



**RAMSARUP
INDUSTRIES
LIMITED**

Annual Report 2012-13

Forward-Looking Statement

The report contains forward-looking statements that involve risks and uncertainties. When used in this discussion, the word like ‘plans’, ‘expects’, ‘anticipates’, ‘believes’, ‘intends’, ‘estimates’, or other similar expressions as they relate to Company or its business are intended to identify such forward- looking statements. Forward-looking statements are based on certain assumptions and expectations of future events. The Company’s actual result, performance or achievements could differ materially from those expressed or implied in such forward-looking statements. The Company undertakes no obligation or responsibility to publicly amend, update, modify or revise any forward-looking statements, on the basis of any new information, future event, subsequent development or otherwise.

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Corporate Information

Board of Directors

Mr. Aashish Jhunjunhuala - Chairman & Managing Director

Mr. Pradip Kumar Das

Mr. Shambhu Nath Kairi

Company Secretary

Mr. Gajendra Kumar Singh

Company Secretary of the Company has resigned on 06.04.2013. The company is in the process of appointing a Company Secretary.

Auditors

M/s P. K. Lilha & Co.

Chartered Accounts

5, Fancy Lane

Kolkata - 700001

Bankers & Financial Institutions

Punjab National Bank

Indian Overseas Bank

Vijaya Bank

The Karur Vysya Bank Ltd.

Allahabad Bank

UCO Bank

ING Vysya Bank Ltd.

United Bank of India

ICICI Bank Ltd.

IDBI Bank Ltd.

West Bengal Industrial Development Corporation Ltd.

Indian Renewable Energy Development Agency Ltd.

State Bank of India

Canara Bank

Central Bank of India

Oriental Bank of Commerce

Bank of India

The Federal Bank limited

Axis Bank Ltd.

Development Credit Bank

SIDBI

Registered Office

Hastings Chambers, 2nd floor, Room No. 1

7C, Kiran Shankar Roy Road

Kolkata - 700001

Ph: + 91 33 2242 1200

Fax: + 91 33 2242 1888

Email: company@ramsarup.com

Website: www.ramsarup.com

Unit I: Ramsarup Industrial Corporation

Plot no. 6&7, 'D' block,

Kalyani, Nadia

West Bengal

Unit II: Ramsarup Utpadak

68, East Ghosh Para Road

Athpur, Shyamnagar

24 Parganas (North), West Bengal

Unit III: Ramsarup Nirmaan Wires

Mouza - Gopalpur, Durgapur

District - Burdwan, West Bengal

Unit IV: Ramsarup Lohh Udyog

Saha Chowk, Rakha Jungle

Kharagpur, Paschim Midnapore

West Bengal

Unit V: Ramsarup Vidyut

Village Khori

Taluka Sakri

Distric - Dhule, Maharashtra

Unit VI: Ramsarup Infrastructure

West Bengal and Rajasthan

Registrar & Share Transfer Agent

Link Intime India Pvt. Ltd.

59C, Chowringhee Road, 3rd floor

Kolkata - 700020

Ph: 91 33 2289 0540

Tele Fax: 91 33 2289 0539

Email: Kolkata@linkintime.co.in

Notice

TO THE MEMBERS

Notice is hereby given that the 34th Annual General Meeting of Ramsarup Industries Limited will be held on Thursday, the 31st October, 2013, at Gyan Manch, 11, Pretoria Street, Kolkata - 700 071 at 10 A.M. to transact the following businesses:

ORDINARY BUSINESS(ES) :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Profit and Loss Account for the year ended on that date along with the reports of Director and Auditors thereon.
2. To re-appoint the Statutory Auditor of the Company for the financial year 2013-14 and to fix their remuneration for the said year.

