

**RAJRATAN**

OUTPERFORM

INDIA | THAILAND

www.rajratan.co.in



**RGWL/17-18/**

**28<sup>th</sup> August, 2017**

**To,  
Bombay Stock Exchange  
Phiroze J.J. Tower  
Dalal Street, Fort  
Mumbai – 400 001**

**Sub: Submission of Annual Report and Annual Accounts of the company for the Financial Year 2016-17**

**Scrip Code: 517522**

Dear Sir

At the 29<sup>th</sup> Annual General Meeting held on 11<sup>th</sup> August, 2017, the members of the Company approved Annual Report and Annual Accounts of the Company for the Financial Year 2016-17.

We are enclosing herewith the said report in compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

This is for your information and records.

**Thanking You  
Yours Faithfully  
For RAJRATAN GLOBAL WIRE LTD.**

**SHUBHAM JAIN  
COMPANY SECRETARY & COMPLIANCE OFFICER**



**RAJRATAN GLOBAL WIRE LIMITED**

Regd. Office: Rajratan House, 11/2, Meera Path, Dhenu Market, Indore-452003, Madhya Pradesh, India. Tel.: +91-731-2546401 Fax: +91-731-2542534  
Factory: 200-B, Sector-1, Pithampur-454775, Dist. Dhar, Madhya Pradesh, India. Tel.: +91-7292-253429, 253375 Fax: +91-7292-253357

CIN No. L27106MP1988PLC004778



ANNUAL REPORT 2016-2017



**RAJRATAN**  
*OUTPERFORM*

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CONSOLIDATED FINANCIAL HIGHLIGHTS							
₹ in Crores							
S.N.	Year	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12
1	Sales	310.20	304.82	296.52	306.72	274.67	268.00
2	Gross Profit (Before Depreciation and Tax)	32.56	28.03	11.64	8.80	7.91	12.33
3	Depreciation	7.48	6.77	6.75	7.52	7.01	6.23
4	Profit Before Taxation	25.08	21.26	4.89	1.28	0.89	6.09
5	Current Taxation	3.91	5.03	3.12	3.64	3.29	2.53
6	Deferred Taxation	(0.09)	(0.05)	0.05	(0.33)	(0.19)	0.27
7	Profit After Taxation	21.09	16.28	1.71	(2.04)	(2.21)	3.29
8	Minority Interest Profit	(0.02)	(0.19)	(0.10)	0.12	0.04	0.00
9	Profit/(Loss) for the year	21.11	16.47	1.81	(2.15)	(2.25)	3.29
10	Dividend	0.65	0.52	0.43	0.43	0.43	0.52
11	Gross Fixed Assets	184.34	169.76	162.19	156.73	153.76	143.54
12	Net Fixed Assets	113.14	105.41	103.62	105.43	109.67	106.99
13	Goodwill	0.12	0.07	0.07	0.07	0.07	0.07
14	Non Current Assets	1.50	2.26	4.61	5.01	6.17	5.59
15	Net Current Assets /(Liabilities)	76.31	66.40	74.18	61.94	68.65	72.99
16	Net Assets	191.07	174.14	182.49	172.45	184.56	185.65
17	Share Capital	4.35	4.35	4.35	4.35	4.35	4.35
18	Reserves & Surplus	83.73	62.68	46.86	46.25	48.73	50.59
19	Net Worth	88.08	67.03	51.21	50.60	53.08	54.94
20	Minority Interest	0.37	0.39	0.58	0.68	0.56	0.52
21	Loan Funds	94.32	98.54	122.47	112.59	118.02	121.09
22	Deferred Tax Liability	8.30	8.18	8.23	8.58	8.91	9.09
23	Earning Per Share	48.51	37.85	4.17	(4.94)	(5.19)	7.56
24	Dividend Per Share	1.50	1.20	1.00	1.00	1.00	1.20
25	Book Value Per Share	202.40	154.04	117.67	116.27	121.97	126.26

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## **RAJRATAN GLOBAL WIRE LTD.**

### **BOARD OF DIRECTORS**

Mr. S.S. Mehta	Director
Mr. P.D. Nagar	Director
Mr. Surendra Singh Maru	Director
Mr. Abhishek Dalmia	Director
Mr. Chandrashekhar Bobra	Director
Mr. Sunil Chordia	Managing Director
Mrs. Sangita Chordia	Executive Director

### **COMPANY SECRETARY**

CS Shubham Jain

### **BANKERS**

**State Bank of India**  
Commercial Branch,  
Indore

**IDBI Bank Ltd.**  
Old Palasia, Indore

**HDFC Bank Ltd.**  
Commerce House,  
Racecourse Road, Indore

### **AUDITORS**

M/s. Fadnis & Gupte  
Chartered Accountants, Indore

### **REGISTRAR & TRANSFER AGENT**

M/s. Link Intime India Private Limited  
C-101, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai  
Ph: 022-25946970

### **REGISTERED OFFICE**

“Rajratan House”  
11/2, Meera Path, Dhenu Market,  
Indore - 452 003 (M.P.) INDIA  
Phone: 0731-2546401  
Fax: 0731-2542534  
Website: www.rgwl.co.in

### **PLANT**

Plot No. 200-A & B, Sector I,  
Industrial Area, Pithampur  
District Dhar (M.P.) INDIA  
Phone : 07292-253375, 252904  
Fax : 07292-253357

## **RAJRATAN THAI WIRE CO., LTD.**

### **DIRECTORS**

Mr. P.D. Nagar	Director
Mr. Abhishek Dalmia	Director
Mr. Sunil Chordia	Director
Mr. B.K. Reddy	Executive Director
Mr. Yashovardhan Chordia	Executive Director

### **BANKERS**

**ICICI Bank Ltd. Singapore Branch**  
9, Raffles Place, Singapore

**Bank of Ayudhya Public Company Ltd.**  
1222 Rama III Road,  
Bang Phongphang, Yan Nawa,  
Bangkok 10120 Thailand

**United Overseas Bank (Thai) Public Company Ltd.**  
Head Office :  
191, South Sathon Road, Bangkok 10120

### **AUDITORS**

Mr. Phichat Phruksarajanakun  
Bl, Auditing Group Co., Ltd. Thailand  
55/113 Moo.9 , Town Plus Kaset-Nawamin, Klong Kum,  
Beung Kum, Bangkok 10240

### **REGISTERED OFFICE & PLANT**

155/11 Moo 4, Tambol Chetsamein  
Amphur Potharam, Ratchaburi 70120  
Thailand  
Phone : +6632375841, +6632375843-844  
Fax : +6632375840

## NOTICE TO MEMBERS

Notice is hereby given that the **29th Annual General Meeting** of the members of Rajratan Global Wire Limited will be held on Friday, 11th day of August, 2017 at 2.00 P.M. at the registered office at "Rajratan House" 11/2, Meera Path, Dhenu Market, Indore, Madhya Pradesh-452003, the route map of which is given at back page, to transact the following:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend of ₹ 1.50 per equity share of ₹ 10.00 each for the financial year 2016-17.
3. To appoint a Director in place of CA P.D. Nagar (DIN-00151621), who retires by rotation, and being eligible, offers himself for reappointment.
4. To appoint a Director in place of CA Abhishek Dalmia (DIN-00011958), who retires by rotation, and being eligible, offers himself for reappointment.
5. **Appointment of Statutory Auditor**

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the Sub-section Section 139 of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions of the Companies Act, 2013, M/s. D S Mulchandani & Co., Chartered Accountants (Firm Registration No. 021781C) be and is hereby appointed as the statutory auditors of the Company in place of M/s. Fadnis & Gupte, Chartered Accountants (Firm Registration No. 006600C), the retiring statutory auditors, to hold office for a terms of five years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the year 2022, subject to ratification of their appointment by the members at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors."

### SPECIAL BUSINESS

#### 6. Ratification of Cost Auditors' Remuneration

To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the company hereby ratifies the remuneration payable at ₹ 50,000 (Rupees Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses to be paid to M/s. Vineet Chopra and Associates, Practicing Cost Accountants (Firm Registration No. 102670) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2018.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and/or otherwise considered by them to be in the best interest of the Company."

#### 7. Re-appointment of Mrs. Sangita Chordia as Whole-Time Director

To consider and, if thought fit to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION.

**"RESOLVED THAT** pursuant to the provisions of section 196 & 197 read with Schedule V and other applicable provision, if any, of the Companies Act, 2013 (including any statutory notification/s or re-enactment thereof for the time being in force) the consent of the members of the company be and is hereby granted for re-appointment of Mrs. Sangita Chordia (DIN - 00147150) as whole time director of the company for a period of 3 years, not liable to retire by rotation, with effect from July 1<sup>st</sup> 2017, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner so as to not exceed the limits specified in Schedule V to the Act, as may be agreed to between the Directors and Mrs. Sangita Chordia.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Dated: 16<sup>th</sup> May, 2017  
Indore

By the order of Board  
**SHUBHAM JAIN**  
Company Secretary  
(ACS: 35317)

### Registered Office

'Rajratan House'  
11/2 Meera Path, Dhenu Market  
Indore - 452003  
Tel: +91 731 2546401  
CIN: L27106MP1988PLC004778  
Website: www.rajratan.co.in  
Email: investor.cell@rajratan.co.in

### NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A proxy, in order to be effective, must be received at the registered office of the company not less than 48 hours before the commencement of the meeting. A blank proxy form is enclosed. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

A member entitled to attend and vote at this meeting is entitled to participate in the voting process through e-voting, as per the provisions of section 108 of the Companies Act, 2013.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 5th August, 2017 to Friday, 11th August, 2017 (both days inclusive).
5. The payment of dividend of ₹ 1.50/- per equity share, if declared at the said meeting, will be made to those shareholders whose names shall appear on the Company's Register of Members on

4th August, 2017 or to their nominees. In respect of shareholding in dematerialized form, dividend will be paid to the beneficial owners as per details to be furnished by the Depositories for the purpose. Dividend warrants will be dispatched or credit will be given under National Electronic Clearing Services (NECS)/ Electronic Clearing Services (ECS) as the case may be, subject to the availability of bank account details etc. as required. Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited.

6. 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 Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. Members are requested to notify any change of address to their depository participants in respect of shares held in dematerialized form, and to the Registrar and Share Transfer Agent of the Company - M/s. Link Intime India Private Limited C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083 Ph: 022-25946970, in respect of shares in physical form, under their signatures and quoting respective folio number.
8. Members wishing to claim dividend that remain unclaimed are requested to correspond with Company Secretary, at the Registered Office of the Company. Members are requested to note that u/s 124 of the Act, dividends which are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
11. Members desirous of getting any information about the accounts and operations of the Company are requested to submit their queries addressed to the Company Secretary in advance at least 7 days before the date of meeting so that the information called for can be made available at the meeting.
12. Members are requested to bring copy of the Annual Report to the meeting.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s. Link Intime India Private Limited C-101, 247 Park, LBS

Marg, Vikhroli West, Mumbai - 400083 Ph: 022-25946970. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.

14. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for the financial period ended on 31.03.2017 will also be available on the Company's website [www.rajratan.co.in](http://www.rajratan.co.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Indore for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investor.cell@rajratan.co.in](mailto:investor.cell@rajratan.co.in)
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
16. The Register of Contracts or Arrangements in which Directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days up to and including the date of the Annual General Meeting of the Company.
18. As per the provisions of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of directors eligible for re-appointment at the 29th Annual General Meeting are given separately in the notice.
19. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him at the registered office address or e-mail at [investor.cell@rajratan.co.in](mailto:investor.cell@rajratan.co.in)
20. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management. Members can contact the Company or Link Intime India Pvt. Ltd. for assistance in this regard.
21. Updation of Member's details- The format of Register of Members prescribed by Ministry of Corporate Affairs, under the Companies Act, 2013 requires the Company/Registrar and Transfer Agents to record additional details of Members, including Permanent Account Number ('PAN'), email address, bank details for payment of dividend etc. Members holding shares in physical form are requested to submit these details to the Company or its Registrar and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective depository participants.
22. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrar and Transfer Agents by members holding shares in physical form. Members holding shares in electronic form may obtain nomination form from their respective Depository Participants.



**Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013)–**

The following Explanatory sets out the material facts relating to the business under items Nos. 5 to 8 of the accompanying notice dated 16th May, 2017.

**Item No. 5.**

This explanatory statement is provided though not mandatory under Section 102 of the Companies Act, 2013.

The Companies Act, 2013 ('the Act') was notified effective from 1st April, 2014. Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditors.

Section 139(2) of the Companies Act, 2013 further prescribes that no listed company, shall appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years and any audit firm which has completed its term as above shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term. Further Companies (Audit and Auditors), Rules, 2014, also lays down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditors, M/s. Fadnis & Gupte, Chartered Accountants, Indore (ICAI Firm Registration No. 006600C) have served the company for 7 years before the Act was notified and will be completing the maximum number of transitional period (three years) at the ensuing 29th Annual general meeting.

In line with the above requirement of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Fadnis & Gupte, Chartered Accountants, Statutory Auditors of the Company shall retire at the conclusion of the 29th Annual General Meeting of the Company.

Pursuant to the provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors has, on recommendation of the Audit Committee, recommended for the appointment of M/s. D S Mulchandani & Co., Chartered Accountants, Indore (ICAI Firm Registration No. 021781C) as the Statutory Auditors at the Annual General Meeting for a period of five years i.e. to hold office from the conclusion of this Annual General Meeting till the conclusion of the thirty fourth Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every AGM, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

Consent and certificate u/s 139 of the Companies Act, 2013 have been obtained from M/s. D S Mulchandani & Co., Chartered Accountants, to the effect that their appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules issued thereunder.

The shareholders are requested to consider and if thought fit, to pass resolution as set out in items no. 5 as ordinary resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the resolution.

**Item No. 6.**

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ('the Act'), read with Companies (Cost Records and Audit) Rules, 2014, the Company is required to have audit of its cost records conducted by a cost accountant in practice.

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved at their meeting held on 16th May, 2017 the appointment and remuneration of M/s. Vineet Chopra and Associates, Practicing Cost Accountants, to conduct the audit of

the cost records of the Company for the financial year ended March 31, 2018, at remuneration of ₹ 50,000/- plus applicable taxes and reimbursement of out of pocket expenses.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018. The Board recommends the resolution set forth in Item No. 6 for approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise in the resolution.

**Item No. 7.**

At the AGM held on 26th September, 2014 the members of the Company had approved the re-appointment and remuneration of Mrs. Sangita Chordia. The present tenure of Mrs. Sangita Chordia will continue upto 30th June, 2017.

Mrs. Sangita Chordia, a Commerce Graduate from Bombay University has a rich industry experience. She is actively involved in the management of the company and is member in Stakeholder Relationship Committee and Corporate Social Responsibility Committee of the Company.

Mrs. Chordia is the founder trustee of Rajratan Foundation that focuses on two core areas - Education and Health. She drives the CSR initiatives of the Company and is the point person for the CSR operations of the Company. She is passionate about girls' education and health.

Considering her contribution in the company for past several years the Nomination and Remuneration Committee and the Board consider it desirable that the Company should continue to avail the services of Mrs. Sangita Chordia as whole time director w.e.f. 1st July, 2017 for a period of three years. The Board of Director had, based on the recommendation of Nomination and Remuneration Committee and subject to the approval of members, at its meeting held on 16th May, 2017 re-appointed Mrs. Sangita Chordia as Whole-time Director of the Company.

This should be treated as an abstract/memorandum of the terms and conditions of appointment and memorandum of interest of the respective appointee as required under section 190 of the Act

The principal terms and conditions of re-appointment of Mrs. Sangita Chordia as Whole-time Director are as under -

- 1. Tenure of Appointment:** From 1st July, 2017 to 30th June, 2020
- 2. Remuneration:**
  - a) Basic Salary: ₹ 100,000 per month.  
Annual increment effective from 1st April each year, as may be decided by the Board based on the recommendations of the Nomination and Remuneration Committee and according to the performance of the Company.
  - b) Benefits, Perquisites and Allowances: Free use of mobile phone and car for official purpose only.
  - c) Gratuity payment computed at half a month's salary for each completed year of service.
  - d) Company's contribution to Provident Fund to the extent not taxable in Income Tax Act.

### 3. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during her tenure, the Company has no profits or its profits are inadequate, the Company will pay aforesaid remuneration as minimum remuneration.

In terms of the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, ("Act"), as amended or re-enacted from time to time, read with Schedule V to the Act, the approval of the members of the Company is being sought to confirm the re-appointment of Mrs. Sangita Chordia, as the whole time director of the Company. Accordingly your directors recommend to pass the resolution as set out in Item 7 as Special resolution.

None of the directors or key managerial person or relatives of directors and KMP except Mr. Sunil Chordia & Mrs. Sangita Chordia (being relative) are concerned or interested in the said resolution, whether financially or otherwise.

**Statement of Information relevant to Mrs. Sangita Chordia as required under Section II of Part II of Schedule V of the Companies Act, 2013**

#### I. GENERAL INFORMATION

##### 1. Nature of Industry

Engineering Industry

##### 2. Date or expected date of commencement of commercial production

The company was incorporated on 9th September, 1988 and commenced commercial production in the year 1991.

##### 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable

##### 4. Financial performance based on given indicators

Particulars for the Financial Year	31.03.2017	31.03.2016
<b>Revenue from operations</b>		
1. Business Operation (Gross)	197,70,64,825	228,44,28,874
2. Other Income	2,45,91,011	1,33,33,696
<b>Profit / (Loss) after Depreciation and Interest</b>	12,06,23,262	14,63,01,091
Less: Current income Tax	3,90,50,000	5,18,00,000
Less: Previous year adjustment of Income Tax	27,692	(14,73,949)
Less: Deferred Tax	10,45,934	(4,32,438)
<b>Net Profit / (Loss) after Tax</b>	8,04,99,636	9,64,07,478
Dividend (Including Interim if any and Final)	65,27,700	52,22,160
Earnings Per Share (Basic)	18.50	22.15
Earnings Per Share (Diluted)	18.50	22.15

##### 5. Foreign investments or collaborations, if any

The Company has a wholly owned subsidiary namely Rajratan Thai Wire Co. Ltd., in Thailand.

#### II. INFORMATION ABOUT THE APPOINTEE

##### 1. Background details

Mrs. Sangita Chordia, a Commerce Graduate from Bombay University, has experience and expertise in human relations. She is actively involved in the management of the company and is member of Stakeholder Relationship Committee and Corporate Social Responsibility Committee of the Board.

Mrs. Chordia is the founder trustee of Rajratan Foundation that focuses on three core areas - Education, Health and Women empowerment. Mrs. Chordia drives the CSR initiatives of the Company and is the point person for the CSR operations of the Company.

##### 2. Past remuneration

The remuneration including perquisites paid to Mrs. Sangita Chordia for the Financial Year 2016-17 is ₹ 9.48 Lacs.

##### 3. Recognition or awards

Nil

##### 4. Job profile and her suitability

Mrs. Sangita Chordia shall have all powers and duties as the Board may determine from time to time.

##### 5. Remuneration proposed

Details of proposed remuneration have been disclosed in explanatory statement to item No. 7.

##### 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into consideration the size of the company, profile of Mrs. Sangita Chordia, responsibility shouldered by her and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.

##### 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Besides the remuneration being received, the Whole-time Director does not have any pecuniary relationship with the company. She is relative of Mr. Sunil Chordia, Managing Director of the Company.

#### III. OTHER INFORMATION:

##### 1. Reasons for loss or inadequate profits

At present the company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration.

##### 2. Steps taken or proposed to be taken for improvement.

During the year under review, the Company has taken various effective cost control measures which would result in better profitability in the ensuing years

##### 3. Expected increase in productivity and profits in measurable terms.

Barring unforeseen circumstances, the Company's operation should give better profit in the financial year 2017-18 as compared to Financial Year 2016-17.

#### IV. Disclosures:

The disclosures mentioned under this section are covered under Corporate Governance Report forming part of this Annual Report.

Place: Indore

Dated: 16th May, 2017

By order of the Board of Directors

**Shubham Jain**

Company Secretary

(ACS: 35317)

#### Registered Office

'Rajratan House'

11/2 Meera Path, Dhenu Market

Indore - 452003

Tel: +91 731 2546401

CIN: L27106MP1988PLC004778

Website: www.rajratan.co.in

Email: investor.cell@rajratan.co.in



**Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and Secretarial Standard 2 on general meeting, the brief profile of directors eligible for reappointment vide Item No. 3, 4 and 7.**

Nature of information	Item No. 3 of notice	Item No. 4 of notice	Item No. 7 of notice
Name	CA P. D. Nagar	CA Abhishek Dalmia	Mrs. Sangita Chordia
Date of Birth	2nd February, 1945	6th May, 1969	14th May, 1965
Date of Appointment	10.07.2003	11.06.2005	05.05.2010
Educational Qualification	B. Com., LLB, FCA	B.Com (Hons), FCA, ACMA	B.Com.
Expertise in functional areas	Mr. P.D. Nagar is learned practicing Chartered Accountant and holds experience of almost five decades in the field of audit, finance, taxation and corporate laws.	Mr. Abhishek Dalmia is a qualified Chartered Accountant, Cost Accountant and graduate from Shri Ram College of Commerce, Delhi University. He has vast experience in providing strategic directions to Board and senior management of Companies on various aspects of the business.	Thorough CSR activist and avid interest in social causes
Details of shares held in the Company	1500	Nil	558100
List of Companies in which outside directorship held	Nil	Avalokiteshvar Valinv Ltd. Renaissance Stocks Ltd. Ashiana Housing Ltd. Shogun Organics Ltd. Renaissance Advanced Consultancy Ltd. Aditya Infotech Ltd. Renaissance Asset Management Company Pvt. Ltd. Asra Plantations Pvt. Ltd. Priyadarshany Agri Farms Pvt. Ltd. Sohna Agri Farms Pvt. Ltd. Sunglow Agriculture Farms Pvt. Ltd. YPO (Delhi Chapter) u/s 25 YPO South Asia Chapter	Rajratan Resources Pvt. Ltd. Rajratan Investments Ltd.
Member/Chairman of Committees of other Companies on which he is a director*	Rajratan Global Wire Ltd. Audit Committee – Member Nomination & Remuneration Committee - Chairman Stakeholder Relationship Committee – Chairman	Ashiana Housing Ltd. Nomination & Remuneration Committee - Member	Rajratan Global Wire Ltd. Stakeholder Relationship Committee - Member
Relationship with any Director(s) of the Co.	Nil	Nil	Wife of Mr. Sunil Chordia
Number of board meeting attended during the year	5	2	4
Terms and condition of appointment/re-appointment	Director liable to retire by rotation	Director liable to retire by rotation	Re-appointment as Whole time director
Remuneration to be paid	Sitting fees and Consultancy fees	Sitting fees	Details of remuneration provided in the explanatory statement
Last drawn remuneration	Details of remuneration provided in the Corporate Governance Report.		
Relationship	Apart from mentioned above there are no inter-se relationships between other board members.		

\* Includes membership/ Chairmanship in Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee.

**The instructions and other information relating to e-voting**

**Voting through electronic means**

- In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).
- The facility for voting through ballot paper/Poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper/poll paper.
- The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- The Board of Directors of the company has appointed Ms. Manju Mundra, Practicing Company Secretary, Indore as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
- Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 4th August,

2017. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of e-voting/ballot Form.

6. Any person who become members of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 4th August, 2017, may obtain the User ID and password for e-voting by sending email intimating DP ID and Client ID/Folio No. at [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in) or can vote through ballot paper to be downloaded from the Company's website [www.rajratan.co.in](http://www.rajratan.co.in). However the duly completed Ballot form should reach the scrutiniser Ms. Manju Mundra, Practising Company Secretary at 302, Blue Diamond Building, 17-18, Diamond Colony, Indore, not later than Thursday, 10th August, 2017 (5.00 P.M.). Ballot Paper received after this date will be treated as invalid.
7. The e-voting facility will be available during the following period:  
Commencement of e-voting: From 9.00 a.m. (IST) on 8th August, 2017  
End of e-voting: Up to 5.00 p.m. (IST) on 10th August, 2017
8. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
9. The Scrutinizer, after scrutinising the votes cast at the meeting (Poll) and through e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed

on the website of the Company [www.rajratan.co.in](http://www.rajratan.co.in) and on the website of CDSL [evoting@cdsl.co.in](mailto:evoting@cdsl.co.in). The results shall simultaneously be communicated to the Stock Exchanges.

10. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 11th August, 2017.
11. The process and manner for remote e-voting are as under:
  - (i) The voting period begins on 9.00 a.m. (IST) on 8th August, 2017 and ends on 5.00 p.m. (IST) on 10th August, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 4th August, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ Attendance Slip/Address Sticker indicated in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for

voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to

www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com

- and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## BOARD'S REPORT

To

The members,

Your Directors present the "Twenty Ninth" Annual Report on the business and operations of the Company along with the audited standalone and consolidated financial statements for the year ended March 31, 2017.

**1. Financial Results:**

PARTICULARS	STANDALONE		CONSOLIDATED	
	2016-17	2015-16	2016-17	2015-16
<b>Profit before Depreciation, Interest &amp; Tax</b>	<b>2,226.15</b>	<b>2,588.20</b>	<b>4317.09</b>	<b>4,272.40</b>
Interest & Financial Charges	684.82	817.67	1060.99	1,469.46
<b>Profit before Depreciation</b>	<b>1,541.33</b>	<b>1,770.53</b>	<b>3256.10</b>	<b>2,802.94</b>
Less: Depreciation	335.09	307.51	747.72	677.21
<b>Profit before Taxation &amp; Exceptional Items</b>	<b>1,206.23</b>	<b>1,463.01</b>	<b>2508.37</b>	<b>2,125.73</b>
Add: Exceptional Items	-	-	-	-
<b>Profit before Taxation</b>	<b>1206.23</b>	<b>1,463.01</b>	<b>2508.37</b>	<b>2,125.73</b>
Less: Provision for Taxation	-	-	-	-
- Current Tax	390.51	518.00	390.50	517.55
- Deferred Tax	10.46	(4.32)	8.71	(4.82)
Income Tax for earlier years	0.27	(14.73)	0.27	(14.73)
<b>Profit After Tax</b>	<b>804.99</b>	<b>964.07</b>	<b>2108.88</b>	<b>1,627.72</b>
Less: Minority Interest	-	-	(2.29)	(19.24)
<b>Profit for the year</b>	<b>804.99</b>	<b>964.07</b>	<b>2111.17</b>	<b>1,646.97</b>
Add: Surplus of Previous Year	3437.13	3,235.90	493.82	(393.91)
Less: Adjustment towards depreciation based on useful life of assets and consequential Deferred Tax	-	-	-	-
<b>Amount available for appropriation</b>	<b>4,242.12</b>	<b>4,199.98</b>	<b>2,604.99</b>	<b>1,253.06</b>
<b>Appropriations:</b>				
Proposed Dividend	-	52.22	-	52.22
Dividend Tax	-	10.63	-	10.63
Transfer to General Reserve	600.00	700.00	600.00	700.00
Balance carried to Balance Sheet	3,642.12	3,437.13	2,004.99	490.21

**2. Overview of Company's Financial Performance:**

The company's performance during Financial Year 2016-17 on standalone and consolidated basis was as follows -

**A. On standalone basis: -**

Revenue from operations for financial year 2016-17 was at ₹ 17906.85 Lacs (previous year ₹ 20823.17 Lacs). PBDIT from standalone activity of company during the year decreased to ₹ 2226.15 Lacs from ₹ 2588.20 Lacs in the previous year. The Profit before tax is ₹ 1206.23 Lacs as against ₹ 1463.01 Lacs in the previous year. Cash profit stood at ₹ 1541.32 against ₹ 1770.53 Lacs in the previous year.

**B. Consolidated Revenue: -**

The consolidated Revenue of company during the year was ₹ 29081.42 Lacs as compared to ₹ 28364.23 Lacs in the previous year. The consolidated Profit before tax increased to ₹ 2508.37 Lacs as against ₹ 2125.73 Lacs in the previous year. The final profit after tax and minority interest stood at ₹ 2111.17 Lacs against ₹ 1646.96 Lacs in previous year.

