



RAM RATNA WIRES LTD.

28th Annual Report 2019-20





28th ANNUAL GENERAL MEETING

Day & Date : Thursday, 24th September, 2020

Time : 11:00 a.m.

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COMPANY INFORMATION

CHAIRMAN EMERITUS

Shri Rameshwarlal Kabra Chairman Emeritus (Appointed w.e.f. 17th September, 2019)

BOARD OF DIRECTORS AS ON 31st MARCH, 2020

Shri Tribhuvanprasad Kabra Chairman (Appointed w.e.f. 1st June, 2019)

Shri Mahendrakumar Kabra Managing Director (Appointed w.e.f. 30th May, 2019)

Shri Hemant Kabra Executive Director and CFO

Smt. Kirtidevi Kabra Director

Shri Sandeep Jhanwar Independent Director

Shri R. Kannan Independent Director

Dr. Ajai Singh Independent Director

Shri H. S. Upendra Kamath Independent Director

Shri Ramesh Chandak Independent Director

OFFICE & MANUFACTURING UNITS

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

Website : 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. & D.D.

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

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

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

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
- The Federal Bank Limited
- IDFC Bank Limited

CHAIRMAN EMERITUS



SHRI RAMESHWARLAL KABRA

CHAIRMAN EMERITUS
APPOINTED W.E.F. 17TH SEPTEMBER, 2019

BOARD OF DIRECTORS AS ON 31ST MARCH, 2020



SHRI TRIBHUVANPRASAD KABRA

CHAIRMAN
APPOINTED W.E.F. 1ST JUNE, 2019



SHRI MAHENDRAKUMAR KABRA

MANAGING DIRECTOR
APPOINTED W.E.F. 30TH MAY, 2019



SHRI HEMANT KABRA

EXECUTIVE DIRECTOR AND CFO



SHRI SANDEEP JHANWAR

INDEPENDENT DIRECTOR



SHRI R. KANNAN

INDEPENDENT DIRECTOR



SMT KIRTIDEVI KABRA

DIRECTOR



SHRI H. S. UPENDRA KAMATH

INDEPENDENT DIRECTOR



DR. AJAI SINGH

INDEPENDENT DIRECTOR



SHRI RAMESH CHANDAK

INDEPENDENT DIRECTOR

CHAIRMAN'S LETTER



Dear Shareholders,

With hope and prayers, that all our esteemed shareholders and their loved ones are safe and healthy, I am pleased to present the 28th Annual Report 2019-20 of Ram Ratna Wires Ltd.

With the roller-coaster ride FY 19-20 was, your company has been able to post reasonable figures. Revenue from Operations stood at ₹ 1255 Crores in year 2019-20 as against ₹ 1,250 Crores in year 2019-20.

Economy witnessed a sluggish demand, right from the beginning of third quarter FY 2019-20. Majority of our business being B2B, we were no different and started feeling the pinch of the slowdown from November 2019. With right plans in place, we started to gear-up our volumes from January 2020. Market again started to become unpredictable from February 2020, with the world looking at a very real and grim possibility of COVID-19 pandemic. The whole FY 2019-20 can be summed-up in the words of Charles Darwin as – "Survival of the fittest".

As the world faces the huge challenges raised by COVID-19, every company is formulating its own strategy to cope up with the fall out COVID brings. In early March 2020, following Charles Darwin's words of wisdom, your company and its business associates set about to plan the road map to survival and recovery during and after the Pandemic and ensure minimum damage.

We believe that the present government has all potential to shape the future of our country's economy, amidst all the chaos and uncertainty caused by this pandemic. With focus shifting to farm sectors, need of the hour – pharmaceutical industry, leveraging the start-ups, consumer goods and so on, government has brought in the dynamic bend to lead the nation to become "ATMANIRBHAR"

With continual, corrective efforts, we started to witness positives from the beginning of May 2020 itself. With firm, determined & focused planning we ensured that not only we pay 100% remuneration to our human resources, but also pay all our vendors on time. Not only this, we paid a few of our vendors before time when they reached out to us with their genuine needs. We were convinced that with our this little effort we would play our part in enhancing circulation of money and help bail-out our vendors in need.

With financial packages given by the government, we foresee that the Indian economy will recover quicker than anticipated. We believe that there will be strengthening of supply and value chains driven by increasing domestic demand and consumption. With more emphasis on Make in India and becoming ATMANIRBHAR, there is every reason to look to a promising future for your company and our country.

I would like to thank all 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
Tribhuvanprasad Kabra
Chairman

FINANCIAL HIGHLIGHTS - STANDALONE

(₹ in Lakhs)