SPECIAL BUSINESS(ES) :

3. To Consider and if thought fit, pass the resolution as Ordinary Resolution, with or without modification:
"RESOLVED THAT Mr. Pradip Kumar Das who was appointed as an Additional Director of the Company pursuant to the Section 260 of the Companies Act, 1956 (corresponding to Section 161 of the Companies Act, 2013) be and is hereby appointed as a Director of the Company, liable to retire by rotation."
4. To Consider and if thought fit, pass the resolution as Ordinary Resolution, with or without modification:
"RESOLVED THAT Mr. Shambhu Nath Kairi who was appointed as an Additional Director of the Company pursuant to the Section 260 of the Companies Act, 1956 (corresponding to Section 161 of the Companies Act, 2013) be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Registered Office :
 "Hastings Chambers"
 7C, Kiran Shankar Roy Road
 2nd Floor, Room No.1
 Kolkata - 700 001
 Date : 26th September, 2013

By order of the Board
 For **RAMSARUP INDUSTRIES LIMITED**

Sd/-

Managing Director

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 AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.
2. Information required under the provisions of Clause 49 of the Listing Agreement, is given in the Corporate Governance Report annexed to the Director's Report.
3. The Statement setting out the material facts of Items under Section 102 of the Companies Act, 2013 (Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956) relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members/Proxies should bring duly filled Attendance Slips sent herewith for attending the meeting.
5. Register of Members and share transfer books of the Company will remain closed from 24th October, 2013 to 31st October, 2013 both days inclusive.
6. Shareholders of the Company are informed that pursuant to the provisions of Section 205C of the Companies Act, 1956, the amount of dividend which remains unclaimed / unpaid for a period of seven years would be transferred to the Investors Education & Protection Fund constituted by the Central Government and the Shareholders would not be able to claim any amount of the dividend so transferred to the fund.

As such, Shareholders who have not encashed their dividend warrants are requested in their own interest to write to the company immediately, claiming dividends declared by the company during the years 2005-2006, 2006-2007 and 2007-2008 and still remaining outstanding.

7. In case of any change of particulars including address, bank mandate & nomination for shares held in demat form, should be notified only to the respective Depository Participants where the member has opened its demat account on any direct requests from these Members for change of such details. However, for any change in particulars for shares held in physical form should be sent to the share transfer agent of the company.
8. Members holding shares in demat form may please note that the Bank account details given by them to their Depository Participants (DPs) and passed on to the Company by such DPs would be printed on the dividend warrants of the concerned members. However, if any member wants to receive dividend in any other bank account, he/she should change/correct the bank account details with the concerned DPs. The company would not entertain any such requests from the shareholders directly for deletion/change in the Bank.
9. Corporate Members are requested to send a duly certified copy of the Board resolution/Power of Attorney authorising their representative to attend and vote at the Annual General Meeting.
10. Members desirous of obtaining any information about the accounts and operations of the company are requested to address their questions in writing, at least 7 (Seven) days in advance of the meeting, at the Registered office of the Company to keep the information available at the meeting.
11. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company's Registrar and Transfer Agent, Messrs Link Intime Private Limited details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Member/s after making requisite changes thereon.
12. Non-resident Indian shareholders are requested to inform the Company immediately:-
 - (i) Change in residential status on return to India for permanent settlement.
 - (ii) Particulars of bank account maintained in India with complete name, branch, branch code, account type, account number and address of bank, if not furnished earlier.
 - (iii) Copy of Reserve Bank of India permission.
13. Documents accompanying the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of meeting and will also be available for inspection at the meeting.
14. Individual shareholders can now take the facility of making nomination of their holding. The nominee shall be the person in whom all rights of transfer and/or amount payable in respect of shares shall vest in the event of the death of the shareholder and the joint-holder(s), if any. A minor can be a nominee provided the name of the guardian is given in the nomination form. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of Power of Attorney cannot nominate. For further details in this regard shareholders may contact M/s Link Intime India Pvt. Ltd.
15. In all correspondence with the Company or with its Share Transfer Agents, Members are requested to quote their folio number and in case their shares are held in dematerialized form, they must quote their Client ID Number and their DP-ID Number.
16. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
17. MEMBERS MAY NOTE THAT NO GIFT/GIFT COUPONS SHALL BE DISTRIBUTED AT THE VENUE OF THE MEETING.
18. On September 13, 2013 the Company had received the letter from the Registrar of Companies, West Bengal declining the application of the Company for seeking extension to hold the Annual General Meeting of the Company. Hence, the company is able to hold the Annual General Meeting only with delay.