There are no material changes and commitments affecting the financial position of your Company which have occurred between the end of the financial year 2016-17 and the date of this report.

**3. Economic Scenario**

Whilst the global economies continued to witness slow growth during the current year as well, the Indian economy on a micro basis stayed fairly robust.

India's economic growth is gradually improving since 2014. The favorable policy as well as executive reforms by the Government to support strong and sustainable growth, prudent fiscal regime and calibrated monetary easing that reigned in inflation have helped to strengthen macroeconomic stability. This, in turn, shall help to boost economic activities in India. Driven by these positive developments, the country has emerged as the world's fastest growing major economy. The various initiatives viz. Clean India, steps to implement GST are reforms for a quantum leap ahead.

**4. Prospects and Outlook:**

The details regarding prospects and outlook have been provided in Management Discussion and Analysis Report forming part of this Annual Report.

**5. Dividend:**

Your directors have recommended dividend ₹ 1.50 per equity share of ₹ 10/- each i.e. @ 15% for the financial year ended 31st March, 2017. The proposal is subject to the approval of shareholders at the ensuing Annual General Meeting to be held on 11th August, 2017. The total dividend appropriation for the current year is ₹ 78.56 Lacs (inclusive of corporate dividend tax of ₹ 13.29 Lacs).

**6. Transfer to Reserves:**

Consequent to introduction of Companies Act 2013, the requirement of mandatory transfer of a specified percentage of the net profit to general reserve has been withdrawn and the Company can optionally transfer any amount from the surplus of profit or loss account to the General reserves. The Company proposes to transfer ₹ 600.00 Lacs to the General Reserve out of the amount available for appropriation.

**7. Share Capital:**

There is no change in the share capital of the Company during the year ended on 31st March, 2017.

**8. Subsidiary Companies:**

The company has three subsidiaries including one wholly owned subsidiary in Thailand. During the year under review the company has acquired the entire equity shareholding of M/s Cee Cee Engineering Industries Pvt. Ltd. There is no associate company within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no change in the nature of the business of the subsidiaries.

Pursuant to Section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the company. Pursuant to section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of the subsidiaries, are available on the website of the company ([www.rajratan.co.in](http://www.rajratan.co.in)). Performance of the subsidiaries during the year, was below -

a) **Rajratan Thai Wire Co. Limited, Thailand:** Rajratan Thai Wire Co. Ltd., Thailand (Rajratan Thailand) is wholly owned subsidiary of the company. It has manufacturing facilities at Ratchaburi, Thailand. It is engaged in the manufacturing of Tyre Bead Wire. At present the production capacity of the Rajratan Thailand is 26400 MTPA. The company enjoys the privilege of being the only Bead wire manufacturer in Thailand. The company also has significant logistic benefit as the plant is located in close proximity with major customers.

During the year, Rajratan Thailand achieved its highest ever profit driven by improved volumes and better margins on account of reduction in fixed and variable costs. It has recorded the growth of 13.67% in sales volume i.e. 19722 MT as compared to 17110 MT in previous year. The Net revenue of the company during the year increased by 17% to ₹ 11202 Lacs from ₹ 9568 Lacs in the previous year. The profit after tax stood at ₹ 13.33 Crores as against ₹ 7.15 Crores in the previous year. The increased profits can be attributed to Rajratan Thailand's continued focus towards better operational and commercial excellence.

b) **Swaraj Technocrafts Pvt. Limited :** Swaraj Technocrafts Pvt. Ltd.



(Swaraj) is subsidiary of the Company and is engaged in manufacturing of wire drawing machines. Swaraj has advanced state-of-art manufacturing facilities at Pithampur, India.

The total revenue stood at ₹ 8.98 Crores against ₹ 7.15 Crores in last year. The Company recorded loss of ₹ 9.53 Lacs against loss of ₹ 60.12 Lacs in last year. The annual loss of the current year is lesser than that of the previous year primarily due to increase in sales and cost control and cost reduction measures adopted during the year. Swaraj remains to be a continued support for Rajratan Group.

- c) **Cee Cee Engineering Industries Pvt. Ltd.** - During the year Rajratan Global Wire acquired the entire shareholding of Cee Cee Engineering Industries Pvt. Ltd. (CCEIPL) pursuant to an approval by its Board of Directors. As a results, CCEIPL has become a wholly owned subsidiary of the company. CCEIPL is engaged in manufacturing of steel spools and cages.

The total revenue stood at ₹ 25.08 Lacs against ₹ 50.56 Lacs in last year. The Company recorded loss of ₹ 22.33 Lacs including amortization in the value of leasehold land at ₹ 12.90 Lacs (Previous Year - NIL) against profit of ₹ 1.85 Lacs before tax in last year

#### 9. Acquisitions during the year

During the year Rajratan Global Wire acquired the entire shareholding of Cee Cee Engineering Industries Pvt. Ltd. (CCEIPL) pursuant to an approval by its Board of Directors. As a results, CCEIPL has become a wholly owned subsidiary of the company. Further the Board of Director in its meeting held on 3rd November, 2016 has approved the scheme of merger of CCEIPL with company.

#### 10. Directors' responsibility statement:

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- they have prepared the annual accounts on a going concern basis;
- they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### 11. Deposits:

The Company has not accepted any fixed deposit from the public during the financial year ended 31st March, 2017 within the meaning of section 73 and 74 of the Companies Act, 2013 read with the relevant rules.

#### 12. Listing:

The shares of the Company are listed on the Bombay Stock Exchange Limited, and the Company is regular in payment of the listing fees. There was no suspension of trading during the year under review. The Company has made an application for listing in National Stock Exchange, Mumbai which is under consideration.

#### 13. Conservation of Energy, Technology and Foreign Exchange Earnings and outgo

The particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts of Companies) Rules, 2014 are set out in an "Annexure-I" to this report.

#### 14. Corporate Social Responsibility

You Company is guided by the belief that every life is important and must be given fair opportunities to make the best out of it. Your Company has created a trust namely Rajratan Foundation which

administers the planning and implementation of CSR actions of the Company. The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in "Annexure II" of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The policy is available on the website of the Company.

#### 15. Directors and key managerial personnel

In accordance with the provisions of section 152 the Companies Act, 2013 and the Articles of Association of the company CA. P.D. Nagar (DIN 00151621) & CA. Abhishek Dalmia (DIN 00011958) shall retire by rotation at the ensuing AGM and being eligible offered themselves for re-appointment. The brief resume of the Directors and other related information has been detailed in the Notice convening the Annual General Meeting of the Company. Pursuant to the provisions of section 149 of Act, which came into effect from 01.04.2014, Mr. Chandrashekhar Bobra, Mr. Shiv Singh Mehta and Mr. S.S. Maru were appointed as Independent Director at the Annual General Meeting of the company held on 26th September, 2014.

Pursuant to the recommendation of Nomination and remuneration Committee, the Board of Director at its meeting held on 16th May, 2017 has subject to the approval of the members at the forthcoming Annual General Meeting of the Company, approved the re-appointment of Mrs. Sangita Chordia (DIN - 00147150) as a Whole-time Director of the Company for a period of three years from 1st July, 2017.

Mr. Sunil Chordia, Managing Director, who was re-appointed in the Annual General Meeting held in the year 2015, and Mr. Shubham Jain, Company Secretary, are the Key Managerial Personnel of your Company in accordance with the provisions of Sections 2(51), 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force). However the Company is in the process of appointing Chief Financial Officer of the Company.

#### 16. Number of meetings of the board

Five meetings of the Board were held during the year. The details of the meetings of the Board of Directors and its committees, convened during the financial year 2016-17 are given in the corporate governance report, which forms part of this Annual Report.

#### 17. Board evaluation

In compliance with the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the performance evaluation of the Independent Directors was carried out during the year under review. More details on the same are given in the Corporate Governance Report.

The performance of the Board was evaluated after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the Board as a whole was evaluated.

#### 18. Board Committees

Your Company has in place the Committee(s) as mandated under the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are currently four committees of the Board, namely:

- Audit Committee



- Nomination & Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee

Details of the Committees along with their composition and meetings held during the year, are provided in the Corporate Governance Report, which forms part of this report.

#### **19. Policy on directors' appointment and remuneration and other details**

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report as "Annexure-III" and is also available on the website of the company at [www.rajratan.co.in/investors](http://www.rajratan.co.in/investors).

#### **20. Managerial Remuneration and particulars of employees**

Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 a disclosure on remuneration related information of employees, Key Managerial Personnel and directors is annexed herewith and forming part of the report as "Annexure-IV." The Managing Director of your Company does not receive remuneration from any of the subsidiaries of your Company.

#### **21. Transactions with related parties**

During the Financial Year 2016-17, all contracts/arrangements/transactions entered into by your Company with related parties under Section 188(1) of the Act were in the ordinary course of business and on an arm's length basis. During Financial Year 2016-17, your Company has not entered into any contracts/arrangements/transactions with related parties which could be considered 'material. Further, during Financial Year 2016-17, there were no materially significant related party transactions made by your Company with the Promoters, Directors, Key Managerial Personnel or other designated persons, which might have potential conflict with the interest of the Company at large. All related party transactions are placed before the Audit Committee for its approval. There was no matter requiring approval of the Board. During Financial Year under review, the Audit Committee has approved transactions through the omnibus mode in accordance with the provisions of the Companies Act, 2013 and Listing Regulations. The policy on Related Party Transactions is uploaded on the Company's website [www.rajratan.co.in/investors](http://www.rajratan.co.in/investors). Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014, though not mandatory, is given in "Annexure-V" in Form AOC-2 and the same forms part of this report.

#### **22. Extract of annual return**

As provided under Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of the annual return is given in "Annexure VI" in the prescribed Form MGT-9, which forms part of this report.

#### **23. Loans, Guarantees and Investment**

The company has given loans to its wholly- owned subsidiaries viz. Rajratan Thai Wire Limited, Thailand and Cee Cee Engineering Industries Pvt. Ltd. which is exempted under the provisions of section 186 of the Companies Act, 2013 read with Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014. The Company has not given any new guarantees during the financial year. However it continued the guarantees given earlier to Rajratan Thai Wire Limited, Thailand. Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

#### **24. Auditors:**

##### **a. Statutory Auditors:**

As per the provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Fadnis and Gupte, Chartered Accountants, having held office as Auditor for a period of 7 years prior to the Commencement of the Companies Act, 2013, were eligible to be appointed as Auditors for a period of three more years and

were accordingly appointed by the members in the Annual General Meeting of the Company held on 26.09.2014 for a period of three more years, that is, until the conclusion of the 29th Annual General Meeting of the Company. Accordingly the Statutory Auditors of the Company, M/s. Fadnis & Gupte, Chartered Accountants hold office till the conclusion of the ensuing Annual General Meeting of the Company.

After evaluation of the leading Auditing Firms, the Board of Directors has identified and recommended the appointment of M/s D S Mulchandani & Co., Chartered Accountants, Indore (ICAI Firm Registration No. 021781C), as the Statutory Auditor of the Company for a term of 5 years (subject to ratification by members at every Annual General Meeting if required under the prevailing law at that time), to hold office from the conclusion of the 29th Annual General Meeting until the conclusion of the 34th Annual General Meeting of the Company.

M/s D S Mulchandani & Co., Chartered Accountants, Indore have expressed their willingness to be appointed as Statutory Auditors of the Company. They have further confirmed that the said appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for appointment. Accordingly, their appointment as Statutory Auditors of the Company from the conclusion of the 29th Annual General Meeting until the conclusion of the 34th Annual General Meeting of the Company, is placed for your approval.

##### **b. Secretarial Auditors:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Manju Mundra, Company Secretary in Practice (CP No. 3454) to conduct the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as "Annexure-VII."

##### **c. Cost Auditors:**

Pursuant to Section 148(2) of the Companies Act, 2013 read with the Companies (Cost Records and Audit), Amendment Rules 2014, your Company is required to get its cost accounting records audited by a Cost Auditor.

Accordingly, the Board of your Company at its meeting held on 16th May, 2017 has on the recommendation of Audit Committee, appointed M/s. Vineet Chopra & Associates, Cost Accountants (FRN No. 102670) to conduct the audit of the cost accounting records of the Company for Financial year 2017-18 on remuneration of ₹ 50,000 (Rupees Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses.

The remuneration is subject to the ratification of the Members in terms of Section 148 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and is accordingly placed for your ratification. The Cost Audit Report of the Company for the financial year ended 31st March, 2016, was filed with the Ministry of Corporate Affairs, New Delhi.

#### **25. Statutory Auditor's report and secretarial audit report**

The Statutory Auditors report for the financial year ended 31st March, 2017 does not contain any qualification, reservation or adverse remark. The observations made by secretarial auditors are being taken care by the management.

#### **26. Internal Control System and their Adequacy, Internal Financial Controls**

Your Company's internal control system is commensurate with its scale of operations designed to effectively control the operations. The internal control systems are designed to ensure that the financial and other records are reliable for the preparation of financial statements and for maintaining assets. Independent Internal Auditors conduct audit covering a wide range of operational matters and ensure compliance with specified standards. Planned periodic reviews are carried out by Internal Audit. The findings of Internal Audit are reviewed by the top management and by the Audit Committee of the Board of Directors. The Audit Committee reviews the adequacy and effectiveness of internal control systems and suggests ways of further strengthening them, from time to time.

As per Section 134(5)(e) of the Companies Act 2013, the Directors have an overall responsibility for ensuring that the Company has implemented robust system and framework of Internal Financial Controls. This provides the Directors with reasonable assurance regarding the adequacy and operating effectiveness of controls with regards to reporting, operational and compliance risks. The Company has devised appropriate systems and framework including proper delegation of authority, policies and procedures, effective IT systems aligned to business requirements, risk based internal audits, risk management framework and whistle blower mechanism.

## 27. Risk management

The company has laid down a well defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor and non-business risks. The Audit Committee and the Board periodically review the risks and suggest steps to be taken to manage/ mitigate the same through a properly defined framework. During the year, a risk analysis and assessment was conducted and no major risks were noticed, which may threaten the existence of the company.

## 28. Disclosure requirements

### a) Corporate Governance:

Your Company is committed to maintain the highest standards of Corporate Governance. Your Directors adhere to the stipulations set out in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A separate report of the Board of Directors of the Company on Corporate Governance including Management Discussion and Analysis Report is an integral part of the Annual Report and included as Annexure 'VIII' and the Certificate from M/s Fadsnis & Gupte, Chartered Accountants, Statutory Auditors of the Company, confirming compliance with the requirements of Corporate Governance as stipulated in Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is annexed as "Annexure VIII". A certificate from the Statutory Auditors of the company as stipulated in SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 as annexed as "Annexure-IX."

### b) Familiarization Program for Independent Directors

Your Company has in place a Familiarization Program for independent Directors to provide insights into the Company's Business to enable them contribute significantly to its success. The Senior Management makes presentations periodically to familiarize the Independent Directors with the strategy operations and functions of the Company. The details of the familiarization program of the independent directors are available on the website of the Company [www.rajratan.co.in/investor](http://www.rajratan.co.in/investor)

### c) Dematerialization of Shares

The shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the Depository system, Members are requested to avail the facility of dematerialization of shares with either of the Depositories as aforesaid. As on March 31, 2017, 97.86% of the share capital stands dematerialized.

d) Policy on determining material subsidiary of the Company is available on the website of the Company [www.rajratan.co.in/investor](http://www.rajratan.co.in/investor).

e) Policy on dealing with related party transactions is available on the website of the Company [www.rajratan.co.in/investor](http://www.rajratan.co.in/investor).

f) The Company has formulated and published a Whistle Blower Policy to provide Vigil Mechanism for employees including directors of the Company to report genuine concerns. The provisions are in line with the provisions of the section 177(9) of the Companies Act, 2013 read with regulation 22 of the Listing Regulations.

g) As required under section 134(q) there are no significant and material orders passed by the regulators or courts or tribunals impacting

the going concern status and company's operations in future.

h) The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company.

i) The Company has adopted a Code of Conduct for Prevention of Insider Trading in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code. The Insider Trading Policy of the Company covering code of practices and procedure for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading is available on the website of the Company at [www.rajratan.co.in/investor](http://www.rajratan.co.in/investor).

j) The provisions/requirement of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder are being followed by the Company and the company has proper system for it.

k) The details of the Committees of Board are provided in the Corporate Governance Report section of this Annual Report.

## 29. Management Discussion and Analysis

A detailed report on Management Discussion and Analysis is provided as a separate section in the Annual Report as "Annexure-X".

## 30. Cautionary Note:

Certain statements in the "Management Discussion and Analysis" section may be forward looking and are stated as required by the applicable laws and regulations. Many factors may affect the actual results, which could be different from what the directors envisage in terms of future performance and outlook. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, availability of inputs and their prices, changes in the Government policies, regulations, tax laws, economic developments within the country and outside and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of the forward-looking statements, which may undergo changes in future on the basis of subsequent developments, information or events.

## 31. ANNEXURES FORMING A PART OF DIRECTOR'S REPORT

The Annexures referred to in this Report and other information which are required to be disclosed are annexed herewith and form a part of this Report:

Annexure	Particulars
I	Particulars of Conservation of Energy, Technology and Foreign Exchange
II	Report on Corporate Social Responsibility
III	Policy on Director's appointment & Remuneration
IV	Managerial Remuneration and Particulars of Employees
V	Related Party Transactions
VI	Extract of the Annual Return in Form MGT-9
VII	Secretarial Audit Report
VIII	Corporate Governance Report
IX	Certificate on Corporate Governance Report
X	Management Discussion And Analysis
XI	AOC-1

### 32. Human Resources and Industrial Relations:

Your Company has been able to operate efficiently because of a culture of professionalism, integrity, dedication, competence, commitments, high level of people engagement and continuous improvement shown by its employees in all functions and areas of business. Our basic objective is to ensure that a robust talent pipeline and a high-performance culture, centered around accountability is in place. We feel this is critical to enable us retain our competitive edge.

During the year measures for training, development, safety of the employees and environmental awareness received top priority of Management. The Directors wish to place on record their appreciation for the efficient and loyal services rendered by all staff and work force of the Company, without whose wholehearted effort, the satisfactory performance would not have been possible.

### 33. Appreciation:

Your Board of Directors would like to convey their sincere appreciation for the wholehearted support and contributions made by all the employees at all levels of the Company for their hardwork, solidarity, cooperation and dedication during the year.

Your Directors sincerely convey their appreciation to customers, shareholders, vendors, bankers, business associates, regulatory and government authorities for their continued support.

For and on behalf of the Board

Place: Indore	<b>Sunil Chordia</b>	<b>Chandrashekhar Bobra</b>
Dated: 16th May 2017	Managing Director	Director
	DIN- 00144786	DIN- 0209498

## ANNEXURE – I

### PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

#### A. Conservation of Energy

##### 1) the steps taken or impact on conservation of energy;

- Replacement of CFL/Tube light and Flood light and hi way lamp with LED, approx 350 locations.
- Installation of Heat Exchanger at PAT-2 Furnace for chillier hot water system for maintaining RH in the DH area.
- Installation of AHU/Ducting and sealed puff board panel at F17, F16 and F10 for cooling and minimize Heat losses and saving Electricity power.
- By Shifting F16 Machine energy saves by using common pump and cooling tower instead of running two cooling tower.
- Coating line hot water PP tank replaced with insulated SS tank (304) to save heat losses.
- Replacement of water condenser of chillier to improve the efficiency of cooling and reduced energy.
- In SSW instead of using two EOT crane by making systematic arrangement to reduced extra run of the crane put single crane.
- Installed transparent sheet to improve lux level and stop the light which is running in the day shift.
- Installation temperature controller at cooling tower to stop cooling fan after reaching desired temperature.
- Using high efficiency pump and motors instead of local make pump and motor to reduced the energy losses.
- Thermal insulation of pipe line.

##### 2) the steps undertaken by the company for utilizing alternate source of energy; Company has own wind mill to generate approximately 13.50-14.00 Lacs units per year and purchase solar power approximately 8-10 Lacs units per month from Ujjas Energy Ltd.

##### 3) the capital investment on energy conservation equipments;

- Capital investment for Energy conservation- ₹ 29.54 Lacs.
- Repair maintenance Investment ₹ 13.08 Lacs.

#### B. Technology Absorption

##### 1) The efforts made towards technology absorption

- Installation of WDXRF (Wavelength Dispersive X-Ray Fluorescence Spectrometer)

- Development of web portal & Mobile Application for recording / calculating Machine efficiency, running status, failure reasons etc.

##### 2) The benefits derived like product improvement, cost reduction, product development or import substitution

- Improve production efficiency
- Reduce Conversion Cost
- High carbon steel wire for ACSR application. India & Korea Market.

##### 3) In case of imported technology (imported during the three years reckoned from the beginning of the financial year)– The company has not imported any technology during the last three years.

##### 4) The foreign expenditure incurred on Research and Development- The company did not incur any expenditure in foreign exchange on Research and Development

#### C. FOREIGN EXCHANGE EARNING AND OUTGO:

The Company has incurred the following expenses in foreign currency:

On foreign travels ₹ 304,189/- (₹ 139,015/-), on capital goods ₹ 4,012,941/- (₹ 5,351,297/-), on import of raw material in foreign exchange during the year ₹ 110,189,349/- (₹ 422,611,309/-), Testing Fees ₹ Nil (₹ 35,017/-), Technical Consultancy ₹ 477,446/- (₹ 678,964/-), Components & Spare Parts 492,928/- (₹ 476,807/-), Trading goods ₹ 42,838,906/- (₹ 235,892,305/-), Return of empty spool and cages ₹ 1,214,778/- (₹ 1,479,827/-), Packing Material 1,310,769/- (Previous Year Nil), Computer and Peripherals 14,099/- (Previous Year Nil) The F.O.B. value of exports (Manufactured) during the year was ₹ 50,821,515/- (₹ 63,169,787/-).

For and on behalf of the Board

Place: Indore	<b>Sunil Chordia</b>	<b>Chandrashekhar Bobra</b>
Dated: 16th May 2017	Managing Director	Director
	DIN- 00144786	DIN- 0209498

## ANNEXURE II

### ANNUAL REPORT ON CSR ACTIVITIES

1	A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.	You Company is guided by the belief that every life is important and must be given fair opportunities to make the best out of it. The underlying objective of CSR activities of the company is to promote education and other activities for the benefit of the people living in peripheral of its plant site. The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013, which is available on the website of the company <a href="http://www.rajratan.co.in/investor">www.rajratan.co.in/investor</a> .
2	Composition of CSR Committee:	Mr. S S Maru - Chairman (Independent Director) Mrs. Sangita Chordia - Member (Whole time Director)
3	Average net profit of the Company for last three financial years:	₹ 1152.42 Lacs
4	Prescribed CSR Expenditure (two percent of the amount as in item 3 above):	₹ 23.05 Lacs
5	Details of CSR spend for the financial year:	(a) Total amount spent for the financial year: ₹ 12.53 Lacs (b) Amount unspent, if any: ₹ 10.51 Lacs (c) Manner in which the amount spent during the financial year: attached
6	In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.	The Company donated sum of ₹ 5.04 lacs to Literacy India, a non-profit organization which works with the objective of empowering under privileged children and women by making them self sufficient. The company also conducted initial survey in the vicinity of its factory premises and other rural/urban areas so as to provide primary medical aid to poor people. With this object, the company denoted a sum of ₹ 5.50 lacs during the year to a Charitable Trust viz. M/s. Rajratan Foundation so that CSR activities of the company can be carried out more effectively on sustainable basis through said Foundation. It has also planned to establish a regular clinic (dispensary) within Municipal limits of Pithampur, District - Dhar (M.P.) for medical help to poor and needy people at large. Such dispensary will be controlled and managed by M/s. Rajratan Foundation. Necessary approval from Govt. authorities are being sought so as to commence the activities immediately. On account of this the company could spend only part of the required amount. Other areas which are being focused by the company through Rajratan Foundation are help to students for education as well mal-nutrition to promote livelihood of poor people.

For and on behalf of the Board

Place: Indore  
Dated: 16th May 2017

**Sunil Chordia**  
Managing Director  
DIN - 00144786

**S.S. Maru**  
Chairman CSR committee  
DIN - 03081191

S. No.	CSR Project or Activity Identified	Sector in which the Project is covered	Projects or Programs 1. Local area or other 2. Specify the State and District where projects or program was undertaken	Amount Outlay (Budget) Project or programs wise	Amount spent on the projects or programs Sub heads: 1.Direct expenditure on projects or program 2. Overheads	Cumulative expenditure upto the reporting period	Amount spent: Direct or through Implementing Agency
1.	2.	3.	4.	5.	6.	7.	8.
1.	Promoting gender equality and empowering women, Measures for reducing inequalities faced by backward groups	Livelihood	Local Area, Pithampur Dist Dhar, Ratlam Madhya Pradesh	2.06 Lacs	Direct Expenditure	2.06 Lacs	Direct / Rajratan Foundation
2.	Promoting Education	Promoting Education	Local Area, Pithampur Dist Dhar, Calcutta, Gurgaon, Indore	7.59 Lacs	Direct Expenditure	7.59 Lacs	Direct / Rajratan Foundation / Literacy India
3.	Environmental Sustainability	Environment	Local Area, Pithampur Dist Dhar,	1.72 Lacs	Direct Expenditure	1.72 Lacs	Direct / Rajratan Foundation
4.	Eradicating hunger, poverty and malnutrition	Health	Local Area, Pithampur Dist Dhar,	1.16 Lacs	Direct Expenditure	1.16 Lacs	Direct / Rajratan Foundation



### ANNEXURE III

#### POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

(including criteria for determining qualification, positive attributes, independence of a Director, policy relating to remuneration for Directors, Key Managerial Personnel and other employees)

The Remuneration policy of your Company is a comprehensive policy which is competitive, in line with the industry practices and rewards good performance of the employees of the Company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives and the performance of the individuals measured through the annual appraisal process.

#### Policy on Directors' Appointment

Policy on Directors' appointment is to follow the criteria as laid down under the Companies Act, 2013, the Listing Regulations and good corporate practices.

#### REMUNERATION CRITERIA FOR NON-EXECUTIVE DIRECTORS

1. As per Company's policy the Company doesn't pay any commission or remuneration to its non executive directors.
2. The Company pays sitting fee of ₹ 10,000/- for attending each meeting of Board of directors and meeting of Audit committee.
3. The Company reimburses the actual travelling and lodging expenses to the Non Executive Directors for attending the Board, Committee and members meetings from time to time.
4. Independent directors are being appointed based on the criteria mentioned under section 149(6) of the Companies Act, 2013 and in accordance with other applicable provisions of the companies Act, 2013, rules made thereunder & Listing Regulations.

5. The Company does not provide any ESOP, etc to its directors.

#### REMUNERATION CRITERIA FOR THE EXECUTIVE DIRECTORS AND KMP:

1. The Remuneration of the executive directors and Managing Director is determined and approved by the Nomination and Remuneration Committee of the Board, consisting majority of independent directors.
2. The Executive directors are being appointed for a period of 3/5 years at a time.
3. The Company is not paying any sitting fee as well as does not provide any ESOP, etc to its executive directors.
4. The Company is paying remuneration to its Company Secretary, as per the terms of the appointment approved by the Remuneration Committee and he is also entitled for the annual increments based on their performance, evaluated by the Remuneration Committee and Board on annual basis.

