



RAM RATNA WIRES LTD.

27th Annual Report 2018-19





27th ANNUAL GENERAL MEETING

Day & Date : Wednesday, 11th September, 2019

Venue : Hotel 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 AS ON 31st MARCH, 2019

Shri Rameshwarlal Kabra	Chairman (Retired w.e.f. 31 st March, 2019)
Shri Tribhuvanprasad Kabra	Managing Director (Appointed as Chairman w.e.f. 1 st June, 2019)
Shri Mahendrakumar Kabra	Joint Managing Director (Appointed as Managing Director w.e.f. 30 th May, 2019)
Shri Satyanarayan Loya	Director (Retired w.e.f. 31 st March, 2019)
Smt. Kirtidevi Kabra	Director
Shri Sandeep Jhanwar	Independent Director
Shri R. Kannan	Independent Director
Shri Prashant Deshpande	Independent Director
Dr. Ajai Singh	Independent Director
Shri Hemant Kabra	Executive Director and CFO
Shri H. S. Upendra Kamath	Independent Director
Shri Ramesh Chandak	Additional Independent Director (Appointed w.e.f. 12 th November, 2018)

OFFICE & MANUFACTURING UNITS

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

Website (W) : www.rrshramik.com • CIN : L31300MH1992PLC067802

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

WORKS (Unit -1) : Survey No. 142/2, Madhuban Dam Road, Rakholi, Silvassa - 396 240, U.T. of D. & N.H.

WORKS (Unit -2) : Survey No. 212/2, Near Dadra Check Post, Dadra, Silvassa - 396 193, U.T. of D. & N.H.

WORKS (Unit -3) : Survey No. 16/1, Sayli Road, Village Karad, Rakholi, Silvassa - 396 240, U.T. of D. & N.H.

REGISTRAR AND SHARE TRANSFER AGENT

Bigshare Services Private Limited, 1st Floor Bharat Tin Works Building, Makwana Road, Marol , Andheri (E), Mumbai - 400 069.

T : 91-22-62638200/62638212 • F : 91-22-62638299 • W : www.bigshareonline.com

COMPANY SECRETARY

Shri Saurabh Gupta (Appointed w.e.f. 12th November, 2018)

STATUTORY AUDITORS

Bhagwagar Dalal & Doshi Chartered Accountants, Mumbai

COST AUDITORS

Poddar and Company Cost Accountants, Thane

SECRETARIAL AUDITOR

Khanna & Co. Practicing Company Secretaries, Navi Mumbai

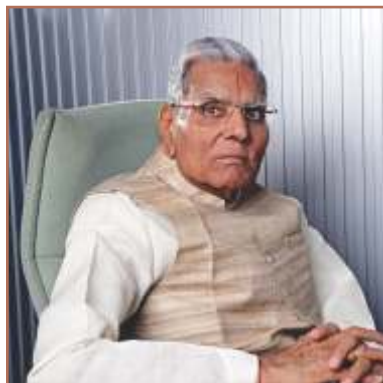
INTERNAL AUDITORS

DMKH & Co. Chartered Accountants, Mumbai

BANKERS

- State Bank of India
- Standard Chartered Bank
- AXIS Bank Limited
- HDFC Bank Limited
- Kotak Mahindra Bank Limited
- Yes Bank Limited
- IDFC Bank Limited

BOARD OF DIRECTORS AS ON 31ST MARCH, 2019



SHRI RAMESHWARLAL KABRA

CHAIRMAN
RETIRED W.E.F. 31ST MARCH, 2019



SHRI TRIBHUVANPRASAD KABRA

MANAGING DIRECTOR



SHRI MAHENDRAKUMAR KABRA

JOINT MANAGING DIRECTOR



SHRI SATYANARAYAN LOYA

DIRECTOR
RETIRED W.E.F. 31ST MARCH, 2019



SMT KIRTIDEVI KABRA

DIRECTOR



SHRI SANDEEP JHANWAR

INDEPENDENT DIRECTOR

BOARD OF DIRECTORS AS ON 31ST MARCH, 2019



SHRI R. KANNAN

INDEPENDENT DIRECTOR



SHRI PRASHANT DESHPANDE

INDEPENDENT DIRECTOR



DR. AJAI SINGH

INDEPENDENT DIRECTOR



SHRI HEMANT KABRA

EXECUTIVE DIRECTOR & CFO



SHRI H. S. UPENDRA KAMATH

INDEPENDENT DIRECTOR



SHRI RAMESH CHANDAK

ADDITIONAL INDEPENDENT DIRECTOR
APPOINTED W.E.F. 12TH NOVEMBER,
2018

FINANCIAL HIGHLIGHTS - STANDALONE

(₹ in Lakhs)