19. The Ministry of Corporate Affairs, Government of India, vide their Notification No. S.O.2754(E) dated 12th day September, 2013 has notified that certain provisions (of 98 Sections) of the Companies Act, 2013 shall come into force with effect from 12th September, 2013. The Rules, Forms under the Companies Act, 2013 has not been finalized yet and are in draft process. Hence forth reference has been given to the Companies Act, 1956 and to some of the provisions under sections under the new Companies Act, 2013.
20. Disclosure pursuant to Clause 49(IV) (G) of the Listing Agreement with the Stock Exchange in respect to the Director seeking appointment and re-appointment at the forthcoming AGM is given herein below :

1. NAME :	Shri Pradip Kumar Das
DATE OF BIRTH :	13th April, 1962
DATE OF APPOINTMENT :	6th April, 2013
AREA OF SPECIALISATION :	General Administration
NO. OF OTHER COMPANY'S DIRECTORSHIP :	6 (Six)
NAME OF THE COMPANIES :	1. Naresh Engineers Limited
	2. N.R. Merchantiles Pvt. Ltd
	3. Ramsarup Investments Pvt. Ltd.
	4. Ramsarup Projects Pvt. Ltd.
	5. Ramsarup Vyapaar Ltd.
	6. Vanguard Credit & Holding Pvt. Ltd.
NO. OF COMMITTEE MEMBERSHIP IN OTHER COMPANIES :	NIL
2. NAME :	Shri Shambhunath Kairi
DATE OF BIRTH :	1st January, 1975
DATE OF APPOINTMENT :	6th April, 2013
AREA OF SPECIALISATION :	General Administration
NO. OF OTHER COMPANY'S DIRECTORSHIP :	3 (Three)
NAME OF THE COMPANIES :	1. Imtihan Commercial Pvt. Ltd.
	2. Madhumalti Merchandise Pvt. Ltd.
	3. Naresh Engineers Limited
NO. OF COMMITTEE MEMBERSHIP IN OTHER COMPANIES :	NIL

Registered Office :
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 2nd Floor, Room No.1
 Kolkata - 700 001
 Date : 26th September, 2013

By order of the Board
 For **RAMSARUP INDUSTRIES LIMITED**

Sd/-

Managing Director

STATEMENT SETTING OUT MATERIAL FACTS OF ITEMS OF SPECIAL BUSINESS UNDER SECTION 102 OF COMPANIES ACT, 2013 (i.e. EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.)

Item No. 3

Mr. Pradip Kumar Das was appointed as an Additional Director of the Company on 06.04.2013. Pursuant to Section 260 of the Companies Act, 1956 (corresponding to Section 161 of the Companies Act, 2013) Mr. Pradip Kumar Das holds the office of Director upto the date of the this Annual General Meeting. Notice in writing along with specified deposit has been received from a member as required under section 257 of Companies Act, 1956 signifying his intention to propose the candidature of Mr. Pradip Kumar Das to the office of Directors.

Your Directors consider it to be in the interest of the Company to appoint him as a Director, retiring by rotation as per the provisions of the Companies Act, 1956 and applicable provisions under Companies Act, 2013. This may be treated in compliance with Section 102(1)(b) of the Companies Act, 2013.

In terms of provisions of Section 102(1)(a)(i) of Companies Act, 2013 none of the directors and/or managers except Mr. Pradip Kumar Das (the Appointee) are interested in the resolution. Further in terms of provisions of Section 102(1)(a)(ii) & (iii) of Companies Act, 2013, none of the Key Managerial Personnel(s) or relatives of Directors, Manager or Key Managerial Personnel(s) of the Company are concerned or interested in the resolution. None of companies in which Promoters, Directors, Manager or Key Managerial Personnel(s) hold any shares, will be directly or indirectly affected by the proposed appointment.

In terms of provisions Section 102(3) of the Companies Act, 2013, the documents regarding the appointment of Mr. Pradip Kumar Das are available for inspection to the members at the registered office of the Company at any time between 11:00 AM to 1:00 PM on all working days (Monday to Friday) till date of the meeting.

Your Board recommends the Ordinary Resolution for your approval.

Item No. 4

Mr. Shambhu Nath Kairi was appointed as an Additional Director of the Company on 06.04.2013. Pursuant to Section 260 of the Companies Act, 1956 (corresponding to section 161 of the Companies Act, 2013) Mr. Shambhu Nath Kairi holds the office of Director upto the date of the this Annual General Meeting. Notice in writing along with specified deposit has been received from a member as required under section 257 of Companies Act, 1956 signifying his intention to propose the candidature of Mr. Shambhu Nath Kairi to the office of Directors.