For and on behalf of the Board

Place: Indore	<b>Sunil Chordia</b>	<b>Chandrashekhar Bobra</b>
Dated: 16th May 2017	Managing Director	Director
	DIN- 00144786	DIN- 0209498

### ANNEXURE IV

Statement pursuant to Section 197(12) of the Companies Act 2013 and rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Requirements of Rule 5(1)	Details
i. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;*	Mr Sunil Chordia – 24.47 Mrs. Sangita Chordia – 2.87
ii. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the year;	Directors Mr Sunil Chordia – 9.41% Mrs. Sangita Chordia – 7.26% Key Managerial Personnel Shubham Jain (CS) - 41.59%
iii. The percentage increase in the median remuneration of employees in the financial year	During the financial year, the percentage increase in the median remuneration of employees as compared to previous year was approximately 15.15 %
iv. The number of permanent employees on the rolls of Company	There were 292 employees as on 31st March 2017.
v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:	The average annual increase in salary/wages of the employees was around 12.73% (other than managerial personnel), whereas remuneration to managerial personnel increased by 8.33%.
v. Affirmation that the remuneration is as per the remuneration policy of the company	Yes, it is confirmed

- \*1. The median remuneration of the employees of the Company was ₹ 3.04 Lacs.  
2. Figures have been rounded off wherever necessary



Information as per Section 197 of the Companies Act, 2013 read with the rule 5 (2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the financial year ended 31st March, 2017.

Top 10 employees in terms of remuneration drawn during the Financial Year 2016-17.

Sr. No.	Name of employee	Designation of the employee	Remuneration received	Qualification	Experience	Date of commencement of employment	Age	Previous employment
1	Mr Sunil Chordia	Managing Director	₹ 74.04	B.Sc., DCMA, MBA	29 Years	09-Sept-88	54	-
2	Mr A.K. Sinha	Ass. Vice President-Production	₹ 16.95	Bachelor of Engineering	29 Years	05-Jan-95	55	M/s. Millia Institute of Technology Rambag Purnia M/s. Auto Pins (I) Pvt. Ltd. M/s. Arati Steel Ltd.
3	Mr Amol Mokhadkar	Dy.General Manager Quality Control	₹ 14.66	Bachelor of Engineering	10 Years	18-Feb-15	34	M/s. Rajratan Thai Wire Co. Ltd. M/s. Usha Siam Steel Industries
4	Mr Parag Khanwalkar	Dy.General Manager-Marketing	₹ 12.04	B.Sc., MBA	29 Years	01-Mar-07	49	M/s. Trimurty Poultry & Hatchery M/s. G.G. Automotive Gears Ltd. M/s. Malwa Strips Pvt Ltd. M/s. Vishal Fabricators Pvt. Ltd.
5	Mr Manish Dalal	Asst. General Manager Commercial	₹ 11.30	B.Sc., MBA, LLB	23 Years	19-Jun-96	45	M/s. Neo Sack Ltd.
6	Mrs. Sangita Chordia	Whole Time Director	₹ 8.72	B.Com.	7 Years	05-May-10	52	-
7	Mr Shailesh Shah	Manager - Marketing	₹ 8.77	B.Com.	22 Years	01-Aug-95	45	-
8	Mr Shailendra Singh Kushwah	Manager- Mechanical Maintenance	₹ 7.84	Bachelor of Engineering	13 Years	18-Mar-06	36	M/s. Sonic Biochem Extravion Ltd. M/s. Erawat Engineering Pvt. Ltd.
9	Mr Pankaj Dubey	Manager - Electrical Maintenance	₹ 7.56	Bachelor of Engineering	12 Years	16-May-05	34	-
10	Mr Hitesh Jain	Manager - Finance	₹ 7.40	M.Com, LLB	21 Years	22-Jun-98	41	M/s. Adani Exports Ltd. M/s. Kuber Group of Companies

Notes:

1. Remuneration shown above includes gross salary, annual reward, company's contribution to provident fund and gratuity.
2. There were no employees covered under Rule 5(2)(i) and (ii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during the year.
3. None of the employees are covered under Rule 5(2)(iii) and Rule 5(3)(viii) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of Section 197 of the Companies Act, 2013.
4. The nature of employment in all cases is contractual.
5. As per Rule 5(3)(ix) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Sunil Chordia and Mrs. Sangita Chordia who are relatives.

## ANNEXURE V

## Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and  
Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. **Details of contracts or arrangements or transactions not at arm's length basis:** Rajratan Global Wire Limited (RGWL) has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during Financial Year 2016-17.
2. **Details of material contracts or arrangement or transactions at arm's length basis:**

Name(s) of the related party and nature of relationship:	Nature of contracts / arrangements /	Duration of the contracts / arrangements /	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the
Rajratan Thai Wire Co. Ltd., Wholly owned subsidiary	Sale of wire rods and other misc items	Ongoing	As decided from time to time by the Board.	Not applicable, since the transactions were entered into, in the ordinary course of business and on arm's length basis
Swaraj Technocrafts Pvt. Ltd., subsidiary	Purchase of machinery and job work	Ongoing		
Cee Cee Engineering Industries Pvt. Ltd., Wholly owned subsidiary	Purchase of steel spools, spares parts and job work	Ongoing		
Mr. P.D. Nagar, Director	Payment of Consultancy fees	April 2016 to March 2017		

Note -

1. Appropriate approvals have been taken for related party transactions.
2. Advance paid - NIL

For and on behalf of the Board

Place: Indore  
Dated: 16th May 2017

**Sunil Chordia**  
Managing Director  
DIN - 00144786

**Chandrashekhar Bobra**  
Director  
DIN- 0209498

ANNEXURE-VII

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
Rajratan Global Wire Limited  
"Rajratan House", 11/2 Meera Path  
Dhenu Market,  
Indore.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Rajratan Global Wire Limited (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year commencing from 1st April, 2016 and ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (FDI and ECB not applicable to the company).
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable during the audit period**);
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (**Not applicable during the audit period**);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable during the audit period**);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable during the audit period**) and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable during the audit period**).
- (vi) The management of the Company has informed that there is no Industry specific law which is applicable to the Company. The Company has entered into a tripartite agreement with MP Trading Company Limited (Now MP Power Management Co. Ltd., Jabalpur, M.P.) and Suzlon Energy Limited for captive consumption of power

generated through its windmill at Dewas and in compliance with the terms and conditions of the said agreement.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards in respect of Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India effective July 1, 2015.
- (ii) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that the compliance by the Company of applicable financial laws has not been reviewed in this audit since the same have been subject to review by the statutory financial auditor and other designated professionals. The Company has a proper system of compliance of these laws.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

OBSERVATIONS:

- a) As per the information and explanations provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I report under the provisions of the Companies Act and the rules and regulations made thereunder that-
- (i) Few required forms were delayed filed with additional fees and few could not be filed by the company, due to procedural delay, as specified by the management. Further, the company is recommended to take utmost care while filling & filing the forms with MCA. The Company has received Show Cause Notice for non-filing of Annual Return for the financial year 2014-15, however the filing was done with additional fees.
- (ii) The Company has not appointed Chief Financial Officer (CFO) as Key Managerial Personnel as required under the Companies Act, 2013.
- (iii) The company has undertaken CSR activities during the year and had spent only part of the required amount.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions were carried through unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committees of the Board, as the case may be. There is no dissenting view of member to capture and record as part of the minutes.

We further report that based on the review of compliance mechanism established by the Company and on the basis of the Compliance Certificates issued and taken on record by the Board of Directors at their meetings, and explanation and representation made by the Company and its Officers, we are of the opinion that the management has adequate systems and processes commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there was instance of acquiring one company as Wholly Owned Subsidiary (WOS) and passing of board resolutions for merger of that WOS. Other compliances of merger/amalgamation are still in process. However there were no

instances having a bearing on the company's affairs and have no other Major issues like

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction etc. except mentioned above.

- (v) Foreign technical collaborations.

For **Manju Mundra & Co.**

**CS Manju Mundra**

CS No.- 4431

C P No.- 3454

Place : Indore

Date : 16-05-2017

Note : This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

### **ANNEXURE "A"**

To,  
The Members  
Rajratan Global Wire Limited  
"Rajratan House", 11/2 Meera Path  
Dhenu Market,  
Indore

Our report of even date is to be read along with this letter.

- 1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

- 3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- 4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Manju Mundra & Co.**

**CS Manju Mundra**

CS No.- 4431

C P No.- 3454

Place : Indore

Date : 16-05-2017

**ANNEXURE-VI  
FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

1	CIN	L27106MP1988PLC004778
2	Registration Date	09/09/1988
3	Name of the Company	RAJRATAN GLOBAL WIRE LIMITED
4	Category/Sub-category of the Company	Company Limited by shares / Indian Non-Government Company
5	Address of the Registered office & contact details	"Rajratan House" 11/2, MEERA PATH, DHENU MARKET, INDORE Madhya Pradesh - 452003
6	Whether listed company	Listed
7	Name , Address & contact details of the Registrar & Transfer Agent, if any,	M/s Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

S.No.	Name & Description of main products / services	NIC Code of the Product /service	% to total turnover of the company
1	Manufacture of steel wires	2718	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES**

S. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Rajratan Thai Wire Co. Ltd. 155/11 Moo 4, Tambol Chetsamein, Amphur Potharam, Ratchaburi 70120, Thailand	N.A	SUBSIDIARY	100%	2(87)
2	Swaraj Technocrafts Pvt. Ltd. Plot No. 40, Sector No. II, Pithampur , Dist. Dhar (M.P.)	U27201MP2005PTC017578	SUBSIDIARY	68.00%	2(87)
3	Cee Cee Engineering Industries Pvt. Ltd. 11/2, Meera Path, Dhenu Market, Indore (M.P.)	U27101MP1986PTC003392	SUBSIDIARY	100.00%	2(87)

**IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**

**(i) Categorywise shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2016				No. of Shares held at the end of the year i.e. 31.03.2017				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	1,546,190	-	1546190	35.53%	1,546,190	-	1546190	35.53%	-
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	-
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	-
d) Bodies Corp.	1,164,301	-	1,164,301	26.75%	1,164,301	-	1,164,301	26.75%	-
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	-
f) Any other	-	-	-	0.00%	-	-	-	0.00%	-
<b>Sub Total (A) (1)</b>	<b>2710491</b>	<b>-</b>	<b>2710491</b>	<b>62.28%</b>	<b>2710491</b>	<b>-</b>	<b>2710491</b>	<b>62.28%</b>	<b>-</b>



Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2016				No. of Shares held at the end of the year i.e. 31.03.2017				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
<b>Sub Total (A) (2)</b>	-	-	-	-	-	-	-	-	-
<b>TOTAL (A)</b>	<b>2710491</b>		<b>2710491</b>	<b>62.28%</b>	<b>2710491</b>	-	<b>2710491</b>	<b>62.28%</b>	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds					324420	-	324420	7.45%	7.45%
b) Banks / FI	-	1,000	1,000	0.02%	-	1,000	1,000	0.02%	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>1,000</b>	<b>1,000</b>	<b>0.02%</b>	<b>324420</b>	<b>1,000</b>	<b>325,420</b>	<b>7.47%</b>	<b>7.45%</b>
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1040141	1900	1,042,041	23.95%	266860	1900	268760	6.17%	-17.78%
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	230141	96,035	326,176	7.50%	675566	90,035	765,601	17.59%	10.09%
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	251777	-	251777	5.79%	210337	-	210337	4.83%	-0.96%
c) Others (specify)									
Non Resident Indians (Repat)	85	-	85	0.00%	17535	-	17,535	0.40%	0.40%
Non Resident Indians (Non-Repat)	781	-	781	0.02%	11783	-	11,783	0.27%	0.25%
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	3576	-	3,576	0.08%	17538	-	17,538	0.40%	0.32%
Market Maker	-	-	-	-	-	-	-	-	-
HUF	15873	-	15,873	0.36%	24059	-	24,059	0.55%	0.19%
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Trust	-	-	-	-	276	-	276	0.006%	0.006%
<b>Sub-total (B)(2):-</b>	<b>1,542,374</b>	<b>97,935</b>	<b>1,640,309</b>	<b>37.70%</b>	<b>1,223,954</b>	<b>91,935</b>	<b>1,315,889</b>	<b>30.24%</b>	<b>-7.46%</b>
<b>Total Public (B)</b>	<b>1,542,374</b>	<b>98,935</b>	<b>1,641,309</b>	<b>37.72%</b>	<b>1,548,374</b>	<b>92,935</b>	<b>1,641,309</b>	<b>37.72%</b>	<b>-</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>4,252,865</b>	<b>98,935</b>	<b>4,351,800</b>	<b>100.00%</b>	<b>4,258,865</b>	<b>92,935</b>	<b>4,351,800</b>	<b>100%</b>	<b>-</b>

**(ii) SHARE HOLDING OF PROMOTERS**

S. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Rajratan Investments Ltd.	782881	17.99	0	782881	17.99	0	-
2	Sunil Chordia	479390	11.02	0	479390	11.02	0	-
3	Rajratan Resources Pvt. Ltd.	381420	8.76	0	381420	8.76	0	-
4	Sangita Chordia	558100	12.82	10.34	558100	12.82	10.34	-
5	Yashovardhan Chordia	268000	6.16	0	268000	6.16	0	-
6	Sunil Kumar Chandanmal HUF	180000	4.14	0	180000	4.14	0	-
7	Shubhika Chordia	60700	1.39	0	60700	1.39	0	-
	<b>Total</b>	<b>2710491</b>	<b>62.28</b>	<b>10.34</b>	<b>2710491</b>	<b>62.28</b>	<b>10.34</b>	<b>-</b>

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE)**

S. No.	Particulars	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares	No. of Shares	% of total shares
	At the beginning of the year	There is no change in promoter's shareholding between 01-04-2016 to 31- 03-2017			
	Changes during the year				
	At the end of the year				

**(iv) Shareholding Pattern of top ten Shareholders**

S. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2016		Transactions during the year		Cumulative Shareholding during the year - 2017	
		No. of Shares Held	% of total shares of the company	Date of Transaction	No. of Shares	No. of Shares	% of total shares of the company
1	SBI SMALL AND MIDCAP FUND TRANSFER	0	0	28 OCT 2016	306000	0	0
				25 NOV 2016	427	306427	7.0316
				09 DEC 2016	-4610	301817	7.0414
				16 DEC 2016	-73	301744	6.9355
				23 DEC 2016	-104	301640	6.9338
				06 JAN 2017	-5213	301640	6.9314
				03 MAR 2017	7098	296427	6.8116
				10 MAR 2017	3002	303525	6.9747
				17 MAR 2017	6784	306527	7.0437
				24 MAR 2017	7669	313311	7.1996
				31 MAR 2017	46	320980	7.3758
						321026	7.3769
	AT THE END OF THE YEAR					321026	7.3769
4	RENAISSANCE ADVANCED CONSULTANCY LIMITED TRANSFER	625200	14.3665	21 OCT 2016	-170300	625200	14.3665
				28 OCT 2016	-296284	454900	10.4531
				11 NOV 2016	-28100	158616	3.6448
				18 NOV 2016	-3117	130516	2.9991
				02 DEC 2016	-11227	127399	2.9275
						116172	2.6695
	AT THE END OF THE YEAR					116172	2.6695
5	SMIT CAPITAL SERVICES PVT. LTD. TRANSFER	0	0	14 OCT 2016	135973	0	0
				21 OCT 2016	-50000	135973	3.1245
						85973	1.9756
	AT THE END OF THE YEAR					85973	1.9756
7	CHANDRAKANT NAGAR TRANSFER	49000	1.126	10 JUN 2016	1000	49000	1.126
				17 JUN 2016	2000	50000	1.1489
						52000	1.1949

S. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2016		Transactions during the year		Cumulative Shareholding during the year - 2017	
		No. of Shares Held	% of total shares of the company	Date of Transaction	No. of Shares	No. of Shares	% of total shares of the company
				24 JUN 2016	1400	53400	1.2271
				08 JUL 2016	3000	56400	1.296
				15 JUL 2016	3500	59900	1.3764
				22 JUL 2016	3000	62900	1.4454
				29 JUL 2016	600	63500	1.4592
				21 OCT 2016	-1000	62500	1.4362
				18 NOV 2016	-500	62000	1.4247
				02 DEC 2016	-500	61500	1.4132
				09 DEC 2016	-432	61068	1.4033
				16 DEC 2016	-1568	59500	1.3673
				23 DEC 2016	-1000	58500	1.3443
				30 DEC 2016	-1300	57200	1.3144
				06 JAN 2017	-1700	55500	1.2753
				13 JAN 2017	-2300	53200	1.2225
				20 JAN 2017	-1900	51300	1.1788
				27 JAN 2017	-600	50700	1.165
				03 FEB 2017	-700	50000	1.1489
	AT THE END OF THE YEAR					50000	1.1489
8	VIGIL STOCKS AND SHARES PVT. LTD. TRANSFER	135973	3.1245	14 OCT 2016	-135973	0	0
	AT THE END OF THE YEAR					0	0
9	ANJANA S GANDHI TRANSFER	46000	1.0570	28 OCT 2016	-25000	21000	0.4826
	AT THE END OF THE YEAR					21000	0.4826
10	NSB SECURITIES PRIVATE LIMITED TRANSFER	44925	1.0323			44925	1.0323
				29/04/2016	11824	56749	1.3040
				03/06/2016	10000	66749	1.5338
				10/06/2016	-700	66049	1.5177
				17/06/2016	-200	65849	1.5131
				24/06/2016	-150	65699	1.5097
				08/07/2016	-36	65663	1.5089
				15/07/2016	10000	75663	1.7387
				22/07/2016	-1000	74663	1.7157
				29/07/2016	-1914	72749	1.6717
				02/09/2016	-506	72243	1.6601
				09/09/2016	-4000	68243	1.5682
				21/10/2016	-50243	18000	0.4136
				28/10/2016	-18000	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
11	SURBHI INVESTMENTS & TRADING COMPANY PRIVATE LIMITED TRANSFER	40446	0.9294			40446	0.9294
				06/05/2016	-1768	38678	0.8888
				13/05/2016	-10943	27735	0.6373
				20/05/2016	-25150	2585	0.0594
				27/05/2016	-2585	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
12	SUNIDHI CAPITAL PVT. LIMITED TRANSFER	38500	0.8847			38500	0.8847
				03/06/2016	-8500	30000	0.6894
				15/07/2016	-11500	18500	0.4251
				05/08/2016	-18500	0	0.0000
	AT THE END OF THE YEAR					0	0.0000
13	BHANU PRAKASH INANI TRANSFER	37574	0.8634			37574	0.8634
				27/05/2016	-10000	27574	0.6336
				15/07/2016	-10000	17574	0.4038
				22/07/2016	-10000	7574	0.1740
				29/07/2016	-7574	0	0.0000

S. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2016		Transactions during the year		Cumulative Shareholding during the year - 2017	
		No. of Shares Held	% of total shares of the company	Date of Transaction	No. of Shares	No. of Shares	% of total shares of the company
14	AT THE END OF THE YEAR					0	0.0000
	BRIJWASI SECURITIES PRIVATE LIMITED TRANSFER	36179	0.8314	10/06/2016	10000	36179	0.8314
				29/07/2016	-46179	46179	1.0611
15	AT THE END OF THE YEAR					0	0.0000
	RICHLINE LEASING AND FINANCE PRIVATE LIMITED TRANSFER	36000	0.8272			0	0.0000
				27/05/2016	-36000	36000	0.8272
16	AT THE END OF THE YEAR					0	0.0000
	ABHA SURESH CHORDIA TRANSFER	23000	0.5285	25/11/2016	-2000	23000	0.5285
				02/12/2016	-3000	21000	0.4826
17	AT THE END OF THE YEAR					18000	0.4136
	KISHAN GOPAL MOHTA TRANSFER	0	0.0000			18000	0.4136
				15/07/2016	2000	0	0.0000
18				22/07/2016	6503	2000	0.0460
				29/07/2016	6242	8503	0.1954
				05/08/2016	2455	14745	0.3388
				12/08/2016	600	17200	0.3952
				19/08/2016	-100	17800	0.4090
				02/09/2016	6575	17700	0.4067
				09/09/2016	3313	24275	0.5578
				16/09/2016	1180	27588	0.6339
				23/09/2016	118	28768	0.6611
				07/10/2016	8909	28886	0.6638
				14/10/2016	633	37795	0.8685
				21/10/2016	4572	38428	0.8830
				28/10/2016	500	43000	0.9881
				27/01/2017	366	43500	0.9996
				17/02/2017	161	43866	1.0080
				24/02/2017	401	44027	1.0117
				03/03/2017	370	44428	1.0209
				10/03/2017	1023	44798	1.0294
				17/03/2017	2516	45821	1.0529
				24/03/2017	1234	48337	1.1107
19	AT THE END OF THE YEAR					49571	1.1391
	MANOJ DUA TRANSFER	23000	0.5285			50093	1.1511
				25/11/2017	-2000	23000	0.5285
20	AT THE END OF THE YEAR					21000	0.4826
	SARITA NIHALCHAND KOTHARI TRANSFER	20185	0.4638	2/12/2017	-3000	18000	0.4136
						18000	0.4136
				08/04/2016	200	20185	0.4638
				20/05/2016	-1000	20385	0.4684
				27/05/2016	1000	19385	0.4454
				10/06/2016	-594	20385	0.4684
				17/06/2016	-200	19791	0.4548
20	AT THE END OF THE YEAR					19591	0.4502
	SUSHILADEVI ASHOKKUMAR MAHANSARIA	16450	0.3780	04/11/2016	-2261	17330	0.3982
	AT THE END OF THE YEAR			11/11/2016	-500	16830	0.3867
						16830	0.3867
						16450	0.3780
						16450	0.3780

Note: 1. Paid up Share Capital of the Company (Face Value ₹ 10.00) at the end of the year is 4351800 Shares.  
2. The details of holding has been clubbed based on PAN.  
3. % of total Shares of the Company is based on the paid up Capital of the Company at the end of the Year.

## (v) Shareholding of Directors &amp; KMP

S. No.	Name of Shareholder	Shareholding at the end of the year		Date	Increase / (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.16 to 31.03.17)	
		No. of shares at the beginning of the year (01.04.16)/ end of the year (31.03.17)	% of total shares of the Company				No. of Shares	% of total shares of the company
1	Mr Sunil Chordia	479390	11.02	01.04.2016	0	NIL movement during the year	479390	11.02
		479390	11.02	31.03.2017				
2	Mrs. Sangita Chordia	558100	12.82	01.04.2016	0	NIL movement during the year	558100	12.82
		558100	12.82	31.03.2017				
3	Mr P.D. Nagar	1500	0.034	01.04.2016	0	NIL movement during the year	1500	0.034
		1500	0.034	31.03.2017				

## V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	205,981,590	13,950,898		219,932,488.00
ii) Interest due but not paid	2,207,805	-		2,207,805.00
iii) Interest accrued but not due	-	-		-
<b>Total (i+ii+iii)</b>	<b>208,189,395</b>	<b>13,950,898</b>		<b>222,140,293</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition including FCNR	8,595,809	51,901,693		60,497,502
* Reduction	79,189,395	42,065,000	-	121,254,395
<b>Net Change</b>	<b>(70,593,586)</b>	<b>9,836,693</b>	<b>-</b>	<b>(60,756,893)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	137,019,750	23,787,591		160,807,341
ii) Interest due but not paid	576,059	0	-	576,059
iii) Interest accrued but not due	0	0	-	-
<b>Total (i+ii+iii)</b>	<b>137,595,809</b>	<b>23,787,591</b>	<b>-</b>	<b>161,383,400</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

₹ in Lacs

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Sunil Chordia	Sangita Chordia	
1	<b>Gross salary</b>	74.00	8.40	82.40
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.40	0.32	0.72
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	- others, specify			
5	Others, please specify (contribution to Provident Fund)	-	1.08	1.08
	<b>Total (A)</b>	<b>74.40</b>	<b>9.80</b>	<b>84.20</b>
	Ceiling as per the Act (10% of net profit of the company)			<b>88.85</b>



**B. Remuneration to other directors:**

₹ in Lacs

S.No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	<b>Independent Directors</b>	<b>Mr. Shiv Singh Mehta</b>	<b>Mr. Surendra Singh Maru</b>	<b>Mr. Chandra Shekhar Bobra</b>	
	Fee for attending board committee meetings	0.20	0.20	0.65	1.05
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (1)</b>	<b>0.20</b>	<b>0.20</b>	<b>0.65</b>	<b>1.05</b>
2.	<b>Other Non-Executive Directors</b>	<b>Mr. P.D. Nagar</b>	<b>Mr. Abhishek Dalmia</b>		
	Fee for attending board committee meetings	0.65	0.20		0.85
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (2)</b>	<b>0.65</b>	<b>0.20</b>	<b>-</b>	<b>0.85</b>
	<b>Total (1+2)</b>	<b>0.85</b>	<b>0.40</b>	<b>-</b>	<b>1.90</b>
	Total Managerial Remuneration (excluding seating fee)				<b>84.20</b>
	Overall Ceiling as per the Act (11% of the Net Profit of the Company)				<b>97.73</b>

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

₹ in Lacs

S.No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amt.
	<b>Name</b>	-	-	<b>Mr Shubham Jain</b>	
	<b>Designation</b>	CEO	CFO	CS	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	3.03	3.03
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>3.03</b>	<b>3.03</b>

**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

Type	Section of the companies	Brief Description fees imposed	Details of Penalty/ Punishment/ Compounding	Authority [RD / NCLT / Court] (give details)	Appeal made, if any
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

## ANNEXURE-VIII

### REPORT ON CORPORATE GOVERNANCE

[Pursuant to Schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015]

This Corporate Governance Report for the year ended 31st March 2017, forms part of the Directors' Report and the same has been prepared on the basis of the provisions of Clause C of the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### 1. A BRIEF STATEMENT ON LISTED ENTITY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company recognizes the importance of good Corporate Governance, which is a tool for building a strong and everlasting beneficial relationship with the customers, suppliers, bankers and more importantly with the investors. The Company believes that its key decisions must serve the underlying goals of enhancing shareholders' value over a sustained period of time, and achieving the definite and measurable performance targets.

#### 2. BOARD OF DIRECTORS

##### a) Composition of the Board

The Company functions under the supervision and control of the Board

of Directors ('the Board'). The Board formulates the overall strategy and periodically reviews the implementation of the same.

The Directors on the Board are from varied fields with wide range of skills and experience. The non-executive directors including Independent Directors bring statutory and wider perspective in the Board's deliberations and decisions. All the Independent Directors of the Company at the time of their first appointment to the Board and thereafter at the first meeting of the Board in every financial year give a declaration that they meet with the criteria of independence as provided under Companies Act, 2013 and Reg. 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Company's policy is to maintain optimum combination of Executive Directors, Non-Executive Directors and Independent Directors. The Composition of the Board of Directors as on March 31, 2017 with their attendance at the Board Meetings held during the year 2016-17 and at the last Annual General Meeting is given below:

DIN	Name of Director	Categories of Director	No. of Board Meetings attended	Attendance at last AGM	No. of outside Directorships*	Number of committee positions held in other public companies*
00144786	Mr. Sunil Chordia	Managing Director	4 of 5	YES	4	2
00151621	Mr. P.D. Nagar	Non Executive	5 of 5	YES	NIL	NIL
0023523	Mr. S. S. Mehta	Non Executive & Independent	3 of 5	YES	2	2
0011958	Mr. Abhishek Dalmia	Non Executive	2 of 5	YES	12	NIL
0209498	Mr. Chandrashekhar Bobra	Non Executive & Independent	5 of 5	YES	1	NIL
00147150	Mrs. Sangita Chordia	Executive Director	4 of 5	YES	2	NIL
03081191	Mr. Surendra Singh Maru	Non Executive & Independent	4 of 5	YES	NIL	NIL

\* Outside directorships do not include directorships of Section 8 Companies and of companies incorporated outside India. Chairmanships/memberships of board committees shall include only audit committee and stakeholders' relationship committee.

##### b) Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and financial performance of the Company and its subsidiaries. The notice of each Board meeting is given in writing to each director. The Agenda along with the relevant notes and other information are sent in advance separately to each Director. All relevant information as required under Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 was placed before the Board from time to time. The Minutes of the Board meetings are also circulated in advance to all Directors and confirmed at subsequent Meeting.

During Financial year 2016-17 the Board met five times on 11th May, 2016, 26th July, 2016, 4th October, 2016, 3rd November, 2016 and 27th January, 2017.