Description	2019-20	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13
A. Operating Results:								
Net Revenue from Operations	125,548.28	125,013.64	102,724.95	80,082.95	71,904.81	74,091.18	69,859.49	68,550.34
Other Income	408.39	341.45	284.06	164.70	170.24	230.53	112.48	101.09
Net Profit before Taxation	1,638.04	2,442.61	4,175.61	3,339.40	1,447.32	1,508.38	1,080.40	1,263.79
Provision for Taxation	211.74	845.79	1,524.54	1,150.70	512.59	526.18	387.47	394.42
Net Profit after Taxation	1,426.30	1,596.82	2,651.07	2,188.70	934.73	982.20	692.93	869.37
B. Financial Position:								
Tangible Fixed Assets & Intangible Assets (Net)	13,993.98	14,193.30	11,972.89	7,219.21	5,203.73	4,590.28	4,599.22	4,649.64
Non- Current Assets	662.63	754.14	1,052.62	964.06	643.57	716.65	655.86	462.23
Current Assets	28,394.54	32,697.76	25,432.80	21,556.45	14,830.97	15,390.11	15,155.85	16,136.54
Investments	3,657.71	5,721.49	7,552.02	4,097.49	284.29	284.42	251.91	206.19
TOTAL ASSETS	46,708.86	53,366.69	46,010.33	33,837.21	20,962.56	20,981.46	20,662.84	21,454.60
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	16,623.23	17,153.87	15,498.94	11,381.18	6,278.69	5,542.55	4,848.52	4,348.63
SHAREHOLDERS' FUND	17,723.23	18,253.87	16,598.94	12,481.18	7,378.69	6,642.55	5,948.52	5,448.63
Non-Current Liabilities	5,084.89	5,377.70	4,835.73	3,053.34	1,224.04	1,338.40	1,239.27	1,249.70
Current Liabilities	23,041.24	28,119.53	22,629.00	17,125.19	12,057.74	12,658.63	13,079.33	14,351.01
Deferred Tax	859.50	1,615.59	1,946.66	1,177.50	302.09	341.88	395.72	405.26
TOTAL CAPITAL EMPLOYED	46,708.86	53,366.69	46,010.33	33,837.21	20,962.56	20,981.46	20,662.84	21,454.60
C. Equity Share Data:								
Earning per share (Rs.)	6.48	7.26	12.05	9.95	4.25	4.46	3.15	3.95
Book value (Rs.)	80.56	82.97	75.45	56.73	33.54	30.19	27.04	24.77
Final/Interim Dividend (%)	10.00	25.00	25.00	25.00	15.00	20.00	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.

NOTICE

Notice is hereby given that the 28th Annual General Meeting (AGM) of the members of the Company will be held on Thursday, 24th September, 2020 at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended 31st March, 2020, 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, 2020, together with the Report of the Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended 31st March, 2020.
3. To appoint a Director in place of Smt. Kirtidevi Kabra (DIN - 00150796), who retires by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment.

SPECIAL BUSINESS

4. To re-appoint Shri Hemant Kabra as Executive Director and Chief Financial Officer of the Company and in this regard, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee of the Board, the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Company hereby approves the re-appointment and terms of remuneration of Shri Hemant Kabra (DIN - 01812586), whose current term of appointment is expiring on 11th December, 2020, as the Executive Director and Chief Financial Officer (ED & CFO) of the Company for a further period of three years with effect from 12th December, 2020 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 Hemant Kabra.

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 consider and ratify the remuneration payable to M/s. Poddar & Co, Cost Accountants, for the financial year ending 31st March, 2021 and in this regard, pass with or without modification(s), the following resolution as an ORDINARY Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the payment of the remuneration of ₹ 4,00,000/- (Rupees Four Lakhs only) with applicable tax plus reimbursement of related business expenses, at actuals, to M/s. Poddar & Co., Cost Accountants (Firm Registration No. 101734), who were appointed by the Board of Directors of the Company, as Cost Auditors, to conduct audit of the cost records maintained by the Company, for the Financial Year ending 31st March, 2021, be and is hereby ratified."

By the Order of the Board

Place: Mumbai

Date: 29th July, 2020

REGISTERED OFFICE:

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

CIN: L31300MH1992PLC067802

E-MAIL: investorrelations@rrglobal.com

Saurabh Gupta

Company Secretary & Compliance Officer

ACS - 53006

NOTES:

1. In view of the ongoing COVID-19 pandemic situation, the Ministry of Corporate Affairs ("MCA") has pursuant to its Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (the "MCA Circulars") permitted companies to conduct annual general meetings through video conferencing (VC) or other audio visual means (OAVM) and dispensed the requirement of physical attendance of the Members at a common venue to hold the general meeting. In view of the aforementioned MCA Circulars and in a view to follow social distancing norms, the Company is holding this year's AGM through VC/OAVM. The venue for the AGM shall be deemed to be the registered office of the Company.
2. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) intending to nominate their authorised representative(s) to attend the AGM through VC/OAVM are requested to send a certified true copy of the Board Resolution / Authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to attend and vote on their behalf at the AGM, by e-mail to Scrutinizer at rrwl.scrutinizer@gmail.com with a copy marked to investorrelations@rrglobal.com and evoting@nsdl.co.in.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 24th September, 2020. Members seeking to inspect such documents can send an email to investorrelations@rrglobal.com.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) (hereinafter referred to as "SEBI Listing Regulation"), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In accordance with the MCA and SEBI Circulars, the Notice calling the AGM along with the Annual Report 2019-20 is being sent through electronic mode to those Members whose email addresses are registered with the Company/Registrar & Transfer Agent (RTA)/Depository participant and the same can also be accessed from the website of the Company at www.rrshramik.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
9. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of item nos. 4 and 5 of the Notice set out above and the details pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed herewith.
10. The Register of Members and Share Transfer Register will remain closed from Saturday, 19th September, 2020 to Thursday, 24th September, 2020 (both days inclusive).
11. The Dividend for the financial year ended 31st March, 2020, as recommended by the Board, if approved at the Annual General Meeting, will be paid subject to tax deduction at source on or from 25th September, 2020 to those Members whose name appears in the Register of Members on 18th September, 2020 in respect of physical shareholders and whose name appear in the list of Beneficial Owner on 18th September, 2020 furnished by NSDL and CDSL in respect of shareholders holding shares in electronic form.