Your Directors consider it to be in the interest of the Company to appoint him as a Director, retiring by rotation as per the provisions of the Companies Act, 1956 and applicable provisions under Companies Act, 2013. This may be treated in compliance with Section 102(1)(b) of the Companies Act, 2013.

In terms of provisions of Section 102(1)(a)(i) of Companies Act, 2013, none of the directors and/or managers except Mr. Shambhu Nath Kairi (the Appointee) are interested in the resolution. Further in terms of provisions of Section 102(1)(a)(ii) & (iii) of Companies Act, 2013, none of the Key Managerial Personnel(s) or relatives of Directors, Manager or Key Managerial Personnel(s) are concerned or interested in the resolution. None of companies in which Promoters, Directors, Manager or Key Managerial Personnel(s) hold any shares, will be directly or indirectly affected by the proposed appointment.

In terms of provisions Section 102(3) of Companies Act, 2013 the documents regarding the appointment of Mr. Shambhu Nath Kairi are available for inspection to the members at the registered office of the Company at any time between 11:00 AM to 1:00 PM on all working days (Monday to Friday) till date of the meeting.

Your Board recommends the Ordinary Resolution for your approval.

Directors' Report

Dear Members,

We are presenting the 34th Annual Report together with the Audited Statement of Accounts of the Company for the financial year ended 31st March 2013.

PERFORMANCE OF THE COMPANY

The Highlights of the Performance of the Company during the Financial Year ended 31st March 2013 are appended below :

(Rs. in Cr.)

Particulars	2012-13	2011-12
Total Revenue	32.51	458.89
Profit/(Loss) before Interest , Depreciation & Tax	(16.70)	(23.56)
Add : Interest	381.40	326.06
: Depreciation	32.38	32.53
Profit / (Loss)Before Tax	(430.47)	(382.19)
Provision for Tax	-	-
Profit (Loss) after Tax carried to Balance Sheet	(430.47)	(382.19)

BUSINESS OPERATIONS & FUTURE OUTLOOK

Highlights of performance during the financial year 2012-13 are :

- Total Revenue from Operation of the Company is Rs. 32.39 crores as against Rs. 458.51 crores in the previous year.
- Operating Profit / (Loss) is Rs (16.70) crores as against Rs (23.56) crores in the previous year.
- Profit / (Loss) before taxation is Rs (430.47)crores as against Rs (382.19) crores in the previous year.
- Profit / (Loss) after Tax is Rs (430.47) crores as against of Rs (382.19) crores in the previous year.

The company has incurred substantial losses due to debiting of interest for the year on funds borrowed for execution of several capital projects and day to day administrative expenses.

Further as suspension of manufacturing activities has taken place in all the manufacturing units, there are indications which suggest impairment in the value of plant and machineries and other fixed assets of the company , for which the management is in process of getting the study carried out .

During the year ended 31.03.2012 the net worth of the company had eroded and the company had become Sick Industrial Company as per the provisions of Sick Industrial Companies (Special Provision) Act 1985 (SICA) and the Company was required to make reference with the Board for Industrial and Financial Reconstruction (BIFR). Necessary compliances had been made in accordance with the provision of SICA and reference of the company registered with Hon'ble BIFR as Case No. 67/2012 was intimated vide letter No. 3(R-4)/BC/2012 dated 21st November 2012 by the Ld. Registrar of the Board for Industrial & Financial Reconstruction.

DIVIDEND

In view of losses incurred during the year under review, your Directors do not recommend any dividend for the financial year 2012-2013.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

The Dividend declared by the Company which remain unpaid / unclaimed for a period of Seven (7) years are required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 205C of the Companies Act, 1956.

The Members are requested to claim their unpaid/unclaimed Dividend(s), if any, declared and paid for the financial years 2005-2006, 2006-2007 and 2007-2008.

CORPORATE SOCIAL RESPONSIBILITY

Social welfare and community development is at the core of your Company's CSR philosophy. It embraces responsibility for impact of its operation and action on all its stakeholders including society and community at large. Your Company endeavours to make a positive contribution towards social cause by supporting socio-economic and educational initiatives and is committed to address societal needs.