##### c) Separate Meeting of Independent Directors

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 3rd November, 2016 to review the performance of Non-independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties. The Independent Directors found the performance of Non-Independent Directors (including Chairman) and the Board as well as flow of information between the Management and the Board to be satisfactory. All independent directors were present in the meeting.

##### d) Familiarisation Program of Independent Directors

The Company has in place a Familiarization Program for independent Directors to provide insights into the Company's Business to enable them contribute significantly to its success. The Senior Management makes presentations periodically to familiarize the Independent Directors with the strategy operations and functions of the Company. Web link of Familiarisation Program for Independent Directors and terms and conditions is <http://www.rajratan.co.in/investors>.

##### e) Evaluation of the Board's Performance

The Board has a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board based on the criteria laid down by Nomination and Remuneration Committee which included attendance, contribution at the meetings and otherwise, independent judgement, safeguarding of minority shareholders interest, adherence to Code of Conduct and Business ethics, monitoring of regulatory compliance, risk assessment and review of Internal Control Systems etc.

### 3. AUDIT COMMITTEE

Brief description of terms of reference: The Board of Directors has constituted an Audit Committee of Directors. The terms of reference of the Audit Committee includes the matters specified under Part C of Schedule II to Regulation 18 (3) of the Listing Regulations as well as Section 177 of the Companies Act, 2013. The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors including the Cost auditors, the performance of internal auditors and the Company's risk management policies.

The Chairman of the Audit Committee was present at the 28th Annual General Meeting held on July 26, 2016. The Minutes of the Audit Committee Meetings were noted at the Board Meetings.

#### Composition, Names of Members and Chairman

S.No.	Name	Category
1.	Mr. Chandrasekhar Bobra, Chairman	Independent, Non-Executive
2.	Mr. P. D. Nagar	Non-Executive
3.	Mr. S. S. Maru	Independent, Non-Executive

The Internal Auditors of the Company and the Managing Director are invitees to the meetings. The Company Secretary acts as Secretary to the Committee.

#### Meetings and attendance during the year

Four Audit Committee Meetings were held during the financial year under review and the gap between two Meetings did not exceed 120 days. These Meetings were held on May 11, 2016, July 23, 2016, November 2, 2016 and January 27, 2017. The details of the composition of the Audit Committee and the attendance of the Members at the Audit Committee Meetings are as under:

Name of Director	No. of Meetings attended
Mr. Chandrasekhar Bobra	4 of 4
Mr. S. S. Maru	2 of 4
Mr. P. D. Nagar	4 of 4

### 4. NOMINATION AND REMUNERATION COMMITTEE OF DIRECTORS

**Brief description of terms of reference:** The Board of Directors has constituted a Nomination and Remuneration Committee. The Board has framed Nomination and Remuneration policy, which is generally in line with the existing industry practice and applicable laws. The policy has been displayed on the company's website viz., www.rajratan.co.in. The Nomination and Remuneration Committee assist the Board in overseeing the method, criteria and quantum of compensation for directors and senior management based on their performance and defined assessment criteria. The Committee formulates the criteria for evaluation of the performance of Independent Directors & the Board of Directors; identifying the persons who are qualified to become directors, and who may be appointed in senior management and recommend to the Board their appointment and removal. The powers, role and terms of the reference of Nomination and Remuneration Committee covers the areas mentioned under Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 as well as section 178 of the Companies Act, 2013.

#### Composition, names of members and chairman and meetings attended during the year:

S.No.	Name	Category	Attendance in meetings
1.	Mr. P. D. Nagar, Chairman	Non-Executive	1 of 1
2.	Mr. S. S. Mehta	Independent, Non-Executive	1 of 1
3.	Mr. Chandrasekhar Bobra	Independent, Non-Executive	1 of 1

One meeting was held on 27th January, 2017 during the financial year 2016-17 of this committee.

**Performance evaluation criteria for Independent Directors-** The Nomination and Remuneration Committee has laid down the criteria for performance evaluation of directors including Independent Directors.

### 5. REMUNERATION TO EXECUTIVE & OTHER DIRECTORS

There are no pecuniary relationship or transactions entered into by the Company with any of the Directors of the Company except as disclosed herein below as regards the remuneration including the sitting fees paid to them.

The Non-Executive Directors do not draw any remuneration from the Company except sitting fees, which is paid at the rate of ₹ 10,000/- for each meeting of the Board and the Audit Committee besides professional fees to one director. The Company has not issued any stock options to any of the directors.

The following table gives details of remuneration paid to Executive Directors for the financial year under review:

S.No.	Name and Designation	Tenure of appointment	Remuneration	Perquisites & Allowances including PF
1.	Mr. Sunil Chordia - Managing Director	01.04.2016 to 31.03.2017	₹ 74.00 Lacs	₹ 0.40 Lac
2.	Mrs. Sangita Chordia - Whole Time Director	01.04.2016 to 31.03.2017	₹ 8.40 Lacs	₹ 1.40 Lac

The appointment of the Managing Director and Whole-time Director(s) is governed by the Articles of Association of the Company and the Resolutions passed by the Board of Directors and the Members of the Company.

**Other service contracts, notice period, severance fees relating to Directors:**

Letters of appointment containing terms and conditions including remuneration, were issued to all the Executive Directors. Besides, the Appointment Letters were also issued to all Independent Directors of the Company; a copy of the standard terms and conditions thereof is posted on the website of the Company.

**6. STAKEHOLDERS RELATIONSHIP COMMITTEE OF DIRECTORS**

Name of non-executive director heading the committee:

The Stakeholders' Relationship Committee comprises of Mr. P.D. Nagar, as its Chairman, Mr. S.S. Mehta and Mrs. Sangita Chordia as its Members. The Company Secretary acts as the Secretary to the Committee.

The terms of reference of the Stakeholders' Relationship Committee covers the matters specified under Part D of Schedule II to Regulation 20 (4) of the Listing Regulations as well as under Section 178 of the Companies Act, 2013. The Minutes of the Stakeholders' Relationship Committee Meeting were noted at the Board Meeting. There were 4 meetings held on May 11, 2016, July 26, 2016, November 3, 2016 and January 27, 2017.

**Composition, names of members and chairman**

S.No.	Name	Category	Attendance in meetings
1.	Mr. P.D. Nagar, Chairman	Non-Executive	4 of 4
2.	Mr. S. S. Mehta	Independent, Non-Executive	2 of 4
3.	Mrs. Sangita Chordia	Executive	4 of 4

**Name and Designation of Compliance Officer:** Mr. Shubham Jain, Company Secretary

**Status of the Investors/Shareholders Complaints:**

- (i) No. of complaints received during the year : 1  
(ii) No. of complaints resolved during the year : 1  
(iii) No. of complaints pending at the end of the year : Nil

The Company has authorized to implement transfer, transmission and Demat of shares to the Share transfer Agent and to resolve the related problems.

**7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Board of Directors has constituted Corporate Social Responsibility Committee of Directors as required under Section 135 of the Companies Act, 2013. The terms of reference of the Corporate Social Responsibility Committee includes the matters specified in the Section 135 of the Companies Act, 2013, Schedule VII to the Act and Rules made thereunder. The Minutes of the Corporate Social Responsibility Committee Meetings were noted at the Board Meetings.

**Composition, names of members and chairman**

S.No.	Name	Category
1.	Mr S.S. Maru, Chairman	Independent, Non-Executive
2.	Mrs. Sangita Chordia	Executive

Numbers of Meetings were held on 3rd November, 2016 and 27th January, 2017 during the financial year 2016-17 of this committee.

**8. GENERAL BODY MEETING**

**a) Location and time, where last three Annual General Meetings held:**

S.No.	Year	Date	Time	Venue
1.	2014	26th September	10.00a.m.	"Rajratan House", 11/2, Meera Path, Dhenu Market, Indore-3, M.P.
2.	2015	11th August	10.00a.m.	
3.	2016	26th July	02.00p.m.	

**a) Whether any special resolutions passed in the previous three Annual General Meetings:**

Four special resolutions were passed at the Annual General Meeting held on 26th September, 2014, one special resolution was passed at the Annual General Meeting held on 11th August, 2015 and no special resolution was passed at the Annual General Meeting held on 26th July, 2016

**b) Whether any special resolution passed last year through postal ballot details of voting pattern:**

No Special Resolutions were put through postal ballot during the last year.

**c) Whether any special resolution is proposed to be conducted through postal ballot:**

In the forthcoming Annual General Meeting there is no item on the agenda that needs approval by Postal Ballot.

**d) Procedure for postal ballot is not applicable.**

**9. MEANS OF COMMUNICATION**

The Quarterly, Half Yearly and Annual Financial results are communicated to the Bombay Stock Exchange immediately after these are considered and approved by the Board; and thereafter regularly published in the prominent newspapers like Economics Times, Nai Dunia, Choutha Sansar etc. as required. The results are also displayed on the Company's website www.rajratan.co.in shortly after its submission to the Stock Exchange. There were no presentations made to institutional investors or to the analysts.

**10. GENERAL SHAREHOLDERS INFORMATION**

**a) Date, Day, Time and Venue of the Annual General Meeting**

DATE	DAY	TIME	VENUE
11th August, 2017	Friday	2.00 P.M.	"Rajratan House" 11/2, Meera Path, Dhenu Market, Indore-3, M.P.

**b) Financial Year: 1st April, 2017 to 31st March, 2018**

Quarterly Results:

First Quarter - Third Week of August, 2017

Second Quarter - Third Week of October, 2017

Third Quarter - Third Week of January, 2018

Audited results - Third Week of May, 2018

**c) Dividend Payment Date: The dividend as recommended by the Board of Directors, if declared at the 29th Annual General Meeting will be paid on and from 11th August, 2017.**

The Register of Members and Share Transfer Register will remain closed from 5th August, 2017 to 11th August, 2017 (both days inclusive) to determine the members entitled to the dividend for 2016-17.

**d) The name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s):**

The Company is listed on the following Stock Exchange and has made an application to NSE Limited for listing which is under process. The Company has paid the listing fees to the BSE Limited.

The BSE Limited,  
P. J. Towers, Dalal Street,  
Mumbai – 400 001

**e) Stock Code**

ISIN No. : INE451D01011

Scrip Code : 517522 (BSE)

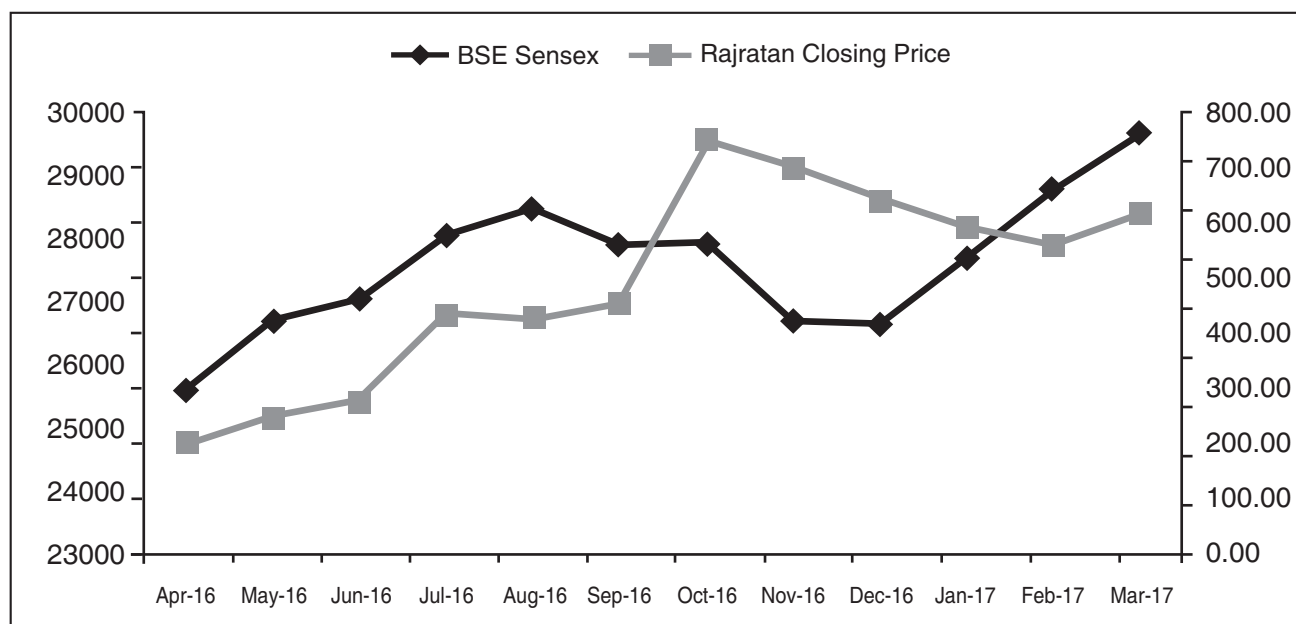
**f) Stock Market Price Data: Monthly High and Low prices of Equity Shares of the Company quoted at the Stock Exchange, Mumbai during the year 2016-17.**

	Price per equity share of face value of ₹ 10/-			Price per equity share of face value of ₹ 10/-	
Month	High	Low	Month	High	High
April	235.00	166.00	October	750.00	456.20
May	274.00	181.50	November	875.00	552.10
June	280.50	238.00	December	714.00	590.00
July	460.00	251.00	January	708.00	588.50
August	460.00	390.00	February	625.00	530.10
September	480.00	400.00	March	626.00	555.55



**g) Performance in comparison to broad-based indices such as BSE Sensex, CRISIL Index etc.:**

**BSE – Closing Index Vs. Closing Price of Share April 2016 to March 2017.**



**h) In case the securities are suspended from trading, the Directors' Report shall explain the reason thereof:** Not applicable.

**i) Registrar to an issue and Share Transfer Agent**

M/s. Link Intime India Private Limited

C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083

Ph: 022-25946970, Fax No. 022 - 25946969

Designated email id for investor communication: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**j) Share Transfer System**

The Board has authorized Stakeholder Relationship Committee to approve/authorize matters relating to share transfers/transmission, issue of duplicate shares, etc. At each Board Meeting, the Directors are apprised of the details of transfer/transmission/issue of duplicate shares authorized by the Stakeholder Relationship Committee. The Company has appointed Link Intime India Pvt. Ltd. as Registrar and Share Transfer Agents for physical transfer of securities as well as dematerialization/rematerialization of securities.

**k) Distribution of shareholding -**

Distribution of shareholding as on 31st March, 2017 is as under:

Share Range From - To	No. of Shareholders	% of Shareholders	Total Share	% of Issued Capital
1 - 500	3991	91.2855	379101	8.7114
501 - 1000	195	4.4602	141879	3.2602
1001 - 2000	101	2.3120	145579	3.3453
2001 - 3000	32	0.7319	80189	1.8427
3001 - 4000	11	0.2516	39890	0.9166
4001 - 5000	4	0.0915	18550	0.4263
5,001 - 10,000	14	0.3202	98828	2.2710
10,001 - *****	24	0.5489	3447784	79.2266
	<b>4372</b>	<b>100.0000</b>	<b>4351800</b>	<b>100.0000</b>

**Shareholding Pattern :**

Shareholding pattern as on 31st March, 2017 is as under:

Distribution of Shareholding according to the categories of shareholders as on 31st March, 2017

Categories	No. of Shares	Amount in ₹	% to Total
Promoters	27,10,491	2,71,04,910	62.28
Financial Institutions, Banks	1,000	10,000	0.02
Mutual Funds, UTI	3,24,420	32,44,200	7.45
Foreign Institutional Investors	-	-	-
NRIs / OCBs	29,318	2,93,180	0.67
Other Bodies Corporate	2,68,760	26,87,600	6.17
Public	975938	9759380	22.42
Others	41873	418730	0.96
<b>Total</b>	<b>43,51,800</b>	<b>4,35,18,000</b>	<b>100.00</b>

**1) Dematerialization of shares and liquidity:**

The shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the Depository system, Members are requested to avail the facility of dematerialization of shares with either of the Depositories as aforesaid. As on March 31, 2017, 97.86% of the share capital stands dematerialized. The equity shares of the Company are traded at BSE Limited.

**Details of Demat Shares as on 31st March, 2017**

Particulars	No. of Shareholders	No. of Shares	% of Capital
NSDL	2392	2807057	64.50
CDSL	1399	1451808	33.36
<b>Sub-total</b>	<b>3791</b>	<b>4258865</b>	<b>97.86</b>
Shares in physical form	581	92935	2.13
<b>Grand Total</b>	<b>4372</b>	<b>4351800</b>	<b>100</b>

**m) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:** As on date, the Company has not issued these types of securities.

**n) Commodity price risk or foreign exchange risk and hedging activities:** The Company follows a conservative and risk-averse approach towards managing its foreign currency exposure. Hence, the Company endeavors to mitigate the risk associated with the exchange rate fluctuation by entering into a hedging contracts with the Company's Bankers. As of now the Company does not do any hedging in respect of commodities.

**o) Plant Location:** 200 A & B, Sector I, Pithampur, Dist. Dhar, M. P

**q) Address for Correspondence:**

Shareholders should address their correspondence to the Company's Registrar & Share Transfer Agents at the address as under:

M/s. Link Intime India Private Limited

C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083

Ph: 022-25946970, Fax no. 022 - 25946969

Designated email id for investor communication: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Shareholders may also contact:

Company Secretary at the Registered Office of the Company for any assistance:

"Rajratan House"

11/2, Meera Path,

Dhenu Market, Indore -3, M. P.

Ph: 0731 - 2546401

Designated email id for investor communication: [investor.cell@rajratan.co.in](mailto:investor.cell@rajratan.co.in)

**11. OTHER DISCLOSURES**

Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large: None

Details of non-compliance by the listed entity, penalties, and strictures imposed on the listed entity by stock exchange(s) or the Board or any statutory authority on any matter related to capital markets during the last three years: The Adjudicating Officer of SEBI has levied penalty on the promoters of the Company for alleged violation of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 in the previous years, against which the promoters have preferred an appeal before honorable Securities Appellate Tribunal, which is under consideration.

Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the audit committee; The Company has adopted a whistle blower policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the chairman of the audit committee. The said policy has been also put up on the website of the Company i.e. [www.rajratan.co.in](http://www.rajratan.co.in).

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements - The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Adoption of Non-Mandatory Requirements

**I. The Board**

Since the Company does not have a Non-Executive Chairman, it does not maintain such office.

**II. Shareholder Rights**

Half yearly financial results are forwarded to the Stock Exchanges and uploaded on the website of the Company like quarterly results.

**III. Audit Qualifications**

During the year under review, there was no audit qualification in the Auditors' Report on the Company's financial statements.

**IV. Separate posts of Chairman and CEO**

The company has neither appointed any chairman nor the CEO.

**V. Reporting of Internal Auditor**

The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meeting and regularly attends the Meeting for reporting their findings of the internal audit to the Audit Committee Members.

**e) Disclosure of commodity price risks and commodity hedging activities:**

The Company does not do any hedging in respect of commodities

**12. Disclosures with respect to Demat suspense account/ unclaimed suspense account: Not applicable**

**13. The disclosure of the compliance with corporate governance requirements specified in Regulation 17 to 27 and Clause (b) to (i) of sub-regulation (2) of Regulation 46 shall be made in the Section on Corporate Governance of the Annual Report.**

The Company has complied with all Corporate Governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-Regulation (2) of Regulation 46.

**14. Code of Conduct**

The members of the board and senior management personnel have affirmed the compliance with the Code applicable to them during the year ended March 31, 2017. The Annual Report of the Company contains a Certificate by the Managing Director based on the compliance declarations received from Independent Directors, Non-Executive Directors and Senior Management. The said Code is also displayed under the Investor Relations section on the Company's website '[www.rajratan.co.in](http://www.rajratan.co.in)'.

**15. Disclosure of Accounting Treatment**

The Company has followed the treatment laid down in the Accounting Standards prescribed by the Institute of Chartered Accountants of India, in the preparation of financial statements. There are no audit qualifications in the Company's financial statements for the year under review.

**16. Reconciliation of share capital audit:**

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the national securities depository limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

**17.** The details about the subsidiary companies of the company have been provided in the board's report and AOC - 1 forming part of this Annual Report.

**18. CEO/CFO CERTIFICATION**

As required under Regulation 17 (8) of the Listing Regulations, the CEO and CFO Certification of the Financial Statements, the Cash Flow Statement and the Internal Control Systems for financial reporting for the financial year ended March 31, 2017, which was signed by the Managing Director of the Company, was placed before Board of Directors at its Meeting.

Place : Indore

Dated : 16<sup>th</sup> May, 2017

By Order of the Board

**SUNIL CHORDIA**  
MANAGING DIRECTOR  
DIN - 00144786

**DECLARATION**

This is to certify that the Company has laid down Code of Conduct for all Board Members and Senior Management of the Company and the copies of the same are uploaded on the website of the Company - [www.rajratani.co.in](http://www.rajratani.co.in)

Place : Indore

Date : 16<sup>th</sup> May, 2017

**SUNIL CHORDIA**  
MANAGING DIRECTOR  
DIN - 00144786

**ANNEXURE – IX**  
**CERTIFICATE ON CORPORATE GOVERNANCE**

**To,**  
**The Members of**  
**Rajratan Global Wire Limited**  
**‘Rajratan House’ 11/2 Meera Path**  
**Dhenu Market, Indore**  
**CIN : L27106MP1988PLC004778**

We have examined the compliance of conditions of Corporate Governance by M/s. Rajratan Global Wire Limited, Indore for the year ended on 31.03.2017, as stipulated in SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015. The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to review of the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We state that such compliance is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

**Place: Indore**  
**Dated: 16th May, 2017**

**For and on behalf of**  
**M/s. FADNIS & GUPTE**  
**Chartered Accountants**  
**FRN : 006600C**

**(C.A. Vikram Gupte)**  
**Partner**  
**M. No. 074814**

**ANNEXURE X**  
**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**Industry Structure and Developments**

Any outlook for Financial Year 2017-18 will have an underlying sentiment of uncertainty triggered by global events. The forecast for India continues to be strong. During the Financial Year 2016-17, various trade measures were put in place by the Government to protect the steel industry from cheap imports, including anti dumping duties and Minimum Import Price, which provided a significant relief to domestic steel producers. This in turn has adversely affected the steel wire manufacturers, resulting into fewer suppliers and higher cost of raw material mainly wire rods.

Since the product of the Company has direct nexus with tyre industry and the consumption of tyres depends on the movement of commercial vehicles which is dependent on movement of cement, coal and steel and these things are linked to government policies and infrastructure budgets.

The Indian tyre industry was affected by the demonetization in the second half of the Financial Year 2016-17 and in last quarter of Financial Year 2016-17 it was hampered by the industry's migration from BS-III to BS-IV emission norms. The outlook for the Financial Year 2017-18 is optimistic in the expectation of higher economic growth and implementation of GST, which will allow free movement of goods across India. It is expected to have a very positive impact on transportation industry.

**Opportunities and Threats**

In India, the company has a healthy lead over its competition in terms of capacity and market share. The Company's product has been widely accepted by the market and there are prospects of scaling up the market share in the Financial Year 2017-18. Rajratan Thailand has state of art plant, and is well positioned to grow relationship with customers in Thailand and other export destinations.

Economic downturn or slowdown in the key markets (India and Export) can lead to decrease in volumes and capacity utilization for Rajratan India and Thailand. Increased competition from Indian and global players could impact its growth plans and/or profitability. There is a continued threat of raw material price volatility and this translates into pressure on margins, in case, of a rise in raw material prices.

**Segment-wise or product-wise performance and discussion on financial performance with respect to operational performance.**

The company performs in one segment only i.e. Tyre Bead Wire. Annual revenue from operation for Financial Year 2016-17 stood ₹ 176.60 Crores as compared to 206.89 Crores of last year. The decrease in revenue was due to decrease in Merchant Sales to the wholly owned subsidiary, Rajratan Thai Wire Co. Limited, Thailand. Production during Financial Year 2016-17 stood at 30,026 MT against 31,427 MT i.e. decreased by 1401 MT. Annual profit before tax stood at ₹ 12.06 Crore (including Wind Mill) as compared to ₹ 14.63 Crore in Financial Year 2015-16. Profit of Windmill in Financial Year 2016-17 stood 65.00 Lacs against ₹ 71.00 Lacs in Financial Year 2015-16.



The total finance cost of the company for the Financial Year 2016-17 was ₹ 6.85 Crores against ₹ 8.18 Crores in last year i.e. reduction in finance cost by ₹ 1.33 Crores. mainly on account of reduction in interest and bank charges and better utilization of fund based limits.

### **Outlook and Risks**

The global economy continues to remain under pressure from the continuous political, policy and economical uncertainties across the world. It is however expected that the global growth should stabilize in future. The Indian GDP growth rate continues to be one of the fastest growing large economies of the world. The enactment of GST legislation has been a milestone reform that will create a win-win situation for all stakeholders and is expected to further boost economic growth. However, there could be temporary challenges.

The main factor in determining a company's capability to create sustainable value, is the risks in which the company operates and its ability to manage them effectively. Many risks exist in a company's operating environment and they emerge on a regular basis. The company regularly assesses the risks and threats to the business. These include areas such as market trends, new competition, changing customer preferences, disruptions in supplies, product development, talent management etc. Factors which may affect the Company's business includes rise in prices of raw material, interest rates, trade or government policies, down trend in the automobile and tyre industry. With continuous efforts towards quality improvement, customer satisfaction, cost control your company is well positioned to capture the opportunities.

### **Internal Control System and their adequacy.**

The Company has a comprehensive system of internal control to safeguard the Company's assets against the loss from unauthorized use and ensure proper authorization of financial transactions. The Company has internal control systems commensurate with the size and nature of the business and has experienced personnel positioned adequately in the organization to ensure internal control process and compliances. The Company takes abundant care in designing, reviewing and monitoring regularly the working of internal control systems and internal control compliances for all important financial internal control processes. The Audit findings are reported on quarterly basis to the Audit Committee of the Board headed by a Non-executive Independent Director.

The Company maintains a system of internal controls designed to provide a high degree of assurance regarding the effectiveness and efficiency of operations, the reliability of financial controls and compliance with laws and regulations

Material developments in Human Resources/Industrial Relations front, including number of people employed

The employees are the foundation for the success of Rajratan group. Employees are one of the key strengths of the company and HR plays an important role of managing, guiding and motivating the Company's workforce. At Rajratan, our vision drives our ambitions and our people define our business excellence. During the year under review, the Industrial relations were cordial throughout the year and the Company has initiated many programs on up-skilling its manpower. As an ongoing exercise, the Company has continued to look at, identify, create and execute seamlessly, initiatives which enhance productivity and efficiency. In order to provide a safe and efficient working environment, HR has taken multiple initiatives around health and capability building of the employees.

### **Cautionary Statement**

Statements made in this report in describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. These statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized by the Company Actual results could differ materially from those expressed in the statements or implied due to the influence of external and internal factors which are beyond the control of the Company.

The Company assumes no responsibility to publically amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

For and on behalf of the Board

Place: Indore  
Dated: 16th May 2017

**Sunil Chordia**  
Managing Director  
DIN - 00144786

**Chandrashekhar Bobra**  
Director  
DIN - 00209498

## ANNEXURE-XI

## Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

## Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in ₹)

Sr. No.	Particulars	Details		
1	Sr. No.	1	2	3
2	Name of the subsidiary	Rajratan Thai Wire Co. Ltd.	Swaraj Technocrafts Pvt. Ltd.	Cee Cee engineering Industries Pvt. Ltd.
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	April 2016 to March 2017	April 2016 to March 2017	April 2016 to March 2017
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Reporting Currency – Thai Baht Exchange Rate – For Balance sheet Items = 1 Thai Baht = ₹ 1.8887 For profit and loss items = Thai Baht = ₹ 1.91037	Not Applicable	Not Applicable
5	Share capital	490,438,729	1,750,000	600,000
6	Reserves & surplus	(217,141,710)	9,624,628	27,055,185
7	Total assets	1,005,086,232	77,297,327	32,228,197
8	Total Liabilities	1,005,086,232	77,297,327	32,228,197
9	Investments	-	-	-
10	Turnover	1,112,123,927	89,184,534	1,906,117
11	Profit before taxation	133,294,534	(953,187)	(2,233,055)
12	Provision for taxation	-	(236,967)	(62,595)
13	Profit after taxation	133,294,534	(716,220)	(2,295,649)
14	Proposed Dividend	Nil	Nil	Nil
15	% of shareholding	100%	68%	100%

Notes:

The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations – Nil
- Names of subsidiaries which have been liquidated or sold during the year – Nil

**Part "B": Associates and Joint Ventures**

There are no Associates and Joint Ventures. Hence, it is not applicable

As per our Audit Report of even dated.

