-10          |
|-----------------------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|
| <b>A. Operating Results:</b>      |                  |                  |                  |                  |                  |                  |                  |
| Gross Sales and related income    | 80,124.86        | 82,704.27        | 77,579.77        | 76,280.07        | 61,305.92        | 54,601.96        | 43,871.44        |
| Net Sales and related income      | 71,904.81        | 74,091.18        | 69,859.49        | 68,550.34        | 56,031.24        | 49,901.91        | 40,536.25        |
| Other Income                      | 170.24           | 230.53           | 112.48           | 101.09           | 106.39           | 39.44            | 31.54            |
| <b>Net Profit before Taxation</b> | <b>1,447.32</b>  | <b>1,508.38</b>  | <b>1,080.40</b>  | <b>1,263.79</b>  | <b>710.56</b>    | <b>1,448.75</b>  | <b>1,788.39</b>  |
| Provision for Taxation            | 512.59           | 526.18           | 387.47           | 394.42           | 201.93           | 501.61           | 617.70           |
| <b>Net Profit after Taxation</b>  | <b>934.73</b>    | <b>982.20</b>    | <b>692.93</b>    | <b>869.37</b>    | <b>508.63</b>    | <b>947.14</b>    | <b>1,170.69</b>  |
| <b>B. Financial Position:</b>     |                  |                  |                  |                  |                  |                  |                  |
| Fixed Assets (Net)                | 5,203.73         | 4,590.28         | 4,599.22         | 4,649.64         | 4,711.49         | 4,584.13         | 3,053.16         |
| Non- Current Assets               | 643.57           | 729.90           | 655.86           | 462.23           | 384.60           | 1,502.47         | 1,536.14         |
| Current Assets                    | 14,830.97        | 15,376.86        | 15,155.85        | 16,136.54        | 12,518.65        | 9,665.74         | 8,736.77         |
| Investments                       | 284.29           | 284.42           | 251.91           | 206.19           | 146.75           | 43.88            | 40.00            |
| <b>TOTAL ASSETS</b>               | <b>20,962.56</b> | <b>20,981.46</b> | <b>20,662.84</b> | <b>21,454.60</b> | <b>17,761.49</b> | <b>15,796.22</b> | <b>13,366.07</b> |
| Share Capital                     | 1,100.00         | 1,100.00         | 1,100.00         | 1,100.00         | 1,100.00         | 1,100.00         | 1,100.00         |
| Reserves and Surplus              | 6,278.69         | 5,542.55         | 4,848.52         | 4,348.63         | 3,671.03         | 3,354.17         | 2,663.57         |
| <b>SHAREHOLDERS' FUND</b>         | <b>7,378.69</b>  | <b>6,642.55</b>  | <b>5,948.52</b>  | <b>5,448.63</b>  | <b>4,771.03</b>  | <b>4,454.17</b>  | <b>3,763.57</b>  |
| Non-Current Liabilities           | 1,224.04         | 1,338.40         | 1,239.27         | 1,249.70         | 1,327.70         | 1,524.10         | 6,848.89         |
| Current Liabilities               | 12,057.74        | 12,658.63        | 13,079.33        | 14,351.01        | 11,235.27        | 9,435.75         | 2,424.39         |
| Deferred Tax                      | 302.09           | 341.88           | 395.72           | 405.26           | 427.49           | 382.20           | 329.22           |
| <b>TOTAL CAPITAL EMPLOYED</b>     | <b>20,962.56</b> | <b>20,981.46</b> | <b>20,662.84</b> | <b>21,454.60</b> | <b>17,761.49</b> | <b>15,796.22</b> | <b>13,366.07</b> |
| <b>C. Equity Share Data:</b>      |                  |                  |                  |                  |                  |                  |                  |
| Earning per share (₹)             | 4.25             | 4.46             | 3.15             | 3.95             | 2.31             | 4.31             | 10.64            |
| Book value (₹)                    | 33.54            | 30.19            | 27.04            | 24.77            | 21.69            | 20.25            | 36.55            |
| Final/Interim Dividend (%)        | 15.00            | 20.00            | 15.00            | 15.00            | 15.00            | 20.00            | 20.00            |
| Number of Shares (in Lacs)        | 220.00           | 220.00           | 220.00           | 220.00           | 220.00           | 220.00           | 110.00           |



## Managing Director's Message



Dear Shareholders,

The journey of Ram Ratna Wires Limited from the days of Shramik Winding Wires has been an eventful one. We have been able to successfully negotiate the roller coaster ride electrical industry has had over these years. Today, we can proudly say that `RR Shramik' is a symbol of Trust, a symbol of quality, enjoying the unflinching loyalty of our customers. "Shramik" is a name which is firmly established and which carries a rich legacy from its inception in early 1970s, by founder promoter Shri Rameshwarlal Kabra.

The overall performance of the Industry has been far from satisfactory in the past two years. The demand has been sluggish with the Electrical Equipment Manufacturing Sector not having adequate business from Power and infrastructure projects. The world seems to be now recovering from the turmoil of past two years. Amongst the developing economies, India has emerged as among the most promising prospects for the future. The icing on the cake has been the recent Union Budget which is hugely focused on infrastructure development nationwide. Naturally, we look forward to being a significant contributor in our segment.

We believe in pioneering technology and present the latest trends and product lines to our customers. The research effort is definitive and a continual process. Both the facilities of Ram Ratna Wires Ltd are dust free plants - a key to producing consistently top quality. Our Manufacturing facilities are equipped with the latest state of art machinery, a fully equipped world class QC. Our products meet and are certified by highest of the quality standards.