FIXED DEPOSIT

Your Company has not accepted or renewed any fixed deposits under section 58A of the Companies Act, 1956.

MANAGEMENT DISCUSSION AND ANALYSIS

Future of Indian steel industry looks encouraging due to reasonable GDP growth of India inspite of slow down in the world economy.

Major issues that have been affecting adversely the steel industry have been availability of Iron Ore & Coal. Recently, Supreme Court has directed a road map under which mines in Karnataka will commence operation in different phases. This will improve availability of iron ore.

International prices of both Coking coal and Steam coal has come down substantially which will help the bottom line of the steel industry.

The company is not expecting good performance during the year 2013-14. Once the revival and rehabilitation / settlement package of the company is submitted and approved by the appropriate authority/institutions the Company has the knowledge, ability to get back to its glorious past in time to come.

A. Internal Control Systems

We have always believed in transparency, which is an important factor in the success and growth of any organisation. Currently all the manufacturing units of the company are closed but in the past the Company had an adequate system of internal control supported by an extensive programme of internal control and systems to ensure that financial and other records are reliable for preparing financial statements. This department assumed great significance given the size, scope and rapid rate of growth of the company. The team was headed by a Chartered Accountant along with senior officers to ensure that transactions are authorised, recorded and reported appropriately.

B. Human Resources

During the year under review the employee / industrial relation continued to suffer a setback due to suspension of work at its manufacturing units.

CAUTIONARY STATEMENT

The Management Discussions and Analysis describe Company's projections, expectation or predictions and are forward looking statements within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include economic conditions affecting demand and supply and price conditions in domestic and international market, changes in Government regulations, tax regimes, economic developments and other related and incidental factors.

INVESTOR SERVICES

The Company and its Registrars M/s Link Intime India Pvt. Ltd. who is looking after the physical as well as Demat work and also shareholders correspondence, endeavored their best to service the Investors satisfactorily.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTIONS, FOREIGN EXCHANGE EARNING AND OUTGO

The information required under the section 217(1) (e) of the Companies act, 1956, read with the companies (Disclosure of particulars in the report of the board of directors) Rules, 1988, is appended below:

A. CONSERVATION OF ENERGY :

- (a) All plants are shut down but in the past following energy conservation measures were taken:
- i) Periodic checking and supervision of the Electrical Distribution Network and corrective and proactive measures helped to maximize energy usage, ensuring as effective and efficient system of energy distribution.
 - ii) Reuse of waste oil in furnaces.
 - iii) Regular monitoring of leakages of compressed air and fuel oil to save fuel.
 - iv) Controlling of idle running of equipment during stoppages to save energy.
 - v) Applying right voltage to the systems through transformers with automatic voltage regulator.
 - vi) Reduction in steam, lower power consumption during peak hour rate..
 - vii) The company's technical cell continued to implement and find ways to conserve energy, avoiding any unnecessary operation and wasteful practice.
 - viii) Shutting down all electrical equipments and other appliances, when not in use, to avoid wastage of energy.
 - ix) Installing soft starter's at all electrical control panels, to reduce power consumption.

B. TECHNOLOGY ABSORPTION:

All plants are shut down but in the past following technology absorption measures were taken :

- Research & Development - There had been ongoing efforts to improve productivity levels and quality standards but no specific research and development was required.
- Technology absorption, Adaptation & Innovation - Indigenous development of technology had taken place continuously.
- Particulars of technologies imported during last 5 years - Not applicable.

C. FOREIGN EXCHANGE EARNINGS & OUTGO:

The relevant information has been provided in the notes to financial statements of the company.

DIRECTORS

Mr. Pradip Kumar Das and Mr. Shambhu Nath Kairi were appointed as Additional Directors on 6th April, 2013 and will be appointed by the Shareholders in the Annual General Meeting as Directors retire by rotation.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the act, as amended by the companies (amendment) Act, 2000, the director confirms that:

1. In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation related to the material departures.
2. Appropriate Accounting Policies have been selected and applied consistently and have made adjustments 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 on 31st March 2013 and loss of the Company for the year ended on that date.