**FOR FADNIS AND GUPTE**  
**CHARTERED ACCOUNTANTS**  
**FRN : 006600C**

**FOR AND ON BEHALF OF BOARD**

**(CA. VIKRAM GUPTE)**  
 PARTNER  
 M.No. 074814

**(SUNIL CHORDIA)**  
 MANAGING DIRECTOR  
 DIN:00144786

**(CHANDRASHEKHAR BOBRA)**  
 DIRECTOR  
 DIN:00209498

Indore  
 Dated : 16<sup>th</sup> May, 2017

**CERTIFICATE**

**To,  
The Members of  
Rajratan Global Wire Limited  
CIN : L27106MP1988PLC004778  
Indore**

We have examined the compliance of conditions of Corporate Governance by M/s. Rajratan Global Wire Limited, Indore for the year ended on 31.03.2017, as stipulated in Listing Regulation.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to review of the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

We state that such compliance is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For and on behalf of  
M/s. FADNIS & GUPTE**  
Chartered Accountants  
FRN : 006600C

**(C.A. Vikram Gupte)**  
Partner  
M. No. 074814

Indore : 452001  
Dated : 16<sup>th</sup> May 2017

# INDEPENDENT AUDITOR'S REPORT

To,  
The Shareholders of  
Rajratan Global Wire Limited  
Indore.

## Report on the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of **Rajratan Global Wire Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss and the Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Principles Generally Accepted In India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate Internal Financial Controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Principles Generally Accepted In India, of the state of affairs of the Company as at 31st March, 2017 and its profit and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the As required by the Companies (Auditor's Report) Order, 2016 ("the order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act read with, Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of written representations received from the Directors as on 31st March, 2017 taken on records by the Board of Directors, none of the director is disqualified as on 31st March, 2017 from being appointed as a director in terms of section 164(2) of the Act; and
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigation on its financial position in its Financial Statements- Refer Note 26.1 (d) to the Financial Statements;
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - (iv) The Company has provided the requisite disclosures in its financial statements as to holding as well as dealings in Specified Bank Notes during the period from 8th November 2016 to 30th December 2016 and that the same are in accordance with the books of accounts maintained by the company.

**FOR FADNIS & GUPTE**

Chartered Accountants

FRN : 006600C

**(CA.Vikram Gupta)**

Partner

M.No. 074814

Place of Signature: Indore

Date: 16.05.2017

## ANNEXURE TO THE AUDITOR'S REPORT

(As referred to in our Independent Auditor's Report of even date)

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As informed and explained to us, the management, during the year, has physically verified the items of the fixed assets of the company at reasonable interval and no significant discrepancies were noticed on such physical verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) As informed and explained to us the inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (iii) The company has granted unsecured loans amounting to ₹ 10,31,02,227/- (Previous Year ₹ 9,40,21,196/-) to two body corporate (Previous Year- One) covered in the register maintained under Section 189 of the Companies Act, 2013 ("the Act").
  - (a) The terms and conditions of the grant of such loans are not prejudicial to the company's interest.
  - (b) The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand.
  - (c) Accordingly, paragraph 3(iii)(c) of the Order is not applicable to the Company in respect of repayment of the principal amount.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) According to the information and explanations given to us, the company has not accepted any deposits under sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act and are

of the opinion that prima facie, the prescribed accounts and records have been made and maintained.

- (vii) (a) According to the books of accounts and records examined by us according to generally accepted auditing practices in India, in our opinion, the company has been regular in depositing undisputed statutory dues. According to the information and explanations given to us, there were no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income tax, Sales Tax, Customs Duty, Excise Duty, Service Tax, Cess and other material statutory dues which have remained outstanding as at 31st March, 2017 for a period of more than six months from the date they became payable.
- (b) There are no disputed dues on account of Custom Duty, Wealth Tax/Cess that have not been deposited. The disputed dues on account of the Sales Tax, Income Tax, Excise Duty and the Service Tax are as under:-

Particulars	Financial Year	Amount (₹)	Forum where the Dispute is pending
Income tax	2003-04	2,00,000/-	CIT (A) -II Indore
Income tax	2013-14	49,66,822/-	CIT (A) -II Indore
Central sales tax	2008-09	9,55,403/-	Appellate Board, Bhopal
Central sales tax	2009-10	2,21,155/-	Appellate Board, Bhopal
Central sales tax	2011-12	5,06,565/-	Appellate Board, Bhopal
Central sales tax	2012-13	94,312/-	Appellate Board, Bhopal
Central sales tax	2013-14	3,53,772/-	Appellate Board, Bhopal
Central sales tax	2015-16	1,80,555/-	Before Commercial Tax Officer, Villupuram
Central sales tax	2014-15	68,042/-	Before ACCT(A), Indore
VAT	2014-15	4,32,439/-	Before ACCT(A), Indore
Service tax	2005-06	5,84,233/-	Customs, Central Excise & Service Tax Appellate Tribunal, New Delhi
Service tax	2004 to 15	24,20,603/-	Appeal filed before Commissioner (A), Bhopal
Service tax	2014-15	1,07,191/-	Appeal filed before Commissioner (A), Bhopal
Service tax	2014-16	46,80,551/-	Appeal filed before Commissioner (A), Bhopal
Excise	2005 to 09	11,52,642/-	Appeal filed before Commissioner (A), Bhopal
Excise	2015-16	14,663/-	Appeal filed before Commissioner (A), Bhopal
Excise	2015-16	42,84,025/-	Appeal filed before Commissioner (A), Bhopal

- (viii) According to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- (ix) Paragraph 3(ix) of the Order is not applicable to the Company in respect of initial public offer or further public offer.
- (x) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year under audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion, the company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, the provisions of clause (xii) of Para 3 of the said order are not applicable to the company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934

**FOR FADNIS & GUPTE**  
Chartered Accountants  
FRN : 006600C  
(CA. Vikram Gupta)  
Partner  
M.No. 074814

Place of Signature: Indore  
Date: 16th May, 2017

## Annexure - B to the Auditors' Report

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Rajratan Global Wire Limited** ("the Company"), as of 31 March, 2017 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR FADNIS & GUPTE**  
Chartered Accountants  
FRN : 006600C  
(CA. Vikram Gupta)  
Partner  
M.No. 074814

Place of Signature: Indore  
Date: 16th May, 2017



**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2017**  
(CIN No.L27106MP1988PLC004778)

(Amount in ₹)

PARTICULARS	NOTE NO.	AS AT 31 <sup>ST</sup> MARCH, 2017	AS AT 31 <sup>ST</sup> MARCH, 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	43,518,000	43,518,000
(b) Reserves and Surplus	3	945,697,384	865,197,746
		<u>989,215,384</u>	<u>908,715,746</u>
<b>(2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	4	82,000,000	138,000,000
(b) Deferred Tax Liabilities (Net)	5	81,439,174	80,393,240
		<u>163,439,174</u>	<u>218,393,240</u>
<b>(3) Current Liabilities</b>			
(a) Short-Term Borrowings	6	420,242,165	316,387,758
(b) Trade Payables	7	34,324,867	69,461,920
(c) Other Current Liabilities	8	66,029,842	80,879,570
(d) Short-Term Provisions	9	18,499,484	20,176,486
		<u>539,096,358</u>	<u>486,905,734</u>
<b>Total</b>		<b><u>1,691,750,916</u></b>	<b><u>1,614,014,720</u></b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	10	417,125,656	397,696,918
(ii) Capital work-in-progress		7,839,562	28,034,422
(b) Non-Current Investments	11	419,257,144	389,257,144
(c) Long Term Loans and Advances	12	112,991,207	109,333,757
		<u>957,213,569</u>	<u>924,322,241</u>
<b>(2) Current Assets</b>			
(a) Inventories	13	126,611,391	151,715,204
(b) Trade Receivables	14	497,923,278	466,887,030
(c) Cash and Bank Balances	15	23,176,211	26,771,755
(d) Short-Term Loans and Advances	16	86,200,882	43,600,670
(e) Other Current Assets	17	625,585	717,820
		<u>734,537,347</u>	<u>689,692,479</u>
<b>Total</b>		<b><u>1,691,750,916</u></b>	<b><u>1,614,014,720</u></b>

Notes attached to and forming part of accounts.

I

As per our Audit Report of even dated.

**FOR FADNIS AND GUPTE**  
**CHARTERED ACCOUNTANTS**  
**FRN : 006600C**

**FOR AND ON BEHALF OF BOARD**

**(CA. VIKRAM GUPTE)**  
PARTNER  
M.No. 074814

**(SHUBHAM JAIN)**  
COMPANY SECRETARY

**(CHANDRASHEKHAR BOBRA)**  
DIRECTOR  
DIN:00209498

**(SUNIL CHORDIA)**  
MANAGING DIRECTOR  
DIN:00144786

Indore  
Dated : 16<sup>th</sup> May, 2017

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2017**  
(CIN No.L27106MP1988PLC004778)

(Amount in ₹)

PARTICULARS	NOTE NO.	YEAR ENDED 31 <sup>ST</sup> MARCH, 2017	YEAR ENDED 31 <sup>ST</sup> MARCH, 2016
<b>I</b> Revenue from Operations	18	1,977,064,825	2,284,428,874
Less : Excise Duty		210,970,624	215,445,372
Revenue from Operations (Net)		1,766,094,201	2,068,983,502
<b>II</b> Other Income (include Prior Period Income ₹ Nil, Previous year ₹ 217,196/-)	19	24,591,011	13,333,696
<b>III Total Revenue (I +II)</b>		<b>1,790,685,212</b>	<b>2,082,317,198</b>
<b>IV Expenses:</b>			
Cost of materials consumed	20	1,050,504,647	1,050,831,738
Purchase of Stock-in-Trade	21	43,527,474	236,689,934
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	(12,037,404)	34,545,783
Employee benefit expense	23	109,927,187	103,663,700
Finance costs	24	68,481,535	81,766,907
Depreciation and amortization expense		33,509,562	30,750,777
Other expenses	25	376,148,949	397,767,268
<b>Total Expenses</b>		<b>1,670,061,950</b>	<b>1,936,016,107</b>
<b>V</b> Profit before exceptional and extraordinary items and tax (III-IV)		120,623,262	146,301,091
<b>VI</b> Exceptional & Extra Ordinary Items		-	-
<b>VII</b> Profit Before Tax (V-VI)		120,623,262	146,301,091
<b>VIII</b> Tax Expense:			
(1) Current tax (Includes (excess)/short provision of Tax ₹ 27,692/- of earlier year (Previous year (-) ₹ 14,73,949/-)		39,077,692	50,326,051
(2) Deferred tax		1,045,934	(432,438)
<b>IX</b> Profit/(Loss) for the Year from continuing operations (VII-VIII)		80,499,636	96,407,478
<b>X</b> Profit/(Loss) from discontinuing operation		-	-
<b>XI</b> Profit/(Loss) for period (IX+X)		<b>80,499,636</b>	<b>96,407,478</b>
<b>XII</b> Earning per equity share:			
(1) Basic		18.50	22.15
(2) Diluted		18.50	22.15

Notes attached to and forming part of accounts.

As per our Audit Report of even dated.

**FOR FADNIS AND GUPTE**  
**CHARTERED ACCOUNTANTS**  
**FRN : 006600C**

**FOR AND ON BEHALF OF BOARD**

**(CA. VIKRAM GUPTE)**  
PARTNER  
M.No. 074814

**(SHUBHAM JAIN)**  
COMPANY SECRETARY

**(CHANDRASHEKHAR BOBRA)**  
DIRECTOR  
DIN:00209498

**(SUNIL CHORDIA)**  
MANAGING DIRECTOR  
DIN:00144786

Indore  
Dated : 16<sup>th</sup> May, 2017

**CASH FLOW STATMENT FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2017**  
(CIN No.L27106MP1988PLC004778)

PARTICULARS	2016-2017	2015-2016
<b>A) CASH FLOW FROM OPERATING ACTIVITIES:</b>		
NET PROFIT BEFORE TAX & EXTRA ORDINARY ITEMS	120,623,262	146,301,091
<b>Add: ADJUSTMENT FOR</b>		
Depreciation	33,509,562	30,750,777
Interest & Finance Charges	68,481,535	81,766,907
Dividend Income	(300)	(300)
Profit/Loss on sale of assets	1,399,745	(736,979)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>224,013,804</b>	<b>258,081,496</b>
<b>ADJUSTMENT FOR:</b>		
Trade & Other Receivables	(77,201,674)	195,418,683
Inventories	25,103,812	53,221,140
Trade and other Payables	(46,868,343)	(203,068,392)
Increase/(Decrease) in Working Capital Limits	103,854,407	(116,329,340)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>228,902,007</b>	<b>187,323,588</b>
Direct Taxes Paid	(37,587,843)	(42,421,191)
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>191,314,164</b>	<b>144,902,397</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Fixed Assets	1,393,684	6,365,905
Dividend Income	300	300
Purchase of Fixed Assets	(35,536,869)	(53,372,428)
Current Investment	-	-
Non current Investment	(30,000,000)	-
<b>NET CASH FROM INVESTING ACTIVITIES (B)</b>	<b>(64,142,885)</b>	<b>(47,006,223)</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Interest Paid	(68,481,535)	(81,766,907)
Proceeds from Long Term Borrowings	(56,000,000)	(37,981,590)
Dividend Paid	(5,222,160)	(4,351,800)
Dividend Tax Paid	(1,063,127)	(870,249)
<b>NET CASH FROM FINANCING ACTIVITIES (C)</b>	<b>(130,766,822)</b>	<b>(124,970,546)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>(3,595,544)</b>	<b>(27,074,372)</b>
<b>OPENING BALANCE OF CASH &amp; BANK BALANCES</b>		
Cash & Cash Equivalents	289,630	30,307,503
Other Bank Balances	26,482,125	23,538,624
	<b>26,771,755</b>	<b>53,846,127</b>
<b>CLOSING BALANCE OF CASH &amp; BANK BALANCES</b>		
Cash & Cash Equivalents	632,634	289,630
Other Bank Balances	22,543,577	26,482,125
	<b>23,176,211</b>	<b>26,771,755</b>

**FOR FADNIS AND GUPTÉ**  
**CHARTERED ACCOUNTANTS**  
**FRN : 006600C**

**FOR AND ON BEHALF OF BOARD**

**(CA. VIKRAM GUPTÉ)**  
PARTNER  
M.No. 074814

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DIRECTOR  
DIN:00209498

**(SUNIL CHORDIA)**  
MANAGING DIRECTOR  
DIN:00144786

Indore  
Dated : 16<sup>th</sup> May, 2016

## **SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS FORMING PART OF THE BALANCE SHEET AS ON 31ST MARCH, 2017.**

### **Overview**

Rajratan Global Wire Company Limited ('the Company') alongwith its wholly owned subsidiary, M/s. Rajratan Thai Wire Company Limited is engaged in the business of manufacturing and sale of Tyre Bead Wire. Another wholly owned subsidiary M/s. Cee Cee Engineering Industries Pvt. Ltd. is engaged in manufacturing of material handling equipment, industrial machinery and spare parts thereof made of steel, iron, stainless steel or any other metals or alloys. The Company is having 68% holding in M/s. Swaraj Technocrafts Pvt. Ltd. which is engaged in manufacturing of Wiredrawing Machinery and Tools. In addition, the Company has a Wind Mill located in India for generation of electricity.

### **1 Significant Accounting Policies**

#### **1.1 Basis of Preparation of Financial Statements**

The financial statements are prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and comply with the Accounting Standards prescribed u/s 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

#### **1.2 Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

#### **1.3 Fixed assets and Depreciation**

The company has adopted cost model as prescribed in Accounting Standard AS-10 (Revised) "Property, Plant & Equipment".

##### **Recognition**

The cost of an item of property, plant and equipment is recognized as an asset if, and only if:

- (a) it is probable that future economic benefits associated with the item will flow to the enterprise; and
- (b) the cost of the item can be measured reliably.

##### **Subsequent Cost**

The Company recognizes in the carrying amount of an item of Property, Plant & Equipment, the cost of replacing a part of an item, when that cost is incurred provided the recognition criteria as mentioned above are met. The carrying amount of those parts that are replaced is derecognized in accordance with the de-recognition provisions mentioned in the Accounting Standard. The cost of day to day servicing of an item of Property, Plant & Equipment is recognized in the Statement of Profit & Loss as and when incurred.

##### **Measurement**

Fixed assets are stated at acquisition cost less accumulated depreciation. The cost of fixed assets comprises its purchase price including import duties and other non-refundable taxes or levies and any directly, attributable cost of bringing the asset to the working condition for its intended use.

##### **Depreciation**

Depreciation is provided on the straight-line method (SLM). The technical estimates of useful life are in confirmatory with those prescribed in Schedule II to the Companies Act, 2013.

Each part of an item of Property, Plant & Equipment with a cost that is significant in relation to total cost of the Machine is depreciated separately, if it's useful life is different than the life of the Machine.

The depreciation on the assets capitalized/sold during the year is charged on prorata basis.

##### **Capital Work in Progress**

Capital Work-In-Progress includes the cost of fixed assets that are not ready to use at the Balance Sheet date. Advances paid for Capital Assets are not considered as Capital Work-in-Progress but classified as Long Term Advances.

The details of change in the Accounting Policy of the Company and the impact thereof is mentioned in Note No. 34(a).

#### **1.4 Impairment of Assets**

The Company assesses at each balance sheet date whether there is any indication that an asset or a group of assets (Cash Generating Unit) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the

asset or a group of assets. If such recoverable amount of the asset or the recoverable amount of the Cash Generating Unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit & Loss. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

### **1.5 Investments**

Investments are classified into current and non-current investments.

Investments classified as Non Current investment are carried at cost. Provision for diminution, if any, is made to recognize a decline other than temporary, in the value of the investment.

Investment in Rajratan Thai Wire Ltd., Thailand, being a non-monetary item which is carried in terms of historical cost denominated in Thai Baht, is reported using the exchange rate at the date of transaction. Exchange differences arising on loans, which in substance form part of net investments in Rajratan Thai Wire Co. Ltd., are accumulated in Foreign Currency Translation Reserve. However as at the Balance Sheet date, there are no such loans which are in substance in the nature of net investment.

Non Current Investments in subsidiary companies intended to promote the trade or business, are classified as Trade Investments.

Current investments are stated at lower of cost and fair value.

### **1.6 Inventories**

- (a) Inventories are valued at cost or net realizable value whichever is lower.
- (b) The cost of inventories comprise all costs of purchase including duties and taxes (other than those subsequently recoverable from the taxing authorities), conversion cost and other costs incurred in bringing the inventories to their present location and condition.
- (c) The cost formulas used are Weighted Average Cost in case of Raw Material and First-in-First Out (FIFO) in case of Ancillary Raw Material and Consumable Spares.
- (d) Excise Duty is included in the value of finished goods inventory.

### **1.7 Revenue recognition**

- (a) Revenue from sale of products is recognized on transfer of all significant risk and rewards of ownership of products to the customers, which is generally on dispatch of goods. Sales are stated exclusive of Value Added Tax.
- (b) Dividend income is recognized when the right to receive the dividend is established.
- (c) Interest income is recognized on the time proportion basis.
- (d) Export incentives receivable are accounted for when the right to receive the credit is established and there is no significant uncertainty regarding the ultimate collection of export proceeds.

### **1.8 Employee Benefits**

- (a) Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and short term compensated absences, etc. are recognized in the period in which the employee renders the related services.

- (b) Post-Employment Benefits

- (i) Defined Contribution Plans: The Employee State Insurance Scheme and Contributory Provident Fund administered by Provident Fund Commissioner are defined contribution plans. The Company's contribution paid/payable under the schemes is recognized as expense in the Statement of Profit and Loss during the period in which the employee renders the related service.
- (ii) Defined Benefit Plans: The present value of the company's obligation towards gratuity payment to employees is determined based on the actuarial valuation, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, are as per actual valuation.

Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.



### **1.9 Foreign Currency Transactions**

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss for the year.

Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss.

The premium or the discount on forward exchange contracts not relating to firm commitments or highly probable forecast transactions and not intended for trading or speculation purpose is amortized as expense or income over the life of the contract.

### **1.10 Borrowing Costs**

The borrowing costs that are directly attributable to the acquisition, construction or productions of a qualifying asset are capitalized as part of the cost of that asset. The amount of borrowing cost eligible for capitalization is determined in accordance with Accounting Standard (AS)-16 Borrowing Costs issued by the Institute of Chartered Accountants of India (ICAI) and specified u/s 133 of the Act read with Rule 7 of the Companies (Accounts) Rule, 2014.

### **1.11 Research and Development**

Expenditure on research phase is recognized as an expense when it is incurred. Expenditure on development phase is recognized as an intangible asset if it is likely to generate probable future economic benefits.

### **1.12 Taxation**

Tax expenses for the current year comprises of current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of Income Tax Act, 1961. Deferred tax is recognized, on timing differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

### **1.13 Lease**

The Company classifies leases, where the lessor effectively retains substantially all the rights and benefits of ownership over the lease term, as Operating Leases. Operating lease rentals are recognized as an expense over the lease period.

The leasehold land for 99 years lease with an option to renew for a further period of 30 years has been classified as finance lease. The premium paid on land acquisition together with the incidental cost is amortized over the period of lease.

### **1.14 Earning Per Share**

Basic and diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year. There are no diluted potential equity share.

### **1.15 Provisions for contingencies**

Provisions for contingencies comprise liabilities of uncertain timing or amount. Provisions are recognized when the company recognizes that it has a present obligation as a result of past events and it is more likely that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.

Disclosures for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resource. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Loss/contingencies arising from claims, litigation, assessment, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

Contingent assets are not recognized in the financial statements.

## NOTES FORMING PART OF FINANCIAL STATEMENTS

PARTICULARS		AS AT 31 <sup>ST</sup> MARCH-2017	AS AT 31 <sup>ST</sup> MARCH-2016		
2.	<b>SHARE CAPITAL</b>				
2.1	<b>Authorised:</b> 8,000,000 Equity Shares of ₹ 10/- each (Previous year 8,000,000 Equity Share of ₹ 10/- each)	<b>80,000,000</b>	<b>80,000,000</b>		
2.2	<b>ISSUED, SUBSCRIBED AND FULLY PAID UP:</b> 4,351,800 fully paid Up Equity Share of ₹ 10/- each (Previous Year 4,351,800 fully paid up Equity Shares or ₹ 10/- each)	43,518,000 <b>43,518,000</b>	43,518,000 <b>43,518,000</b>		
2.3	<b>Par Value Per Share</b>	₹ 10/-	₹ 10/-		
2.4	<b>Reconciliation of Number of Shares</b> Shares outstanding as at 1st April, 2016/1st April, 2015 Shares outstanding at the end of the year	4,351,800 4,351,800	4,351,800 4,351,800		
2.5	The company has only one class of shares having a par value of ₹ 10/- per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval by the shareholders of the company in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. During the year ended 31st March, 2017, the amount of per share dividend proposed as distributions to equity share holders is ₹ 1.5 per Share (Previous Year ₹ 1.2 per Share). The total dividend proposed for the year ended March 31, 2017 amounts to ₹ 6,527,700/- including Corporate Dividend Distribution Tax of ₹1,328,886 /-(Previous Year ₹ 6,285,287/-) including Corporate Dividend Distribution Tax ₹ 1,063,085/-) [Refer note 34(b) regarding change in Accounting Policies].				
2.6	<b>List of shareholders holding more than 5% of the total number of shares issued by the Company :</b>				
	<b>Name of the share holder</b>	<b>No. of Shares</b>	<b>%</b>	<b>No. of Shares</b>	<b>%</b>
	Rajratan Investment Limited	782,881	17.99	782,881	17.99
	Renaissance Advanced Consultancy Ltd.	116,172	2.67	625,200	14.37
	Rajratan Resources Pvt. Limited	381,420	8.76	381,420	8.76
	Mrs. Sangita Chordia	558,100	12.82	558,100	12.82
	Mr. Sunil Chordia	479,390	11.02	479,390	11.02
	Mr. Yashovardhan Chordia	268,000	6.16	268,000	6.16
	SBI Small and Midcap Fund	267,699	6.15	-	-
3.	<b>RESERVES AND SURPLUS</b>				
3.1	<b>(A) Capital Reserves</b>				
	State Investment Subsidy		1,500,000		1,500,000
	Balance as per last account (A)				
3.2	<b>(B) Securities Premium Reserve</b>		83,985,200		83,985,200
	Balance as per last account (B)				
3.3	<b>(C) Other Reserves</b>				
	General Reserve				
	Opening Balance		436,000,000		366,000,000
	Add: Transferred from Statement of Profit & Loss		60,000,000		70,000,000
	Closing Balance (C)		<b>496,000,000</b>		<b>436,000,000</b>
3.4	<b>(D) Surplus</b>				
	Statement of Profit & Loss				
	Opening Balance		343,712,546		323,590,355
	Add: Profit for the year		80,499,636		96,407,478
			<b>424,212,184</b>		<b>419,997,833</b>
	Less: Appropriations				
	Transfer to General Reserve		60,000,000		70,000,000
	Proposed Dividend		-		5,222,160
	Corporate Dividend Tax		-		1,063,127
	Closing Balance (D)		<b>364,212,184</b>		<b>343,712,546</b>
	<b>Total (A+B+C+D)</b>		<b>945,697,384</b>		<b>865,197,746</b>
	[Refer note 34(b) for Change in Accounting Policies]				

PARTICULARS		AS AT 31 <sup>ST</sup> MARCH-2017	AS AT 31 <sup>ST</sup> MARCH-2016			
4	LONG-TERM BORROWINGS					
4.1.1	Term Loans Secured					
	From Banks	82,000,000	138,000,000			
		82,000,000	138,000,000			
The Outstanding of Long Term Borrowings are net of installment due within next 12 months aggregating to ₹ 47,000,000/- (Previous year ₹ 67,981,590/-) which are classified as current liabilities.						
4.2	SECURITY:					
A.	Term loans outstanding ₹ 129,000,000/- (₹ 82,000,000/- classified as Non-Current and ₹ 47,000,000/- classified as Current Liability) (Previous year ₹ 138,000,000/-) are secured by way of an equitable mortgage of immovable properties with State Bank of India, Indore ranking pari passu amongst the lenders and by a first charge by way of hypothecation of all the company's movable machinery, present and future, subject to prior charges created in favour of Company's Bankers on the stock of raw materials, goods in process, finished and manufactured goods and Book Debts towards security for working capital facilities. Term loans are also secured by personal guarantee of the Managing Director.					
B.	M/s Cee Cee Engineering Industries Pvt.Ltd. (Subsidiary Company) has also provided collateral security by way of first charge on the entire fixed assets of (by way of equitable mortgage of leased land (lease agreement dated 17.10.1997 with MP Audoyogik Vikas Nigam) & building & hypothecation of other fixed assets) (both present & future) situated at the company's premises at Plot No. 199, Sector-1, Pithampur Industrial area, District-Dhar (MP) and /or any other places.					
4.3	Terms of Repayment of Long Term Borrowings					
	Particulars	Total Tenor of Loan	Frequency of Installment	No. of Installment due as on 31.3.2017	Amount Outstanding	Rate of Interest
	State Bank of India	5 years	Quarterly	12	108,000,000	11.00
	State Bank of India	3 years	Quarterly	8	21,000,000	11.00
5	DEFERRED TAX LIABILITIES (Net)					
5.1	Deferred Tax Liabilities			81,439,174		80,393,240
	On account of tax effects on timing difference arising due to difference in Depreciation					
5.2	Net Deferred Tax Liabilities			81,439,174		80,393,240
6	SHORT-TERM BORROWINGS					
	Secured:					
6.1	Loans repayable on demand					
	From Bank			396,454,574		302,436,860
	Unsecured:					
6.2	Loans and advances from related parties			23,787,591		13,950,898
	(Refer Note No. 40)					
				420,242,165		316,387,758
6.3	Security: A. Loans repayable on demand from State Bank of India, Indore and IDBI Bank Ltd., Indore are Working Capital Loans and are secured by hypothecation of company's stock and book debts, present & future and by a second charge on all the immovable properties of the company and plant and machinery, machinery spares, tools and accessories and other movables both present and future. Such advances are also secured by personal guarantees of the Managing Director.					
	B. M/s Cee Cee Engineering Industries Pvt. Ltd. (Subsidiary Company) has also provided collateral security by way of first charge on the entire fixed assets of (by way of equitable mortgage of leased land (lease agreement dated 17.10.1997 with MP Audoyogik Vikas Nigam) & building & hypothecation of other fixed assets) (both present & future) situated at the company's premises at Plot No. 199, Sector-1, Pithampur Industrial area, District-Dhar (MP) and/or any other places. For Credit facilities sanctioned by State Bank of India.					
	C. Loans and advances from related parties are unsecured.					
7	TRADE PAYABLES					
7.1	Trade payables (Ref. Note No. 36)					
	(i) Payable to entities covered under Micro, Small and Medium Enterprises Act, 2006			--		-
	(ii) Other			34,324,867		69,461,920
				34,324,867		69,461,920