Though all our products are majorly used by Original Equipment Manufacturers, we have created sufficient presence in the Dealer markets nation-wide, to cater not only to the original equipment manufacturers but also to the replacement market, which erstwhile has been dominated by the un-organized segment.

As rightly said - **“Growth is never by mere chance; it is the result of multiple forces working together”**. With professional team and ambitious growth plans, the company is well placed to address risks and capitalize on growth opportunities, coming our way. The company has a significant depth of talent to execute its growth strategy and enhance its strength, as opportunities rise on the horizon of Indian and international industry.

Ram Ratna Wires Limited is now a brand of international repute, a symbol of quality and trust. The transformation from Ram Ratna Group to R R GLOBAL – Ram Ratna Group, depicts freshness, youthfulness & a global outlook. The recent change in RR Shramik logo makes it so vibrant and appealing.

Company reaffirms its commitment to doing business in a responsible manner, fulfilling its social responsibilities, under CSR, with all sincerity. We provided Computers to Balwatika Girls Hostel at Dadra (DNH), sponsored the women’s chess tournament at Kolkata and made a contribution to Durgavati Chatravas for girls at Silvassa (DNH), through Vanvasi Kalyan Ashram.

I offer my sincere gratitude to our customers and employees for their unwavering commitment to the company. Finally a note of appreciation for my colleagues on Board for their support to the management team in its endeavors.

With Best Wishes,

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



## NOTICE

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of the Company will be held at Sunville, 9, Dr. Annie Besant Road, Worli, Mumbai- 400 018 on Saturday, 24<sup>th</sup> September, 2016 at 11.30 a.m. to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2016, 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 confirm the interim dividend declared and in this regard, pass the following resolution as an Ordinary Resolution:  
“**RESOLVED THAT** interim dividend at the rate of ₹ 0.75 (Seventy Five Paise) per equity share of ₹ 5/- (Five rupees) each declared by the Board of Directors of the Company at its meeting held on March 15, 2016, be and is hereby confirmed as final dividend for the financial year ended March 31, 2016.”
3. To appoint a Director in place of **Shri Rameshwarlal Kabra (DIN 00150875)**, who retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment
4. To appoint a Director in place of **Shri Mahendrakumar Kabra (DIN 00473310)**, who retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.
5. To ratify the appointment of Auditors of the Company and 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** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of M/s. V.C. Darak & Associates, Chartered Accountants (Firm Registration No. 119336W) retiring Auditors of the Company, (who were appointed to hold office from the conclusion of the 22<sup>nd</sup> Annual General Meeting until the conclusion of the 25<sup>th</sup> Annual General Meeting of the Company, to audit the annual accounts for three consecutive financial years beginning on 1<sup>st</sup> April, 2014 and ending on 31<sup>st</sup> March, 2017), to hold office till the conclusion of the 25<sup>th</sup> Annual General Meeting be ratified on such remuneration as shall be fixed by the Board of Directors in consultation with the said Auditors.”

### 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** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules and regulations, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Ajai Singh (DIN- 00281743), who was appointed as an Independent Additional Director of the Company on 6<sup>th</sup> February, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 along with the necessary deposit from a member proposing his candidature for the office of the Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five (5) consecutive years up to 5<sup>th</sup> February, 2021, who shall not be liable to retire 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** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Poddar & Co., Cost Accountants (Firm Registration No. 29474 ) appointed as the Cost Auditors of the Company for conducting audit of the cost records for the financial year ending 31<sup>st</sup> March, 2017, on a remuneration not exceeding ₹ 4,00,000 (Rupees Four Lacs only) excluding service tax and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the audit.  
**RESOLVED FURTHER THAT** the Managing Director and/or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

For and on behalf of the Board

Place: Mumbai

Date: 15<sup>th</sup> June, 2016

### REGISTERED OFFICE:

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

**Ramesh Chamadia**  
Company Secretary

## NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 6 and 7 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 3, 4 and 6 of the Notice, are also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the Annual General Meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital carrying voting rights may appoint single person as a proxy and such person shall not act as proxy for any other member.  
  
Members may refer proxy related provisions given in para 6 of the SS 2 - secretarial standard on general meeting issued by the ICSI and approved by the central government.
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 relevant information and answer them in the Meeting.
4. Authorized representatives of corporate members intending to attend the Meeting must be authorized by proper Board resolution. A copy of the Board resolution must be sent to the Company before the Meeting.
5. Pursuant to Section 124 of Companies Act, 2013 and Section 205A 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 2007-08 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 2008-09. Please note that the unclaimed portion of the dividend declared by the Company for the financial year 2008-2009 will be transferred to IEPF in the month of October, 2016.
6. 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 Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (E), Mumbai - 400 072 in respect of their physical share folios.
7. Members are requested to bring duly filled admission / attendance slip and their copy of Annual Report to the Meeting. Members who hold shares in electronic form are requested to bring their Client ID and DP ID details for identification.
8. 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 Fourth Annual General Meeting.
9. 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.
10. The Register of Members and Share Transfer Books of the Company will be closed from Sunday, 18<sup>th</sup> September, 2016 to Saturday, 24<sup>th</sup> September, 2016.
11. 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.
12. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules issued there under. Nomination forms can be downloaded from the Company's website [www.ramratna.com](http://www.ramratna.com) Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled to Bigshare Services Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
13. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.