Description	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12
A. Operating Results:								
Net Revenue from Operations	125,013.64	102,724.95	80,082.95	71,904.81	74,091.18	69,859.49	68,550.34	56,031.24
Other Income	341.45	284.06	164.70	170.24	230.53	112.48	101.09	106.39
Net Profit before Taxation	2,442.61	4,175.61	3,339.40	1,447.32	1,508.38	1,080.40	1,263.79	710.56
Provision for Taxation	845.79	1,524.54	1,150.70	512.59	526.18	387.47	394.42	201.93
Net Profit after Taxation	1,596.82	2,651.07	2,188.70	934.73	982.20	692.93	869.37	508.63
B. Financial Position:								
Fixed Assets (Net)	14,193.30	11,972.89	7,219.21	5,203.73	4,590.28	4,599.22	4,649.64	4,711.49
Non- Current Assets	754.14	1,052.62	964.06	643.57	716.65	655.86	462.23	384.60
Current Assets	32,697.76	25,432.80	21,556.45	14,830.97	15,390.11	15,155.85	16,136.54	12,518.65
Investments	5,721.49	7,552.02	4,097.49	284.29	284.42	251.91	206.19	146.75
TOTAL ASSETS	53,366.69	46,010.33	33,837.21	20,962.56	20,981.46	20,662.84	21,454.60	17,761.49
Share Capital	1,100.00	1,100.00	1,100.00	1,100.00	1,100.00	1,100.00	1,100.00	1,100.00
Reserves and Surplus	17,153.87	15,498.94	11,381.18	6,278.69	5,542.55	4,848.52	4,348.63	3,671.03
SHAREHOLDERS' FUND	18,253.87	16,598.94	12,481.18	7,378.69	6,642.55	5,948.52	5,448.63	4,771.03
Non-Current Liabilities	5,377.70	4,835.73	3,053.34	1,224.04	1,338.40	1,239.27	1,249.70	1,327.70
Current Liabilities	28,119.53	22,629.00	17,125.19	12,057.74	12,658.63	13,079.33	14,351.01	11,235.27
Deferred Tax	1,615.59	1,946.66	1,177.50	302.09	341.88	395.72	405.26	427.49
TOTAL CAPITAL EMPLOYED	53,366.69	46,010.33	33,837.21	20,962.56	20,981.46	20,662.84	21,454.60	17,761.49
C. Equity Share Data:								
Earning per share (Rs.)	7.26	12.05	9.95	4.25	4.46	3.15	3.95	2.31
Book value (Rs.)	82.97	75.45	56.73	33.54	30.19	27.04	24.77	21.69
Final/Interim Dividend (%)	25.00	25.00	25.00	15.00	20.00	15.00	15.00	15.00
Number of Shares (in Lakhs)	220.00	220.00	220.00	220.00	220.00	220.00	220.00	220.00

The financial results summary for financial years 2016-17 and onwards are prepared in accordance with Ind-AS and Schedule III of the Companies Act, 2013 and the financial results for financial years 2015-16 and prior are prepared as per the Accounting Standards and Indian GAAP.

CHAIRMAN'S LETTER



Dear Shareholders,

I am pleased to present the 27th Annual Report 2018-19 of Ram Ratna Wires Ltd.

Despite a relatively quiet Q3 and Q4 in 2018-19, your company has posted a decent performance for the year 2018-19. Net Revenue from Operations stood at ₹ 1,250 Crores in year 2018-19 as against ₹ 1,027 Crores in year 2017-18 therefore showing growth of 21.71%. Your Company is in continuous efforts and working hard to expand its market share and adding new value added products to contribute to its growth.

With the establishment of new manufacturing facility at Silvassa, equipped with latest technology and machineries, the Company has expanded its manufacturing capacity to cater to the increasing demand of the market. This year we have introduced and added ULTRA FINE wires to our manufacturing armory. We are now producing wires from 0.016mm to 0.030 mm used for special and specific applications like RFIDs, Sensors, Micro relays, Watches and Special motors. These wires are an import substitution which have and will immensely benefit Indian industry which has been hitherto reliant only on imports.

Our relentless focus on building international competitiveness will be supported by appropriate investments to help achieve top positions in our businesses. Looking at the emerging opportunities in a relatively fast growing economy like India, our business holds immense promise for future. With the increase in investment in infrastructure, telecommunications, energy etc the demand for winding wires will also rise and would provide us immense opportunities in future.

With the new government taking office after a resounding mandate, we are confident that their endeavours to create rapid growth will augur well for the economy. Significant reforms such as GST have stabilised well and various social schemes committed to "Sabka Saath Sabka Vikas" point to an optimistic future as a new India promises to take shape.

Ram Ratna Wires Ltd is well poised to benefit from the anticipated acceleration in growth and make a meaningful contribution to the Socio-economic development of the nation.

I would like to thank all the team members for their commitment, loyalty and service to the company. I would also like to thank the Board of Directors for their unstinted support. I would like to express my gratitude to our loyal shareholders and customers for their continued support and reposing their trust in the company for all these years. I continue to count on your support as we move towards better days.

With Warm regards,
Jai Hind
Tribhuvanprasad Kabra
Chairman

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Company will be held at Hotel Sunville, 9, Dr. Annie Besant Road, Worli, Mumbai - 400 018 on Wednesday, 11th September, 2019 at 11:30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Report of the Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Shri Tribhuvanprasad Kabra (DIN 00091375), who retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS

4. To appoint Shri Mahendrakumar Kabra as Managing Director of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee of the Board, Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time the members of the Company hereby accord its approval for the appointment of Shri Mahendrakumar Kabra (holding DIN: 00473310) as Managing Director of the Company for a period of 5 years with effect from 30th May, 2019 to 29th May, 2024 and who shall not be liable to retire by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Shri Mahendrakumar Kabra.

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 V to the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

5. To appoint Shri Ramesh Deokisandas Chandak as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT Shri Ramesh Deokisandas Chandak (DIN: 00026581) who was appointed as an Additional Director of the Company with effect from 12th November, 2018 and who holds office upto the date of the ensuing Annual General Meeting under Section 161 of the Companies Act, 2013 ("the Act") but who is eligible for appointment and in respect of whom the Company received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as the Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Shri Ramesh Deokisandas Chandak who has submitted a declaration that he meets the criteria for Independence, be and is hereby appointed as the Independent Director of the Company with effect from 12th November, 2018, not liable to retire by rotation, for a term of five consecutive years on the Board and shall be eligible for re-appointment for another term of five consecutive years on passing of a special resolution by the Company.

6. To re-appoint Shri Sandeep Jhanwar as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the