PARTICULARS	AS AT	
	31 <sup>ST</sup> MARCH-2017	31 <sup>ST</sup> MARCH-2016
<b>8 OTHER CURRENT LIABILITIES</b>		
<b>8.1</b> Current Maturities of Long Term debts (Including amount payable within 12 Months to Bank on account of Long Term FCNR Loan ₹ 8,019,750/- (Previous Year ₹ NIL)	55,019,750	67,981,590
<b>8.2</b> Interest accrued and due on borrowings	1,526,023	2,207,805
<b>8.3</b> Interest accrued but not due on borrowings	1,455,421	1,175,385
<b>8.4</b> Unpaid Dividends	638,290	623,009
<b>8.5</b> Other Payable	7,390,358	8,891,781
	<b>66,029,842</b>	<b>80,879,570</b>
Other payable Pertain to		
(i) Statutory Liabilities	6,857,294	5,727,591
(ii) Creditors for Capital Goods	163,661	2,647,414
(iii) Advance from Customers	369,403	516,776
	<b>7,390,358</b>	<b>8,891,781</b>
<b>9 SHORT-TERM PROVISIONS</b>		
<b>9.1</b> Provision for Employee Benefits	8,891,846	5,773,409
<b>9.2</b> Income Tax ( Net of advance Tax ₹ 2,94,42,362/- (Previous Year ₹ 4,36,82,211/-)	9,607,638	8,117,790
<b>9.3</b> Proposed Dividend(Including Dividend Distribution Tax of Rs. Nil /- Previous Year Rs. 1,063,127/-) (Refer Note No. 34 (b))"	-	6,285,287
	<b>18,499,484</b>	<b>20,176,486</b>

**NOTE ATTACHED TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2017**

**NOTE-10 : FIXED ASSETS**

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As On 01.04.16	Additions for the year	Deduction during the year	As on 31.03.17	Upto 01.04.16	for the year	Written Back	Upto 31.03.17	As On 31.03.17	As On 31.03.16
<b>I. TANGIBLE ASSETS</b>										
<b>A Leased Assets</b>										
a) Lease Hold Land	2,003,199	-	-	2,003,199	505,858	20,234	-	526,092	1,477,107	1,497,341
<b>B Owned Assets</b>										
a) Free Hold Land	2,105,978	-	-	2,105,978	-	-	-	-	2,105,978	2,105,978
b) Site Development	15,174,814	336,972	-	15,511,786	14,622,961	274,662	-	14,897,623	614,163	551,853
c) Building	70,335,501	11566301	-	81,901,802	31,791,551	2,550,044	-	34,341,595	47,560,207	38,543,950
d) Plant and Equipment	665,119,660	41,004,250	9,351,768	696,772,142	322,022,163	27,354,691	6,558,339	342,818,515	353,953,628	343,097,497
e) Furniture and Fixtures	11,261,261	556,619	-	11,817,880	8,270,578	862,915	-	9,133,493	2,684,387	2,990,683
f) Vehicles	12,187,232	1,060,000	332,048	12,915,184	5,454,824	1,592,389	332,048	6,715,165	6,200,019	6,732,408
g) Office Equipment	3,856,541	186,185	-	4,042,726	3,147,531	220,840	-	3,368,371	674,355	709,010
h) Other Assets	6,484,420	1,021,402	-	7,505,822	5,016,223	633,787	-	5,650,010	1,855,812	1,468,197
<b>TOTAL</b>	<b>788,528,606</b>	<b>55,731,729</b>	<b>9,683,816</b>	<b>834,576,519</b>	<b>390,831,689</b>	<b>33,509,562</b>	<b>6,890,387</b>	<b>417,450,864</b>	<b>417,125,656</b>	<b>397,696,918</b>
<b>PREVIOUS YEAR</b>	<b>772,731,773</b>	<b>28,330,775</b>	<b>12,533,942</b>	<b>788,528,606</b>	<b>366,985,928</b>	<b>30,750,776</b>	<b>6,905,016</b>	<b>390,831,688</b>	<b>397,696,918</b>	<b>405,745,845</b>
<b>CAPITAL WORK IN PROGRESS</b>	<b>28,034,422</b>	<b>31,892,912</b>	<b>52,087,772</b>	<b>7,839,562</b>	-	-	-	-	<b>7,839,562</b>	<b>2,992,770</b>
<b>PREVIOUS YEAR</b>	<b>2,992,770</b>	<b>50,234,119</b>	<b>25,192,467</b>	<b>28,034,422</b>	-	-	-	-	<b>28,034,422</b>	<b>2,992,770</b>

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH-2017	AS AT 31 <sup>ST</sup> MARCH-2016
<b>11 NON-CURRENT INVESTMENTS</b>		
<b>Investment in Equity Instruments</b>		
<b>11.1 Trade Investment in equity of subsidiary companies</b>		
(i) 119,000 Equity shares of ₹10/- each, fully paid up in M/s. Swaraj Technocrafts Pvt. Ltd. (Previous year 119,000 Equity shares of ₹10/- each) (Extent of shareholding 68%)	5,496,500	5,496,500
(ii) 25,967,000 Equity shares of Bhat 10/- each, fully paid up in M/s. Rajratan Thai Wire Company Limited, Thailand (Previous year 25,967,000 Equity shares of Bhat 10/- each) (Wholly owned Subsidiary) Out of the total shares held in M/s. Rajratan Thai Wire Co. Ltd., Thailand the company has pledged 9,190,100 (Previous year 9,190,100) equity shares, with State Bank of India and with ICICI Bank Ltd., against the loans sanctioned by them to the said subsidiary	383,758,144	383,758,144
(iii) 6000 Equity Shares of ₹ 100/- each, fully paid up in M/s. Cee-Cee Engineering Industry Pvt. Limited. (Previous year - Nil ) (Extent of shareholding 100%)	30,000,000	-
<b>11.2 Non Trade investment</b>		
250 Equity Shares of ₹ 10 Each of M/s Shamrao Vithaldas Co. operative Society Limited, Mumbai (Fully Paid up)	2,500	2,500
	<b>419,257,144</b>	<b>389,257,144</b>
<b>11.3</b> The above non current (trade & non trade) investments are unquoted and valued at cost		
<b>12 LONG-TERM LOANS AND ADVANCES</b>		
<b>12.1 Capital advance</b>		
Unsecured, Considered good Includes advance to Wholly Owned Subsidiary M/s. Cee Cee Engineering Private Limited (Refer Note No. 40) (₹ Nil/- Previous year ₹ 7,436,411/-)	4,192,399	9,046,970
<b>12.2 Security Deposits</b>		
Unsecured, Considered good	8,195,971	6,265,591
<b>12.3 Loans and Advances to Related Parties (refer note No. 40)</b>		
Unsecured, Considered good Loan to Wholly Owned Subsidiary Rajratan Thai Wire Co Limited	100,602,837	94,021,196
<b>Total</b>	<b>112,991,207</b>	<b>109,333,757</b>
<b>13. INVENTORIES</b>		
<b>13.1 Raw Materials:</b>		
Wire Rod	45,287,901	81,918,027
Ancillary Raw Material	15,086,458	16,056,650
<b>13.2</b> Work-in-Progress;	7,368,840	3,903,750
<b>13.3</b> Finished Goods;	42,316,903	33,744,591
<b>13.4</b> Consumable Spares	16,551,289	16,092,186
<b>Total</b>	<b>126,611,391</b>	<b>151,715,204</b>
<b>13.5</b> Inventories are valued at cost or net realisable value whichever is lower. The cost formulas used are Weighted Average Cost in case of Raw Material and First-in First Out ('FIFO') in case of Ancillary Raw Material and Consumable Spares. The cost of inventories comprises all cost of purchase including duties and taxes (other than those subsequently recoverable from the taxing authorities), conversion cost and other costs incurred in bringing the inventories to their present location and condition. Excise Duty is included in the value of finished goods inventory.		



PARTICULARS	AS AT 31 <sup>ST</sup> MARCH-2017	AS AT 31 <sup>ST</sup> MARCH-2016
<b>14. TRADE RECEIVABLES</b>		
<b>14.1</b> Unsecured, Considered good		
(a) Trade Receivable outstanding for period exceeding six months from the date they are due for payment	6,051,657	10,388,780
(b) Others {Include ₹ 9,310,037/- (Previous Year ₹ 7,372,271/- ) due from wholly owned subsidiary- Rajratan Thai Wire Company Limited, Thailand}	491,871,621	456,498,250
<b>Total</b>	<b>497,923,278</b>	<b>466,887,030</b>
<b>15. CASH AND BANK BALANCES</b>		
<b>15.1 Cash and Cash Equivalents</b>		
(a) Balances with Banks		
Current Accounts	30,408	15,324
(b) Cash on hand Including foreign currency	602,226	274,306
	<b>632,634</b>	<b>289,630</b>
<b>15.2 Other Bank Balances</b>		
(a) Current Account held as Margin Money	6,500,000	6,500,000
(b) Fixed Deposit Account held as margin money (with maturity less than 12 Months)	15,405,286	19,359,116
(c) Unpaid Dividend Accounts	638,291	623,009
	<b>22,543,577</b>	<b>26,482,125</b>
<b>Total</b>	<b>23,176,211</b>	<b>26,771,755</b>
<b>16. SHORT-TERM LOANS AND ADVANCES (Unsecured &amp; Considered good)</b>		
<b>16.1</b> Other Loans & Advances		
(i) Advances recoverable in cash or in kind or for value to be received (Including Loan to Wholly Owned Subsidiary Cee Cee Engineering Industries Pvt. Ltd. ₹ 2,499,390/- (Previous Year - NIL)	75,328,034	18,153,117
(ii) Balance with Government Authorities	10,872,849	25,447,554
<b>Total</b>	<b>86,200,882</b>	<b>43,600,670</b>
<b>17. OTHER CURRENT ASSETS</b>		
Interest Accrued on Fixed deposit	625,585	717,820
<b>Total</b>	<b>625,585</b>	<b>717,820</b>
<b>18. REVENUE FROM OPERATIONS</b>		
Sale of Manufactured Goods	1,928,574,813	2,042,947,433
Sale of Traded Goods	44,097,500	239,139,224
Sale of Raw Material	2,146,254	-
Other Operating Income	2,246,258	2,342,217
<b>Total</b>	<b>1,977,064,825</b>	<b>2,284,428,874</b>
Less:- Excise Duty	210,970,624	215,445,372
	<b>1,766,094,201</b>	<b>2,068,983,502</b>
<b>19. OTHER INCOME</b>		
Interest Income	23,855,810	11,486,250
Dividend from Long Term Investment	300	300
Profit on Sale of Fixed Assets	-	736,979
Gain on Exchange Fluctuation	-	1,032,289
Credit Balance Written-back (Net)	734,901	76,138
Miscellaneous receipts	-	1,740
<b>Total</b>	<b>24,591,011</b>	<b>13,333,696</b>

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH-2017	AS AT 31 <sup>ST</sup> MARCH-2016
<b>20. COST OF MATERIAL CONSUMED</b>		
Material Consumed Comprises of:		
Wire Rod	1,029,849,459	1,027,627,611
Ancillary Raw material	20,655,188	23,204,127
<b>Total</b>	<b>1,050,504,647</b>	<b>1,050,831,738</b>
<b>21. COST OF TRADED GOODS</b>		
Wire Rod	42,814,827	235,892,304
Others	712,647	797,630
<b>Total</b>	<b>43,527,474</b>	<b>236,689,934</b>
<b>22. CHANGE IN INVENTORIES OF FINISHED GOODS AND &amp; WORK-IN-PROGRESS</b>		
Opening Stock		
Work-in-Progress	3,903,750	4,375,906
Finished Goods	33,744,591	67,818,218
	<b>37,648,341</b>	<b>72,194,124</b>
Closing Stock		
Work-in-Progress	7,368,840	3,903,750
Finished Goods	42,316,903	33,744,591
	<b>49,685,743</b>	<b>37,648,341</b>
<b>Increase/(Decrease) in inventories of Finished Goods &amp; Work In Progress (Total)</b>	<b>(12,037,404)</b>	<b>34,545,783</b>
<b>23. EMPLOYEE BENEFITS EXPENSES</b>		
Salary, Wages, Bonus & Allowances	92,336,014	92,143,366
Contribution to Provident Fund	5,162,918	4,615,351
Contribution to ESIC	1,737,452	1,689,282
Staff Welfare Expenses	4,995,226	2,658,061
Contribution to Gratuity Fund	4,904,083	1,785,613
Medical Expenses Reimbursement	791,494	772,027
	<b>109,927,187</b>	<b>103,663,700</b>
<b>24. FINANCE COST</b>		
Interest Expenses	50,542,920	61,016,010
Other Borrowing Costs	17,938,615	20,750,897
<b>Total</b>	<b>68,481,535</b>	<b>81,766,907</b>
<b>25. OTHER EXPENDITURE</b>		
Power & Fuel	167,050,861	191,014,102
Less: Recovery of energy generated by Windmill	(9,862,399)	(11,965,173)
	<b>157,188,462</b>	<b>179,048,929</b>
Consumable Stores	29,106,494	26,595,491
Packing Material	15,361,383	16,436,581
Freight Inward	21,281,365	20,498,854
Freight Outwards	71,984,981	74,090,354
Rent	546,000	516,000
Repair to Building	1,068,661	2,290,842
Repair to Machinery	41,133,686	38,558,154
Insurance	450,994	433,818
Rates & Taxes, excluding taxes on income	4,919,731	3,858,691
Miscellaneous Expenses (Below 1% of revenue from Operations)	33,107,192	35,439,554
<b>Total</b>	<b>376,148,949</b>	<b>397,767,268</b>

PARTICULARS	YEAR ENDED 31 <sup>ST</sup> MARCH-2017	YEAR ENDED 31 <sup>ST</sup> MARCH-2016
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**26. CONTINGENT LIABILITIES AND COMMITMENTS**

**26.1 Contingent Liabilities**

(a) Claims against the company not acknowledged as debt;	Nil	Nil
(b) Guarantees;		
(i) Bank Guarantee	Nil	Nil
(ii) Corporate Guarantee for the credit facilities availed by M/s. Rajratan Thai Wire Co. Ltd., Thailand the Wholly Owned subsidiary of the company.	US\$ 8.30 Million	US\$ 10.70 Million
(c) 9,190,100 (Previous Year 9,190,100) equity shares of M/s. Rajratan Thai Wire Co.Ltd. (RTWL), Thailand have been pledged with State Bank of India and ICICI Bank Ltd., against loans sanctioned by them to RTWL		
(d) Other money for which the company is contingently liable Income Tax & Excise appeals for which no provision is considered required as the company is hopeful of successful outcome in the appeals		

Particulars	Financial year	Amount in ₹	Forum where dispute is pending
<b>Income Tax</b>	2003-04 2013-14	200,000 4,966,822	CIT (A) -II Indore CIT (A) -II Indore
<b>Central Sales Tax</b>	2008-09 2009-10 2011-12 2012-13 2013-14 2015-16 2014-15	955,403 221,155 506,565 94,312 353,772 180,555 68,042	Appellate Board, Bhopal Appellate Board, Bhopal Appellate Board, Bhopal Appellate Board, Bhopal Appellate Board, Bhopal Before Commercial Tax Officer, Villupuram Before ACCT(A), Indore
<b>VAT</b>	2014-15	432,439	Before ACCT(A), Indore
<b>Service Tax</b>	2005-06 2004 to 15 2014-15 2014-16	584,233 2,420,603 107,191 4,680,551	Customs, Central Excise & Service Tax Appellate, Tribunal, New Delhi Appeal filed before Commissioner (A), Bhopal Appeal filed before Commissioner (A), Bhopal Appeal filed before Commissioner (A), Bhopal
<b>Excise</b>	2005 to 09 2015-16 2015-16	1,152,642 14,663 4,284,025	Appeal filed before Commissioner (A), Bhopal Appeal filed before Commissioner (A), Bhopal Appeal filed before Commissioner (A), Bhopal

There are no pending litigation other than those mentioned above. The total impact on the financial statements of pending litigation is ₹ 21,222,973/- (Previous year ₹ 11,560,967/-), if decided against the Company. The Management is confident that all pending Litigation will be decided in favour of the Company and there is no expected outflow of resources on this account, except tax liability which may arise on account of non receipt of "C" form, the amount of which cannot be ascertained in view of the uncertainty about the receipt of declaration forms.

**26.2 Commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for;	6,825,000	12,013,422
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**27. Value of Raw Materials consumed:**

	Amount in ₹ Value 2016-17	%	Amount in ₹ Value 2015-16	%
<b>Raw Material</b>				
Raw Material				
Imported	127,968,267	12	491,558,234	48
Indigenous	901,881,192	88	536,069,377	52
<b>Total</b>	<b>1,029,849,459</b>	<b>100</b>	<b>1,027,627,611</b>	<b>100</b>

	Amount in ₹ Value 2016-17	%	Amount in ₹ Value 2015-16	%
<b>Ancillary Raw Material</b>				
Imported	-	-	-	-
Indigenous	20,655,188	100	23,204,127	100
<b>Total</b>	<b>20,655,188</b>	<b>100</b>	<b>23,204,127</b>	<b>100</b>
Imported	127,968,267	12	491,558,234	47
Indigenous	922,536,380	88	559,273,504	53
<b>Total Raw Material Consumed</b>	<b>1,050,504,647</b>	<b>100</b>	<b>1,050,831,738</b>	<b>100</b>
<b>28. Value of Consumable Stores :</b>				
Imported	-	-	-	-
Indigenous	29,106,494	100	26,595,491	100
<b>Total</b>	<b>29,106,494</b>	<b>100</b>	<b>26,595,491</b>	<b>100</b>
<b>29. Work in Progress</b> comprises of Wire Rods under conversion into Tyre Bead Wires.	7,368,840		3,903,750	
<b>30. Value of Imports on CIF basis</b>				
(i) Raw Material	110,189,349		422,611,309	
(ii) Components & Spare Parts	492,928		476,807	
(iii) Packing Material	1,310,769		-	
(iv) Capital Goods	4,012,941		5,351,297	
(v) Computer and Peripherals	14,099		-	
(vi) Trading Goods	42,838,906		235,892,305	
<b>31. Other Expenditure in Foreign Currency</b>				
(i) Traveling Expenses	304,189		139,015	
(ii) Testing Fees	-		35,017	
(iii) Technical Consultancy	477,446		678,964	
(iv) Return of Empty Spools & Cages	1,214,778		1,479,827	
<b>32. Earnings in Foreign Exchange</b>				
(i) F.O.B. Value of Exports (Manufactured Goods)	50,821,515		63,169,787	
(ii) Interest received from Rajratan Thai Wire Co. Ltd.	8,452,040		4,477,200	
<b>33. Details of expenses on Corporate Social Responsibility</b>				
The Company has incurred a sum of ₹ 1,253,472/- on expenses related to Corporate Social Responsibility. However the Company has not spent the total amount of ₹. 2,304,846 /- being 2% of average Profit of last three year. Therefore there is a shortfall of ₹ 1,051,374/- for the year to be spent on CSR activities. The total shortfall as on Balance Sheet date is ₹ 3,833,784/-. The Management is in the process of identifying projects that can be supported by the Company.				
<b>34. Change in Accounting Policies</b>				
The Ministry of Corporate Affairs, Government of India has vide Notification No. G.S.R. 364 (E) dated 30.03.2016 amended Accounting Standard (AS-4)-“Contingencies and Events Occurring After the Balance sheet Date” and has substituted Accounting Standard (AS-10)- “Equipment” in place of the existing Accounting Standard (AS-10)-“Fixed Assets”, together with consequential amendments in other Accounting Standards. These amended/substituted Accounting Standards have become mandatory for accounting periods commencing from 01.04.2016.				
In view of the Revised Accounting Standards AS 10 – “Property, Plant & Equipment” and AS 4- Contingencies and Events Occurring After the Balance Sheet Date”, the Company has made following changes to it’s Accounting Policies;				
<b>(a) AS 10- “Property, Plant &amp; Equipment”</b>				
On the date of Accounting Standard AS-10 (Revised) becoming mandatory, the Spare Parts, which hitherto were being treated as inventory, have been capitalized in accordance with the requirement of AS-10 at their respective carrying amounts. The Spare Parts amounting to ₹ 1,366,262/- so capitalized have been depreciated over their remaining useful life prospectively. The depreciation charged on such Spare Parts is ₹ 22,909/- for the year. Due to the said change in the Accounting Policy, the Fixed Assets are overstated and the inventories are understated to that extent.				
<b>(b) AS 4- Contingencies and Events Occurring After the Balance Sheet Date</b>				
No provision has been made for Dividend proposed for the year ended on 31st March, 2017 amounting to ₹ 6,527,700/- including Corporate Dividend Tax of ₹ 1,328,886/- (Previous Year ₹ 6,285,287/- including Corporate Dividend Tax of ₹ 1,063,085/-). Due to the said change in the Accounting Policy, the Reserves & Surplus is overstated and the Short Term Provisions are understated to that extent.				
<b>35.</b>	In the opinion of the Board of Directors of the Company, the Current Assets, Loans and Advances have a value realizable in the ordinary course of business at least equal to the amount at which they are stated and provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary.			

**36. Micro, Small and Medium Enterprises Development Act, 2006**

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2nd October, 2006. Certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The Management has confirmed that none of the suppliers have confirmed that they are registered under the provisions of this Act. In view of this, the liability of the interest and disclosures are not required to be disclosed in the financial statement.

**37. Auditor's Remuneration**

(Amount in ₹)

	<u>31/03/2017</u>	<u>31/03/2016</u>
- Statutory Audit	225,000/-	225,000/-
- Tax Audit	50,000/-	50,000/-
- Certificates & Other Reports.	50,000/-	50,000/-
<b>Total ₹</b>	<b><u>325,000/-</u></b>	<b><u>325,000/-</u></b>

**38. The disclosure required as per Accounting Standard (AS) 15 "Employees Benefit" issued by the Institute of Chartered Accountants of India (ICAI) and specified u/s 133 of the Act read with Rule of the Companies (Accounts) Rules, 2014 and based on the report issued by Actuarial Valuation is as under:-**

(a) The company has taken Group Gratuity and Cash Accumulation Policy issued by Life Insurance Corporation of India which is a defined benefit plan.

**(b) Table showing changes in present value of obligations as on**

(Amount in ₹)

	<u>31/03/2017</u>	<u>31/03/2016</u>
Present value of obligations as at beginning of the year	18,709,956/-	17,300,673/-
Interest Cost	1,208,257/-	1,358,570/-
Current Service Cost	1,704,459/-	1,142,873/-
Benefit Paid	(1,298,633/-)	(1,837,022/-)
Actuarial (gain)/loss on obligations	4,105,558/-	744,862/-
Present value of obligations as at end of the year	<b><u>24,429,597/-</u></b>	<b><u>18,709,956/-</u></b>

**(c) Table showing changes in the fair value of plan assets as on**

	<u>31/03/2017</u>	<u>31/03/2016</u>
Fair value of plan assets at beginning of the year	18,709,956/-	17,656,673/-
Expected return on plan assets	1,521,628/-	1,460,692/-
Contribution	1,919,414/-	1,429,613/-
Benefit Paid	(1,298,633/-)	(1,837,022/-)
Actuarial (gain)/loss on plan assets	22,795/-	Nil
Fair value of the plan assets at the end of the year	<b><u>20,875,160/-</u></b>	<b><u>18,709,956/-</u></b>

**(d) Table showing fair value of plan assets as on**

	<u>31/03/2017</u>	<u>31/03/2016</u>
Fair value of plan assets at beginning of the year	18,709,956/-	17,656,673/-
Actual return on plan assets	1,544,423/-	1,460,692/-
Contribution	1,919,414/-	1,429,613/-
Benefit Paid	(1,298,633/-)	(1,837,022/-)
Fair value of the plan assets at the end of the year	20,875,160/-	18,709,956/-
Funded status	(3,554,437/-)	318,542/-
Excess of actual over estimated return on plan assets	22,795/-	Nil

**(e) Actuarial Gain/(Loss) recognized as on 31/03/2017**

	<u>31/03/2017</u>	<u>31/03/2016</u>
Actuarial Gain/(Loss) for the year-obligation	(4,105,558/-)	(744,861/-)
Actuarial Gain/(Loss) for the year-plan assets	22,795/-	Nil
Total Gain/(Loss) for the year	(4,082,763/-)	744,861/-
Actuarial Gain/(Loss) recognized for the year	(4,082,763/-)	744,861/-

**(f) Expenses recognized in statement of profit and loss**

	<u>31/03/2017</u>	<u>31/03/2016</u>
Current Service Cost	1,704,459/-	1,142,873/-
Interest cost	1,208,257/-	1,358,571/-
Expected return on Plan Asset	(1,521,628/-)	(1,460,692/-)
Net Actuarial (Gain)/Loss recognized in the year	4,082,763/-	744,861/-
Expenses recognized in the statement of profit & loss	5,473,851/-	1,785,613/-
Under AS 15		

**(g) Assumption**

	<u>31/03/2017</u>	<u>31/03/2016</u>
Discount rate	6.69%	8.00%
Salary Escalation	7.00%	7.00%

39. In accordance with the Accounting Standard (AS) 17 “Segment Reporting” issued by The Institute of Chartered Accountants of India (ICAI) and specified u/s 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 the Company has only one reportable segment “Bead Wire” for the current year.

40. In accordance with the Accounting Standard (AS) 18 “Related Party Disclosures” issued by The Institute of Chartered Accountants of India (ICAI) and specified u/s 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 the names of the related parties and the relevant disclosure is as under:-

**(a) Name of the related party and description of relationship:**

**i. Key Management Personnel:**

- 1) Mr. Sunil Chordia - Managing Director
- 2) Mrs. Sangita Chordia - Whole Time Director

**ii. Relatives of Key Managerial Personnel**

- 1) Mrs. Shantadevi Chordia Mother of Mr. Sunil Chordia
- 2) Mr. Yashovardhan Chordia S/o Mr. Sunil and Mrs. Sangita Chordia

**iii. Companies/entities under the control of Key Management personnel**

- 1) M/s. Rajratan Resources Pvt. Ltd.,
- 2) M/s. Rajratan Investment Ltd.,

**iv. Subsidiary**

- 1) M/s. Rajratan Thai Wire Company Ltd., Thailand
- 2) M/s. Swaraj Technocraft Pvt. Ltd.
- 3) M/s. Cee Cee Engineering Pvt. Ltd. (wef. 16.08.2016)

**The Following Transactions were Carried Out with the Related Parties in the Ordinary Course of Business**

Sr. No.	Transactions	Key Management Personnel	Relatives of Key Management Personnel	Companies/entities under the control of Key Management Personnel	Subsidiary
1.	Purchase of Goods	- (-)	- (-)	- (-)	1,119,316 (2,233,244)
2.	Sale of Goods	- (-)	- (-)	- (-)	44,138,501 (239,146,726)
3.	Closing Balance of Receivables	(-)	(-)	(-)	9,310,037 (7,372,271)
4.	Job work charges Paid	- (-)	- (-)	- (-)	1,567,476 (4,075,784)
5.	Purchase of Assets (net of returns)	- (-)	- (-)	- (-)	3,243,685 (25,803,863)
6.	Sale of Assets	- (-)	- (-)	- (-)	148,411 (1,030,891)
7.	Refund of Capital Advance	- (-)	- (-)	- (-)	7,436,411 (7,877,711)
8.	Capital Advance (Closing Balance)	- (-)	- (-)	- (-)	- (7,436,411)
9.	Equity Investment during the year	- (-)	- (-)	- (-)	30,000,000 (-)
10.	Unsecured Loan Received	39,605,000 (20,473,000)	- (-)	- (8,065,782)	- (-)
11.	Loan Given/Returned	42,065,000 (17,455,000)	- (-)	- (-)	40,75,000 (-)
12.	Unsecured Loan Closing Balance	13,585,645 (13,950,898)	- (-)	- (8,065,782)	- (-)
13.	Loan Repayment	- (-)	- (-)	- (-)	1,583,782 (-)
14.	Closing Balance of Loan Given	- (-)	- (-)	- (-)	103,102,227 (94,021,196)
15.	Interest Paid	2,327,497 (1,753,588)	- (-)	- (221,464)	- (-)
16.	Interest Received	- (-)	- (-)	- (-)	8,891,590 (5,501,679)
17.	Remuneration	8,347,852 (10,715,234)	(-)	(-)	(-)
18.	Rent	108,000 108,000	(108,000) (108,000)	-	-
19.	Job Work Charges Recd	- (-)	- (-)	- (-)	- (24,000)

The figures mentioned in the brackets are for previous year figures.



41. In accordance with the Accounting Standard (AS) 19 “Leases” issued by The Institute of Chartered Accountants of India (ICAI) and specified u/s 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 details of finance lease are as under:

S.No.	Particulars	31st March, 2017	31st March, 2016
1.	Total of future minimum lease payments under noncancellable operating leases for each of the following periods: i. not later than one year; ii. later than one year and not later than five years; iii. later than five years;	20,234/- 80,937/- 1,375,936/-	20,234/- 80,937/- 1,396,170/-
2.	Total of future minimum sublease payments expected to be received under non-cancellable subleases at the balance sheet date;	NIL	NIL
3.	Lease payments recognized in the statement of profit and loss for the period, i. minimum lease payments; ii. contingent rents;	276,054/- NIL	262,400 NIL
4.	Sub-lease payments received (or receivable) recognized in the statement of profit and loss for the period;	NIL	NIL
5.	The company has a leasehold land, for 99 year lease with an option to renew for a further period of 30 years.		

42. **Earning Per Share :**

The Company’s share capital consists of equity share. The basic and diluted earning per share is calculated as under:

Sr. No.	Nature of Transaction	Current Year	Previous Year
1.	Number of Shares at the Commencement	4,351,800	4,351,800
2.	Shares issued during the year	Nil	Nil
3.	No. of Shares at the end of the Year	4,351,800	4,351,800
4.	Profit After Taxes	80,499,636	96,407,478
5.	Extra Ordinary Items (Within the meaning of AS-5, Net Profit or Loss for the period, Prior Period items and Changes in the Accounting Policies)	Nil	Nil
6.	Basic Earning Per Share	18.50	22.15
7.	Diluted Earning Per Share	18.50	22.15
8.	Nominal Value Per Share	10.00	10.00

43. During the year the Company has obtained the following short term credit facilities in foreign currency, which have been carved out of the existing Term Loans availed by the Company to reduce the interest burden:-

S.No.	Name of the Bank	Amount (in ₹)
1.	State Bank of India	106,812,580/-
2.	State Bank of India	20,031,560/-

These Short Term Loans will be repaid by restoring the Long Term Loans again in the next financial year. Therefore these loan liabilities have been considered as Non-Current in the Financial Statement.

44. These Foreign Currency loans have also been hedged as a risk control mechanism. The Foreign Currency Term Loan and the Foreign Currency amount receivable are offset and the net amount (i.e. Nil as both are of equivalent amount) are presented in the Balance Sheet. Since the company has legally enforceable rights to set off the recognised amounts and also intends to settle the same on a net basis.

45. Particulars of Loans, Guarantees or Investments in accordance with Section 186 of the Companies Act, 2013

Sr.No.	Particulars	Name of Entity	Relation	Purpose	Amount
1.	Loan Given*	Inter Corporate Deposits	--	Business Purpose	₹ 14.05 Crores
2.	Guarantee Given#	Rajratan Thai Wire Co. Ltd.	Wholly Owned Subsidiary	Corporate Guarantee for the credit facilities availed by the M/s Rajratan Thai Wire Co. Ltd, Thailand Wholly owned subsidiary of the Company	USD 8.30 Million
3.	Investments Made	1. Swaraj Technocrafts Pvt.Ltd. 2. Rajratan Thai Wire Co. Ltd. 3. Cee Cee Engg. Ind. Pvt. Ltd. 4. M/s Shamrao Vithaldas Co. Operative Society Ltd.	1. Subsidiary 2. Wholly Owned Subsidiary 3. Wholly Owned Subsidiary 4. None	Investment	₹ 41.92 Crores

\*Out of the unsecured inter corporate loan of ₹ 14.05 Crores given during the year to various parties the outstanding balance as on 31.03.2017 is 0.89 Crore.  
 # The opening amount of corporate guarantee given in favour of wholly owned subsidiary as on 01.04.2016 was USD 10.70 Million, however the same was reduced to USD 8.30 Million during the year.

46. The Central Government has made amendments to Schedule III to the Companies Act vide circular No. F.No. 17/62/2015-CL-V(Vol.I)-G.S.R. 308 (E)-Dated 30-03-2017 regarding the disclosure to be made about the Specified Bank Notes (SBN) held and Transacted during the period from 8th November, 2016 to 30th December, 2016. The details of which are provided in the table below:-

Particulars	Specified Bank Notes	Other Denomination Notes
Total Closing Cash in hand as on 08.11.2016	740,000/-	7,843/-
(+) Permitted Receipts	NIL	926,932/-
(-) Permitted Payments	NIL	( 636,142/-)
(-) Amount Deposited in Banks	740,000/-	NIL
Closing Cash in hand as on 30.12.2016	NIL	298,632/-

47. Previous Year's figures have been regrouped and recast wherever considered necessary to make them comparable with the current year's figures.

**FOR FADNIS AND GUPTE**  
**CHARTERED ACCOUNTANTS**  
**FRN : 006600C**

**FOR AND ON BEHALF OF BOARD**

**(CA. VIKRAM GUPTE)**  
 PARTNER  
 M.No. 074814

**(SHUBHAM JAIN)**  
 COMPANY SECRETARY

**(CHANDRASHEKHAR BOBRA)**  
 DIRECTOR  
 DIN:00209498

**(SUNIL CHORDIA)**  
 MANAGING DIRECTOR  
 DIN:00144786

Place : Indore  
 Dated : 16<sup>th</sup> May, 2017

# INDEPENDENT AUDITOR'S REPORT

To,  
The Shareholders of  
Rajratan Global Wire Limited  
Indore.

## Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Rajratan Global Wire Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

## Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

## Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Principles Generally Accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

## Other Matters

We did not audit the financial statements/financial information of Rajratan Thai Wire Limited, subsidiary, whose financial statements/financial information reflect total assets of ₹1,00,50,86,228/- as at 31st March, 2017, total revenues of ₹1,12,01,94,689/- and net cash inflows amounting to ₹2,85,174/- for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements/financial information have been audited by other auditors of Thailand whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-sections (3) and (1) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditor.

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - (b) In our opinion, proper books of account/ records as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, as applicable, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of the subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2017 from being appointed as a director of that company in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the Internal Financial Controls over financial reporting, other than Rajratan Thai Wire Company Limited which is incorporated outside India, and the operating effectiveness of such controls which is based on the auditor's report of the Holding Company, subsidiary companies of the Group, refer to our report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Holding Company/subsidiary companies incorporated in India Internal Financial Control over financial reporting.

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group- Refer Note 26.1(d) to the consolidated financial statements.
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR FADNIS & GUPTA  
Chartered Accountants  
FRN : 006600C  
(CA. Vikram Gupta)  
Partner  
M.No. 074814

Place of Signature: Indore  
Date: 16.05.2017

## ANNEXURE-A TO THE AUDITOR'S REPORT

(Referred to in Para 1(f) under "Report on Other Legal and Regulatory Requirements" of our report of even date)

## Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of consolidated financial statements of the Company as of and for the year ended 31st March, 2017, we have audited the internal financial controls over financial reporting of Rajratan Global Wire Limited ("the Holding Company") and its subsidiary companies (Swaraj Technocrafts Pvt. Ltd. and Cee Cee Engineering Industries Pvt. Ltd.), which are companies incorporated in India, as of that date.

## Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies (Swaraj Technocrafts Pvt. Ltd. and Cee Cee Engineering Industries Pvt. Ltd.), which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

## Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

## Meaning of Internal Financial Controls Over Financial Reporting

AA company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## Opinion

In our opinion to the best of our information and according to explanations given to us, the Holding Company, its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR FADNIS & GUPTA  
Chartered Accountants  
FRN : 006600C  
(CA. Vikram Gupta)  
Partner  
M.No. 074814

Place of Signature: Indore  
Date: 16.05.2017

**CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2017**

(Amount in ₹)

PARTICULARS	NOTE NO.	AS AT 31 <sup>ST</sup> MARCH, 2017	AS AT 31 <sup>ST</sup> MARCH, 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	43,518,000	43,518,000
(b) Reserves and Surplus	3	837,266,452	626,818,893
		<u>880,784,452</u>	<u>670,336,893</u>
(2) Minority Interest		3,682,415	3,911,605
<b>(3) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	4	83,227,935	139,756,500
(b) Deferred Tax Liabilities (Net)	5	82,954,637	81,837,609
		<u>166,182,572</u>	<u>221,594,109</u>
<b>(4) Current Liabilities</b>			
(a) Short-Term Borrowings	6	803,923,663	698,625,468
(b) Trade Payables	7	306,967,837	263,558,969
(c) Other Current Liabilities	8	94,355,359	164,354,719
(d) Short-Term Provisions	9	20,423,645	21,744,102
		<u>1,225,670,504</u>	<u>1,148,283,259</u>
<b>Total</b>		<u><b>2,276,319,943</b></u>	<u><b>2,044,125,866</b></u>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	10	1,108,159,629	996,264,202
(ii) Intangible Asset		815,522	865,917
(iii) Capital work-in-progress		22,396,268	56,931,233
		<u>1,131,371,419</u>	<u>1,054,061,352</u>
(b) Goodwill on Consolidation		1,159,189	749,034
(c) Non-Current Investments	11	2,500	2,500
(d) Long Term Loans and Advances	12	14,975,950	22,643,384
		<u>16,137,639</u>	<u>23,394,918</u>
<b>(2) Current Assets</b>			
(a) Inventories	13	337,005,624	296,767,957
(b) Trade Receivables	14	658,406,076	578,981,287
(c) Cash and Bank Balances	15	25,838,105	28,852,610
(d) Short-Term Loans and Advances	16	106,826,424	61,222,325
(e) Other Current Assets	17	734,656	845,417
		<u>1,128,810,885</u>	<u>966,669,596</u>
<b>Total</b>		<u><b>2,276,319,943</b></u>	<u><b>2,044,125,866</b></u>

Notes attached to and forming part of Accounts

I

As per our Audit Report of even dated.

**FOR FADNIS AND GUPTE**  
**CHARTERED ACCOUNTANTS**  
**FRN : 006600C**

**FOR AND ON BEHALF OF BOARD**

**(CA. VIKRAM GUPTE)**  
PARTNER  
M.No. 074814

**(SHUBHAM JAIN)**  
COMPANY SECRETARY

**(CHANDRASHEKHAR BOBRA)**  
DIRECTOR  
DIN:00209498

**(SUNIL CHORDIA)**  
MANAGING DIRECTOR  
DIN:00144786

Indore  
Dated : 16<sup>th</sup> May, 2017

**CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**  
(Amount in ₹)

PARTICULARS		NOTE NO.	AS AT 31 <sup>ST</sup> MARCH, 2017	AS AT 31 <sup>ST</sup> MARCH, 2016
I	Revenue from Operations	18	3,101,959,217	3,048,698,148
	Less: Excise duty		215,969,611	220,258,998
	Revenue from Operations (Net)		2,885,989,606	2,828,439,150
II	Other Income (include Prior Period Income ₹ NIL Previous year ₹ 217,196 )	19	22,152,844	7,984,196
<b>III</b>	<b>Total Revenue (I +II)</b>		<b>2,908,142,450</b>	<b>2,836,423,346</b>
IV	Expenses:			
	Cost of materials consumed (include Prior Period ₹ (-), ₹ 63053 Previous year (Nil)	20	1,759,532,335	1,563,875,776
	Purchase of Stock-in-Trade	21	105,647	-
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	(88,675,128)	75,547,684
	Employee Benefit Expense	23	199,396,635	176,391,713
	Finance Costs	24	106,099,723	146,945,605
	Depreciation and amortization expense (Include Prior Period ₹ 946,936/- (Previous Year Nil))		74,772,395	67,720,695
	Other expenses	25	606,073,531	593,368,633
	<b>Total Expenses</b>		<b>2,657,305,138</b>	<b>2,623,850,106</b>
V	Profit before exceptional and extraordinary items and tax (III-IV)		250,837,312	212,573,241
VI	Exceptional Items & Extra Ordinary Items		-	-
VII	Profit before tax (V-VI)		250,837,312	212,573,241
VIII	Tax Expenses:			
	(1) Current Tax (Includes (excess)/short provision of Tax ₹ 27,692/-, Previous Year ₹ (-) 1,473,949/-)		39,077,692	50,282,275
	(2) Deferred Tax		871,562	(481,952)
IX	Profit/(Loss) for the period from continuing operations (VII-VIII) before Minority Interest		210,888,058	162,772,918
X	Minority Interest		(229,190)	(1,923,850)
XI	Profit/(Loss) for the period from continuing operations (IX-X)		211,117,248	164,696,768
XII	Profit/Loss from discontinuing operation		-	-
XIII	Profit/(Loss) for the period (XI+XII)		211,117,248	164,696,768
XIV	Earning per equity share:			
	(1) Basic		48.51	37.85
	(2) Diluted		48.51	37.85

Notes attached to and forming part of Accounts 1

As per our Audit Report of even dated.

**FOR FADNIS AND GUPTE**  
**CHARTERED ACCOUNTANTS**  
**FRN : 006600C**

**FOR AND ON BEHALF OF BOARD**

**(CA. VIKRAM GUPTA)**  
PARTNER  
M.No. 074814

**(SHUBHAM JAIN)**  
COMPANY SECRETARY

**(CHANDRASHEKHAR BOBRA)**  
DIRECTOR  
DIN:00209498

**(SUNIL CHORDIA)**  
MANAGING DIRECTOR  
DIN:00144786

Indore  
Dated : 16<sup>th</sup> May, 2017



**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH, 2017  
PURSUANT TO THE LISTING AGREEMENT WITH STOCK EXCHANGE**

<b>PARTICULARS</b>	<b>2016-2017</b>	<b>2015-2016</b>
<b>A) CASH FLOW FROM OPERATING ACTIVITIES:</b>		
NET PROFIT BEFORE TAX & EXTRA ORDINARY ITEMS	250,837,316	212,573,241
Add:- ADJUSTMENT		
Depreciation	74,772,395	67,720,695
Interest & finance charges	106,099,723	146,945,605
Dividend Income	(300)	(300)
Insurance Claim	-	-
Profit/Loss on sale of assets	1,298,399	(736,979)
<b>OPERATING PROFIT BEFORE</b>	<b>433,007,533</b>	<b>426,502,262</b>
<b>WORKING CAPITAL CHANGES</b>		
<b>ADJUSTMENT FOR:</b>		
<b>Working capital changes</b>		
Trade & Other Receivables	(117,250,692)	67,908,009
Inventories	(40,237,667)	88,218,178
Trade and other Payables	(23,115,510)	(89,542,467)
Increase in Working Capital Limits	105,298,194	(112,867,370)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>357,701,858</b>	<b>380,218,612</b>
Direct Taxes Paid	(37,587,843)	(42,377,415)
<b>CASH FLOW BEFORE EXTRA ORDINARY ITEMS:</b>	<b>320,114,015</b>	<b>337,841,197</b>
Extra Ordinary Item	-	-
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>320,114,015</b>	<b>337,841,197</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of fixed assets	1,587,980	6,761,343
Dividend Income	300	300
Purchase of fixed assets	(152,919,011)	(89,783,232)
Payment made for acquisition to Subsidiary during the year	(360,990)	-
<b>NET CASH FROM INVESTING ACTIVITIES (B)</b>	<b>151,691,721</b>	<b>(83,021,588)</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Interest Paid	(106,099,723)	(146,945,605)
Proceeds from Long Term Borrowings	(56,528,565)	(127,819,667)
Dividend Paid	(5,222,160)	(4,351,800)
Dividend Tax Paid	(1,063,127)	(870,249)
Decrease in Foreign currency translation reserve	(2,523,225)	(1,998,912)
<b>NET CASH FROM FINANCING ACTIVITIES (C)</b>	<b>(171,436,800)</b>	<b>(281,986,233)</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>(3,014,506)</b>	<b>(27,166,624)</b>
<b>OPENING BALANCE OF CASH &amp; BANK BALANCES</b>		
Cash & Cash Equivalents	619,307	30,768,276
Other Bank Balances	28,233,304	25,250,959
	<b>28,852,611</b>	<b>56,019,235</b>
<b>CLOSING BALANCE OF CASH &amp; BANK BALANCES</b>		
Cash & Cash Equivalents	1,368,506	619,307
Other Bank Balances	24,469,599	28,233,304
	<b>25,838,105</b>	<b>28,852,611</b>

**FOR FADNIS AND GUPTE  
CHARTERED ACCOUNTANTS  
FRN : 006600C**

**FOR AND ON BEHALF OF BOARD**

**(CA. VIKRAM GUPTE)**  
PARTNER  
M.No. 074814

**(SHUBHAM JAIN)**  
COMPANY SECRETARY

**(CHANDRASHEKHAR BOBRA)**  
DIRECTOR  
DIN:00209498

**(SUNIL CHORDIA)**  
MANAGING DIRECTOR  
DIN:00144786

Indore,  
Dated : 16<sup>th</sup> May, 2017

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS****1. Significant Accounting Policies of Rajratan Group**

The Rajratan Group consists of Rajratan Global Wire Limited, a company incorporated in India under the Indian Companies Act and the following two subsidiaries:-

S.No.	Name of the Subsidiary	Country of Incorporation	Percentage of Voting Power	
			31.03.2017	31.03.2016
01.	Rajratan Thai Wire Co. Ltd.	Thailand	100	100
02.	Swaraj Technocrafts Pvt. Ltd.	India	68	68
03.	Cee Cee Engineering Industries Pvt. Ltd.	India	100	-

The consolidated Financial statements have been prepared as required u/s 129 (5) of the companies act 2013.

**1.1 Basis of Preparation of Financial Statements**

The financial statements of Rajratan Global Wire Ltd. and its subsidiaries (Swaraj Technocrafts Pvt. Ltd. and Cee Cee Engineering Industries Pvt. Ltd.) are prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ('Indian GAAP') including the Accounting standards specified u/s 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.

The financial statements of Rajratan Thai Wire Co. Ltd. have been prepared and presented in accordance with Accounting Standards enunciated under the Accounting Profession Act, Thailand. The presentation of the financial statement has been made in compliance with the stipulation of the Notification of the Department of Business Development Dated 14th September, 2001, issued under the Accounting Act, Thailand.

**1.2 Basis of Consolidation & Translation of Foreign Currency**

- The accompanying financial statements have been prepared in Indian rupees being the national currency of India.
- The consolidated financial statements of the group have been prepared based on a line-by-line consolidation of the financial statements of Rajratan Global Wire Limited and its subsidiaries. All material inter-group balances and transactions are eliminated on consolidation.
- Assets and Liabilities of subsidiary are translated into Indian Rupees at the exchange rate of 1 Thai Baht = 1.8887 INR prevailing as at the Balance Sheet date. Revenues and expenses are translated into Indian Rupee at average rate of 1 Thai Baht = 1.910375 INR and the resulting net exchange differences are accumulated in Foreign Currency Translation Reserve, as the operations of the subsidiary are considered as Non-Integral Foreign operations.
- The net difference on account of translation of investment in foreign subsidiary in the Indian Currency, at the reporting date, amounting to ₹ 106,680,585/- is also considered as part of Foreign Currency Translation Reserve.
- The Consolidation procedures adopted are as specified in Accounting Standard (AS) 21 "Consolidated Financial Statement" issued by the Institute of Chartered Accountants of India (ICAI) and specified u/s 133 of the Act read with Rule 7 of Companies (Accounts) Rules, 2014.

**1.3 Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

**1.4 Fixed Assets and Depreciation**

The Rajratan Group (including Holding and other Subsidiaries) except M/s. Cee Cee Engineering Industries Private Limited follows the cost model for the valuation of all items of Property, Plant and Equipment including land as prescribed in Accounting Standard AS-10 (Revised).

M/s. Cee Cee Engineering Industries Private Limited which has become subsidiary in August, 2016 has adopted revaluation model for accounting of land. Thus, the total land appearing in the Consolidated Balance Sheet of ₹ 1100.93 lacs includes the following:-

<b>Rajratan Global Wire Limited</b>	
Land admeasuring 33,278 Sq. Mt. Area valued at cost of acquisition	41.09 lacs
<b>Rajratan Thai Wire Company Limited</b>	
Land admeasuring 37,988 Sq. Mt. Area valued at cost of acquisition	766.44 lacs
<b>Swaraj Technocrafts Private Limited</b>	
Land admeasuring 2,787 Sq. Mt. Area valued at cost of acquisition	11.33 lacs
<b>Cee Cee Engineering Industries Private Limited</b>	
Land admeasuring 15,700 Sq. Mt. area revalued at market price in Sept., 2013 (Original cost ₹ 10 lacs)	282.07 lacs
<b>Total</b>	<b>1100.93 lacs</b>

The Company together with its subsidiaries is required to follow Indian Accounting Standards (IndASs) as notified by the Ministry of Corporate Affairs, Government of India with effect from FY 2017-18 along with the comparatives for FY 2016-17. The date of transition is 1st April, 2016. The Company has decided to exercise the option given to the first time adopters to continue with the carrying value for all of its Property, Plant & Equipment as recognized in the financial statements as at the date of transition to IndASs, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Accordingly under the IndASs the Consolidated Balance Sheet of Rajratan Group as at 31st March, 2017, following uniform accounting policies will show the value of land at ₹ 1100.93 lakhs which is the same as presented in this financial statement. Therefore the management is of the opinion that consolidating the value of land of M/s. Cee Cee Engineering Industries Private Limited measured at fair value with the land of holding and other fellow subsidiary companies at historical cost represents a true and fair view.

#### Recognition

The cost of an item of property, plant and equipment is recognized as an asset if, and only if:

- (a) it is probable that future economic benefits associated with the item will flow to the enterprise; and
- (b) the cost of the item can be measured reliably.

#### Subsequent Cost

The Company recognizes in the carrying amount of an item of Property, Plant & Equipment, the cost of replacing a part of an item, when that cost is incurred provided the recognition criteria as mentioned above are met. The carrying amount of those parts that are replaced is derecognized in accordance with the de-recognition provisions mentioned in the Accounting Standard. The cost of day to day servicing of an item of Property, Plant & Equipment is recognized in the Statement of Profit & Loss as and when incurred.

#### Measurement

Fixed assets are stated at acquisition cost less accumulated depreciation. The cost of fixed assets comprises its purchase price including import duties and other non-refundable taxes or levies and any directly, attributable cost of bringing the asset to the working condition for its intended use.

#### Depreciation

Depreciation is provided on the straight-line method ('SLM'). The technical estimates of useful life are in confirmatory with those prescribed in Schedule II to the Companies Act, 2013.

Each part of an item of Property, Plant & Equipment with a cost that is significant in relation to total cost of the Machine is depreciated separately, if its useful life is different than the life of the Machine.

The depreciation on the assets capitalized/sold during the year is charged on prorata basis.

The Fixed Assets of Rajratan Thai Wire Co. Ltd. are stated at cost less accumulated depreciation and allowance for impairment loss. Depreciation of plant & equipment is calculated by reference to their cost on Straight Line Basis over the estimated useful life as follows:-

Particulars	Years
1) Building & Improvement (Factory)	30
2) Building & Improvement (Residential)	61
3) Plant, Machinery & Equipments	19
4) Furniture & Fixture	16
5) Vehicles	11
6) Office Equipments	06

#### Capital Work in Progress

Capital Work-In-Progress includes the cost of fixed assets that are not ready to use at the Balance Sheet date. Advances paid for Capital Assets are not considered as Capital Work-in-Progress but classified as Long Term Advances.

### 1.5 Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that an asset or a group of assets (cash generating unit) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset or a group of assets. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit & loss account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

### 1.6 Investments

Investments are classified into current and non-current investments.

Investments classified as Non Current investment are carried at cost. Provision for diminution, if any, is made to recognize a decline other than temporary, in the value of the investment.

Investment in Rajratan Thai Wire Ltd., Thailand, being a non-monetary item which is carried in terms of historical cost denominated in Thai Baht, is reported using the exchange rate at the date of transaction. Exchange differences arising on loans, which in substance form part of net investments in Rajratan Thai Wire Co. Ltd., are accumulated in Foreign Currency Translation Reserve. However, as at the Balance Sheet date, there are no such loan which are in substance in the nature of Net Investment.

Non Current Investments in subsidiary companies intended to promote the trade or business, are classified as Trade Investments.  
Current investments are stated at lower of cost and fair value.

### 1.7 Inventories

- (a) Inventories are valued at cost or net realizable value whichever is lower.
- (b) The cost of inventories comprise all costs of purchase including duties and taxes (other than those subsequently recoverable from the taxing authorities), conversion cost and other costs incurred in bringing the inventories to their present location and condition.
- (c) The cost formulas used are Weighted Average Cost in case of Raw Material and First-in- First Out ('FIFO') in case of Ancillary Raw Material , Consumable Stores.
- (d) The cost formula used for valuation of inventories are as under:-

(i) Raw Material	
(a) Rajratan Global Wire Ltd.	Weight Average Cost
and	
Rajratan Thai Wire Co., Ltd.	
(b) Swaraj Technocrats P. Ltd.	First-in-First-Out
(c) Cee Cee Engineering Industries P. Ltd.	First-in-First-Out
(ii) Ancillary Raw Material and Consumable Spares	First-in-First-Out

- (iii) The proportion of Raw Material Inventory valued on using different formula in the Consolidated Financial Statements are as under:-

	<u>2017</u>	<u>2016</u>
(a) Raw Material value using Weight Average Cost	₹ 97,904,145/-	₹ 132,425,967/-
(b) Raw Material value using First-in-First-Out basis	₹ 11,541,945/-	₹ 16,802,413/-
<b>Total Value of Raw Material Inventory</b>	<b>₹ 109,446,090/-</b>	<b>₹ 149,228,380/-</b>

- (e) Excise Duty is included in the value of finished goods inventory.

### 1.8 Revenue recognition

- (a) Revenue from sale of products is recognized on transfer of all significant risk and rewards of ownership of products to the customers, which is generally on dispatch of goods. Sales are stated exclusive of Value Added Tax.
- (b) Dividend income is recognized when the right to receive the dividend is established.
- (c) Interest income is recognized on the time proportion basis.
- (d) Export incentives receivable are accounted for when the right to receive the credit is established and there is no significant uncertainty regarding the ultimate collection of export proceeds.

### 1.9 Employee Benefits

- (a) Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and short term compensated absences, etc. are recognized in the period in which the employee renders the related services.

- b) Post- Employment Benefits

- i) Defined Contribution Plans: The Employee State Insurance Scheme and Contributory Provident Fund administered by Provident Fund Commissioner are defined contribution plans. The Company's contribution paid/payable under the schemes is recognized as expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

- ii) Defined Benefit Plans: The present value of the Company's obligation towards gratuity payments to employees is determined based on the actuarial valuation and as advised by the LIC for Rajratan Global Wire Ltd. and Swaraj Technocrafts Pvt. Ltd. respectively, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, are as per valuation.

Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

### 1.10 Foreign Currency Transactions

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss for the year.

Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss.

The premium or the discount on forward exchange contracts not relating to firm commitments or highly probable forecast transactions and not intended for trading or speculation purpose is amortized as expense or income over the life of the contract.

### 1.11 Borrowing Costs

The borrowing costs that are directly attributable to the acquisition, construction or productions of a qualifying asset are capitalized as part of the cost of that asset. The amount of borrowing cost eligible for capitalization is determined in accordance with Accounting Standard (AS) 16- Borrowing Costs issued by the Institute of Chartered Accountants of India (ICAI) specified u/s 133 of the Act read with Rule 7 of Companies (Accounts) Rules, 2014.

### 1.12 Research and Development

Expenditure on research phase is recognized as an expense when it is incurred. Expenditure on development phase is recognized as an intangible asset if it is likely to generate probable future economic benefits.

### 1.13 Lease

The Company classifies lease, where the lessor effectively retains substantially all the rights and benefits of ownership over the lease term, as operating leases. Operating lease rentals are recognized as an expense over the lease period.

Accordingly the premium paid on land acquisition is amortized over the lease period.

### 1.14 Earnings Per Share

Basic and diluted earnings per share are computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year. There are no diluted potential equity shares.

### 1.15 Provisions for contingencies

Provisions comprise liabilities of uncertain timing or amount. Provisions are recognized when the company recognizes it has a present obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.

Disclosures for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources when there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Loss contingencies arising from claims, litigation, assessment, fines, penalties, etc. are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated.

Contingent assets are not recognized in the financial statements.

## 1 NOTES FORMING PART OF FINANCIAL STATEMENTS

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH-2017	AS AT 31 <sup>ST</sup> MARCH-2016
<b>2. SHARE CAPITAL</b>		
<b>2.1 Authorised:</b>		
8,000,000 Equity Shares of ₹ 10/-each (Previous year 8,000,000 Equity Share of ₹ 10/- each)	<b>80,000,000</b>	<b>80,000,000</b>
<b>2.2 Issued, Subscribed and Fully Paid up:</b>		
4,351,800 fully paid up Equity Share of ₹ 10/- each (Previous Year 4,351,800 fully paid up Equity Shares or ₹ 10/- each)	43,518,000	43,518,000
	<b>43,518,000</b>	<b>43,518,000</b>
<b>2.3 Par Value Per Share</b>	₹ 10	₹ 10
<b>2.4 Reconciliation of Number of Shares</b>		
Shares outstanding as at 1st April, 2016/1st April, 2015	4,351,800	4,351,800
Shares outstanding at the end of the year	4,351,800	4,351,800
<b>2.5</b> The company has only one class of shares having a par value of ₹10/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.		



PARTICULARS	AS AT		AS AT	
	31 <sup>ST</sup> MARCH-2017		31 <sup>ST</sup> MARCH-2016	
<b>2.6 List of shareholders holding more than 5% of the total number of shares issued by the Company :</b>				
<b>Name of the share holder</b>	<b>No. of Shares</b>	<b>%</b>	<b>No. of Shares</b>	<b>%</b>
Rajratan Investment Limited	782,881	17.99	782,881	17.99
Renaissance Advanced Consultancy Ltd (Transferred from Avalokiteshvar Valinv Limited as per scheme of Arrangement approved by Hon'ble High Court of Delhi)	116,172	2.67	625,200	14.37
Rajratan Resources Pvt Limited	381,420	8.76	381,420	8.76
Mrs. Sangita Chordia	558,100	12.82	558,100	12.82
Mr. Sunil Chordia	479,390	11.02	479,390	11.02
Mr. Yashovardhan Chordia	268,000	6.16	268,000	6.16
SBI Small and Midcap Fund	267,699	6.15	-	-
<b>3. RESERVES AND SURPLUS</b>				
<b>3.1 (A) Capital Reserves</b>				
State Investment Subsidy		1,500,000		1,500,000
Balance as per last account (A)				
<b>3.2 (B) Securities Premium Reserve</b>		83,985,200		83,985,200
Balance as per last account (B)				
<b>3.3 (C) Other Reserves</b>				
<b>General Reserve</b>				
Opening Balance		439,750,000		369,750,000
Add: Transferred From Statement of Profit & Loss account		60,000,000		70,000,000
Closing Balance (C)		<u>499,750,000</u>		<u>439,750,000</u>
<b>3.4 (D) Surplus</b>				
<b>Statement of Profit &amp; Loss</b>				
Opening Balance		49,020,762		(39,390,719)
Add: Loss of Cee Cee Engineering till the date of acquisition		360,989		-
Add: Profit for the year		211,117,248		164,696,768
		<u>260,498,999</u>		<u>125,306,049</u>
<b>Less: Appropriations</b>				
Transfer to General Reserve		60,000,000		70,000,000
Proposed Dividend		-		5,222,160
Corporate Dividend Tax		-		1,063,127
Closing Balance (D)		<u>200,498,999</u>		<u>49,020,762</u>
[Refer note 29(b) for Change in Accounting Policies]				
<b>3.5 (E) Foreign Currency Translation Reserve</b>		51,532,253		52,562,931
<b>Total (A+B+C+D+E)</b>		<u>837,266,452</u>		<u>626,818,893</u>
<b>4 Long-Term Borrowings</b>				
<b>4.1 Term Loans Secured</b>				
From Banks		82,000,000		138,514,827
From Others		1,227,935		1,241,673
		<u>83,227,935</u>		<u>139,756,500</u>
<b>4.2 SECURITY:</b>				
<b>I. Rajratan Global Wire Ltd.</b>				
A. Term loans outstanding ₹ 129,000,000/- (Rs. 82,000,000/- classified as Non-Current and ₹ 47,000,000/- classified as Current Liability) (Previous year ₹ 138,000,000/-) are secured by way of an equitable mortgage of immovable properties with State Bank of India, Indore and first charge by way of hypothecation of all the company's movable machinery,				

present and future, subject to prior charges created in favour of Company's Bankers on the stock of raw materials, goods in process, finished and manufactured goods and Book Debts towards security for working capital facilities. Term loans are also secured by personal guarantee of the Managing Director.

- B. M/s Cee Cee Engineering Industries Pvt. Ltd. (Subsidiary Company) has also provided collateral security by way of first charge on the entire fixed assets of (by way of equitable mortgage of leased land (lease agreement dated 17.10.1997 with MP Audoyogik Vikas Nigam) & building & hypothecation of other fixed assets) (both present & future) situated at the company's premises at Plot No. 199, Sector-1, Pithampur Industrial area, District-Dhar (MP) and/or any other places.

## **II. Rajratan Thai Wire Co. Ltd.**

The Company's land and building has been mortgaged and Plant and Machinery has been hypothecated to ICICI Bank Limited, Singapore to secure the Term Loan Amounting to ₹ NIL (Previous Year ₹ 68,807,026/-)

The Company's residential building has been mortgaged to Bank of Ayudhya Plc. Thailand (BAY), to secured the Long Term Loan Amounting to ₹ NIL (Previous Year ₹ 1,632,329/-)

### **4.3 Terms of Repayment of Long Term Borrowings**

#### **I. Repayment schedule of Rajratan Global Wire Ltd.**

<b>Particulars</b>	<b>Total Tenor of Loan</b>	<b>Frequency of Installment</b>	<b>No. of Installment Due</b>	<b>Amount Outstanding</b>	<b>Rate of Interest</b>
State Bank of India	5 Years	Quarterly	12	108,000,000	11.00%
State Bank of India	3 Years	Quarterly	8	21,000,000	11.00%

## **5 Deferred Tax Liabilities (Net)**

<b>5.1</b>	a. Deferred Tax Liabilities On account of tax effects on timing difference arising due to difference in Depreciation	83,191,604	81,887,124
<b>5.2</b>	Deferred Tax Assets On Account of disallowance u/s 43B of the Income Tax Act (net of reversals of DTA created in earlier year)	236,967	49,515
	<b>Net Deferred Tax Liabilities</b>	<b>82,954,637</b>	<b>81,837,609</b>

## **6 Short-Term Borrowings**

### **Secured:**

<b>6.1</b>	<b>Loans repayable on demand</b>		
	From Bank	700,383,002	614,805,231
	From Other Financial Institution	63,310,345	54,321,696

### **Unsecured:**

<b>6.2</b>	<b>Loans and advances from related parties</b>		
	Unsecured Loans (Refer Note No. 32)	40,230,316	24,498,541

<b>6.3</b>	<b>Other loans and advances</b>		
	Inter Corporate Deposit	-	5,000,000
		<b>803,923,663</b>	<b>698,625,468</b>

## **6.4 Security:**

### **I. Rajratan Global Wire Ltd.**

- A. Loans repayable on demand from State Bank of India, Indore and IDBI Bank Ltd., Indore are Working Capital Loans and are secured by hypothecation of company's stock and book debts, present & future and by a second charge on all the immovable properties of the company and plant and machinery, machinery spares, tools and accessories and other movables both present and future. Such advances are also secured by personal guarantees of the Managing Director.
- B. M/s Cee Cee Engineering Industries Pvt Ltd. (Subsidiary Company) has also provided collateral security by way of first charge on the entire fixed assets of [(by way of equitable mortgage of leased land (lease agreement dated 17.10.1997 with MP Audoyogik Vikas Nigam) & building & hypothecation of other fixed assets)] (both present & future) situated at the company's premises at Plot No. 199, Sector-1, Pithampur Industrial area, District-Dhar (MP) and /or any other places for credit facilities sanctioned by State Bank of India.
- C. Loans and advances from related parties are unsecured.

## **II. Swaraj Technocraft Pvt. Ltd.**

Working Capital Loans from Banks are secured by first charge by hypothecation of company's stock and book debts, present and future and by a second charge on all the immovable properties of the company and plant and machinery, machinery spares, tools and accessories and other movables both present and future. Such loans are also secured by personal guarantees of the Managing Director.

**III. Rajratan Thai Wire Co. Ltd., Thailand**

The working capital borrowing were extended by Bank of Ayudhya PLC Thailand under working capital loan agreement dated 9th May, 2008, which is secured by SBLC of USD 3.00 million and 0.80 million issued by ICICI Bank, Singapore under the Loan Agreement dated 5th May, 2007 & 10th October, 2012 and United Oversea Bank (Thailand) Ltd., under working capital loan agreement dated 17th January, 2011, which is secured by SBLC of USD 2 million issued by IDBI Bank Limited, India.

**7 TRADE PAYABLES**

<b>7.1</b>	Payable to entities covered under Micro, Small and Medium Enterprises Act	-	-
<b>7.2</b>	Trade Payables	306,967,837	263,558,969
		<u><b>306,967,837</b></u>	<u><b>263,558,969</b></u>

**8 OTHER CURRENT LIABILITIES**

<b>8.1</b>	Current maturities of Long Term debt (Including amount payable within 12 Months to Bank on account of Long Term FCNR Loan ₹ 8,019,750/- taken by Holding Company (Previous Year ₹ NIL)	56,053,396	146,989,731
<b>8.2</b>	Interest accrued but not due on borrowings	1,602,993	1,270,347
<b>8.3</b>	Interest accrued and due on borrowings	1,455,421	2,207,805
<b>8.4</b>	Unpaid Dividends	638,291	623,009
<b>8.5</b>	Other Payable	34,605,258	13,263,828
		<u><b>94,355,359</b></u>	<u><b>164,354,719</b></u>
	Other payable pertain to		
	(i) Statutory Liabilities	8,910,163	7,417,500
	(ii) Creditors for Capital Goods	163,662	3,420,650
	(iii) Advance from Customers	25,531,434	2,425,678
		<u><b>34,605,259</b></u>	<u><b>13,263,828</b></u>

**9 SHORT-TERM PROVISIONS**

<b>9.1</b>	Provision for Employee Benefits	10,816,007	7,341,025
<b>9.2</b>	Income Tax (Net of advance Tax ₹ 29,442,362/- Previous Year ₹ 43,682,211/-)	9,607,638	8,117,790
<b>9.3</b>	Proposed Dividend (Including Dividend Distribution Tax of ₹ (NIL) (Previous Year ₹ 1,063,127) (Refer Note No. 29 (b))	-	6,285,287
		<u><b>20,423,645</b></u>	<u><b>21,744,102</b></u>

**SCHEDULE ATTACHED TO AND FORMING PART OF CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2017**

**10 : FIXED ASSETS**

PARTICULARS	GROSS BLOCK						DEPRECIATION						NET BLOCK	
	As On 01.04.16	Subsidiary Acquired during the year	Additions for the year	Deduction during the year	Adjustment for Foreign Currency	As On 31.03.17	Upto 01.04.16	Subsidiary Acquired during the year	For the Year	Written Back	Adjustment for Currency	Upto 31.03.17	As On 31.03.17	As On 31.03.16
<b>I. TANGIBLE ASSETS</b>														
<b>A. Leasehold Assets</b>														
Lease Hold Land	3,136,489	28,207,250	-	-	-	31,343,739	587,665		1,277,480	-	-	1,865,145	29,478,594	2,548,824
<b>B. Owned Assets</b>														
a) Free Hold Land	78,604,842	-	-	-	145,115	78,749,957	-		-	-	-	-	78,749,957	78,604,842
b) Site Development	15,174,814	51,505	336,972	-	-	15,563,291	14,622,961	41,275	284,892	-	-	14,949,128	614,163	551,853
c) Building	233,882,588	2,380,349	63,580,305	-	291,563	300,134,805	71,454,244	267,420	8,257,594	-	10,724	79,989,983	220,144,822	162,428,344
d) Plant & Machinery	1,253,102,572	1,492,588	85,036,373	9,381,563	1,070,498	1,331,320,469	520,109,660	241,591	59,720,605	6,558,339	80,188	573,593,705	757,726,764	732,992,912
e) Furniture & Fixtures	13,311,871	18,961	2,993,966	18,887	9,247	16,315,159	9,474,085	5,145	950,002	-	(388)	10,428,843	5,886,316	3,837,787
f) Vehicles	20,408,382	-	2,621,577	332,048	13,997	22,711,908	10,592,145	-	2,488,589	332,048	(567)	12,748,119	9,963,789	9,816,237
g) Office Equipment	7,853,089	-	329,715	-	-	8,182,804	4,131,649	-	595,473	-	9,885	4,737,006	3,445,798	3,721,440
h) Other Assets	12,930,854	-	1,136,296	22,008	10,906	14,056,048	11,168,889	-	737,732	-	-	11,906,621	2,149,427	1,761,965
<b>TOTAL</b>	<b>1,638,405,501</b>	<b>32,150,653</b>	<b>156,035,204</b>	<b>9,754,506</b>	<b>1,541,327</b>	<b>1,818,378,180</b>	<b>642,141,298</b>	<b>555,431</b>	<b>74,312,367</b>	<b>6,890,387</b>	<b>99,841</b>	<b>710,218,550</b>	<b>1,108,159,630</b>	<b>996,264,205</b>
<b>PREVIOUS YEAR</b>	<b>1,611,835,148</b>	-	52,088,454	13,090,212	(12,427,890)	1,638,405,500	584,661,164	-	67,424,352	7,065,847	(2,878,372)	642,141,297	1,028,083,050	1,027,173,985
<b>II INTANGIBLE ASSETS</b>														
ERP Software & Technical Know-how	2,219,388	-	409,634	-	-	2,629,022	1,353,471	-	460,029	-	-	1,813,500	815,522	865,917
<b>TOTAL</b>	<b>2,219,388</b>	-	<b>409,634</b>	-	-	<b>2,629,022</b>	<b>1,353,471</b>	-	<b>460,029</b>	-	-	<b>1,813,500</b>	<b>815,522</b>	<b>865,917</b>
<b>PREVIOUS YEAR</b>	<b>2,219,388</b>	-	-	-	-	<b>2,219,388</b>	<b>1,057,128</b>	-	<b>296,343</b>	-	-	<b>1,353,471</b>	<b>865,917</b>	<b>1,162,260</b>
<b>CAPITAL WORK IN PROGRESS</b>	<b>56,931,233</b>	<b>1,086,699</b>	<b>109,473,784</b>	<b>145,150,264</b>	<b>54,816</b>	<b>22,396,268</b>	-	-	-	-	-	-	<b>22,396,268</b>	<b>56,931,233</b>
<b>PREVIOUS YEAR</b>	<b>7,846,876</b>	-	73,317,026	35,622,248	11,389,579	56,931,233	-	-	-	-	-	-	56,931,233	7,846,876

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH-2017	AS AT 31 <sup>ST</sup> MARCH-2016
<b>11 NON-CURRENT INVESTMENTS</b>		
<b>Non Trade investment - Unquoted</b>		
250 Equity Shares of ₹ 10 Each of the M/s. Shamrao Vithaldas Co-operative Society Limited, Mumbai (Fully Paid up)	2,500	2,500
	<b>2,500</b>	<b>2,500</b>
<b>12 LONG-TERM LOANS AND ADVANCES</b>		
<b>12.1 Capital advance</b>		
Unsecured, Considered good	4,292,399	9,046,970
Includes advance to Wholly Owned Subsidiary M/s Cee Cee Engineering Private Limited (Refer Note No. 31) (₹ Nil/- Previous year ₹ 7,436,411/-)		
<b>12.2 Security Deposits</b>		
Unsecured, Considered good	10,683,551	13,596,414
<b>Total</b>	<b>14,975,950</b>	<b>22,643,384</b>
<b>13 Inventories</b>		
<b>13.1 (a) Raw Materials:</b>		
Raw Material	109,446,090	149,228,380
Ancillary Raw Material	15,636,963	16,406,953
(b) Work-in-progress;	61,840,800	31,940,025
(c) Finished Goods;	78,723,780	56,551,454
(d) Stock in Transit (Including Traded Goods)	36,683,792	-
(e) Stores and Spares;	34,643,987	42,529,168
(f) Scrap	30,212	111,976
(g) Others	-	-
<b>Total</b>	<b>337,005,624</b>	<b>296,767,957</b>
<b>13.2</b> Inventories are valued at cost or net realisable value whichever is lower. The cost formulas used are Weighted Average Cost in case of Raw Material of Rajratan Global Wire Ltd. and Rajratan Thai Wire Co. Ltd. and in case of Swaraj Technocrafts Pvt. Ltd. and Cee Cee Engineering Industries Pvt. Ltd. the cost formula used is First in First Out (FIFO). In case of Ancillary Raw Material and Consumable Spares the cost formula used is First in First Out (FIFO). The cost of inventories comprises all cost of purchase including duties and taxes (other than those subsequently recoverable from the taxing authorities), conversion cost and other costs incurred in bringing the inventories to their present location and condition. Excise Duty is included in the value of finished goods inventory.		
<b>14 TRADE RECEIVABLES</b>		
<b>14.1</b> Unsecured, Considered good		
(a) Trade receivable outstanding for period exceeding six months from the date they are due for payment	8,732,874	14,135,397
(b) Others	649,673,202	564,845,890
<b>Total</b>	<b>658,406,076</b>	<b>578,981,287</b>
<b>15 Cash and Bank Balances</b>		
<b>15.1 Cash and Cash Equivalents</b>		
(a) Balances with Banks - Current Accounts	482,684	237,559
(b) Cash in Hand including Foreign Currency	885,822	381,747
	<b>1,368,506</b>	<b>619,307</b>
<b>15.2 Other Bank Balances</b>		
(a) Current Account held as Margin Money	6,500,000	6,500,000
(b) Fixed Deposit Account held as margin money (With Maturity less than 12 months)	17,331,308	21,110,295
(c) Unpaid Dividend Accounts	638,291	623,009
	<b>24,469,599</b>	<b>28,233,304</b>
<b>Total</b>	<b>25,838,105</b>	<b>28,852,610</b>



PARTICULARS		AS AT 31 <sup>ST</sup> MARCH-2017	AS AT 31 <sup>ST</sup> MARCH-2016
<b>16</b>	<b>Short-Term Loans and Advances (Unsecured &amp; Considered good)</b>		
<b>16.1</b>	Other Loans & Advances		
	(i) Advances recoverable in cash or in kind or for value to be received	88,279,169	32,064,948
	(ii) Balance with Government Authorities	18,547,255	29,157,378
	<b>Total</b>	<b>106,826,424</b>	<b>61,222,325</b>
<b>17</b>	<b>OTHER CURRENT ASSETS</b>		
	Interest Accrued on Fixed deposit	734,656	845,417
	<b>Total</b>	<b>734,656</b>	<b>845,417</b>
<b>18</b>	<b>REVENUE FROM OPERATIONS</b>		
	Sale of Manufactured goods	3,088,060,745	3,042,907,958
	Sale of Raw Material	9,439,138	525,686
	Other Operating Income	4,459,334	5,264,504
	<b>Total</b>	<b>3,101,959,217</b>	<b>3,048,698,148</b>
	Less:- Excise Duty	215,969,611	220,258,998
		<b>2,885,989,606</b>	<b>2,828,439,150</b>
<b>19</b>	<b>OTHER INCOME</b>		
	Interest Income	15,732,337	7,079,766
	Dividend from Long Term Investment	300	300
	Profit on Sale of Fixed Assets	-	736,979
	Rent Received on Plant & Machinery	-	60,000
	Gain on Exchange Fluctuation	5,213,391	-
	Credit Balance w/off	1,206,816	105,411
	Miscellaneous Receipts	-	1,740
	<b>Total</b>	<b>22,152,844</b>	<b>7,984,196</b>
<b>20</b>	<b>COST OF MATERIALS CONSUMED</b>		
	<b>MATERIALS CONSUMED COMPRISES OF:</b>		
	Wire Rod	1,654,699,770	1,521,811,695
	Ancillary Raw material	37,751,644	37,852,839
	Others	67,080,921	4,211,242
	<b>Total</b>	<b>1,759,532,335</b>	<b>1,563,875,776</b>
<b>21</b>	<b>COST OF TRADED GOODS</b>		
	Others	105,647	-
	<b>Total</b>	<b>105,647</b>	<b>-</b>
<b>22</b>	<b>CHANGE IN INVENTORIES OF FINISHED GOODS &amp; WORK-IN-PROGRESS</b>		
	<b>Opening Stock</b>		
	Work-in-Progress	31,940,026	63,164,283
	Finished goods	56,551,454	100,939,302
	Scrap	111,976	47,555
		<b>88,603,456</b>	<b>164,151,140</b>
	<b>Closing Stock</b>		
	Work-in-Progress	61,840,800	31,940,026
	Finished goods	78,723,780	56,551,454
	Scrap	30,212	111,976
	Stock In Transit (Includes Traded Goods)	36,683,792	-
		<b>177,278,584</b>	<b>88,603,456</b>
	<b>Change in inventories of Finished Goods &amp; Work-in-Progress</b>	<b>(88,675,128)</b>	<b>75,547,684</b>
<b>23.</b>	<b>Employee Benefits Expenses</b>		
	Salary Wages Bonus & Allowances	176,040,016	160,179,803
	Contribution to Provident Fund	7,750,835	6,924,495
	Contribution to ESIC	2,242,209	1,968,602
	Staff Welfare Expenses	6,766,208	4,208,358
	Contribution to Gratuity Fund	5,436,134	2,003,103
	Medical Expenses Reimbursement	1,161,232	1,107,353
		<b>199,396,635</b>	<b>176,391,713</b>

PARTICULARS	AS AT 31 <sup>ST</sup> MARCH-2017	AS AT 31 <sup>ST</sup> MARCH-2016
<b>24. FINANCE COST</b>		
Interest Expenses	74,314,165	88,459,282
Exchange Fluctuation Loss	-	18,685,165
Other Borrowing Costs	31,785,558	39,801,157
<b>Total</b>	<b>106,099,723</b>	<b>146,945,605</b>
<b>25. OTHER EXPENDITURE</b>		
Power & Fuel	256,964,733	275,814,161
Less: Recovery of energy generated by Windmill	(9,862,399)	(11,965,173)
	<b>247,102,334</b>	<b>263,848,988</b>
Consumable Stores	80,814,929	58,074,537
Packing Material	28,450,875	28,842,898
Freight Inward	23,312,987	22,316,298
Freight Outwards	79,223,408	80,173,570
Rent	546,000	516,000
Repair & Maintenance	43,904,626	40,123,639
Repair to Building	1,145,236	2,413,208
Transit Insurance	1,527,736	1,577,758
Insurance Charges	1,219,672	1,083,711
Rate & Taxes excluding taxes on income	5,025,523	3,894,731
Export Expenses	37,582,798	39,748,959
Miscellaneous expenses below 1% of revenue from operation	56,217,407	50,754,335
<b>TOTAL</b>	<b>606,073,531</b>	<b>593,368,633</b>

**26. Contingent Liabilities and Commitments**

**26.1 Contingent Liabilities**

- |   |                   |                    |
|---|-------------------|--------------------|
| (a) Claims against the company not acknowledged as debt;  | Nil               | Nil                |
| (b) Guarantees;   |                   |                    |
| <b>Rajratan Global Wire Ltd.</b>  |                   |                    |
| (i) The company has given the Corporate Guarantee for the credit facilities availed by M/s. Rajratan Thai Wire Co. Ltd. Thailand the Wholly Owned subsidiary of the company.  | US\$ 8.30 Million | US\$ 10.70 Million |
| (c) 91,90,100 (Previous year 54,00,000) equity shares of M/s. Rajratan Thai Wire Co. Ltd. (RTWL), Thailand have been pledged each with State Bank of India and ICICI Bank Ltd., against loans sanctioned by them to RTWL. |                   |                    |
| (d) Other money for which the company is contingently liable for which no provision is considered required as the company is hopeful of successful outcome in the appeals.  |                   |                    |

Particulars	Financial year	Amount in ₹	Forum where dispute is pending
<b>Income Tax</b>	2003-04	200,000	CIT (A) -II Indore
	2013-14	4,966,822	CIT (A) -II Indore
<b>Central Sales Tax</b>	2008-09	955,403	Appellate Board, Bhopal
	2009-10	221,155	Appellate Board, Bhopal
	2011-12	506,565	Appellate Board, Bhopal
	2012-13	94,312	Appellate Board, Bhopal
	2013-14	353,772	Appellate Board, Bhopal
	2014-15	68,042	Before ACCT(A), Indore
	2015-16	180,555	Before Commercial Tax Officer, Villupuram
<b>VAT</b>	2014-15	432,439	Before ACCT(A), Indore
<b>Service Tax</b>	2005-06	584,233	Customs, Central Excise & Service Tax Appellate, Tribunal, New Delhi
	2004 to 15	2,420,603	Appeal Filed before Commissioner (A), Bhopal
	2014-15	107,191	Appeal Filed before commissioner (A), Bhopal
	2014-16	4,680,551	Appeal Filed before commissioner (A), Bhopal
<b>Excise</b>	2005 to 09	1,152,642	Appeal Filed before commissioner (A), Bhopal
	2015-16	14,663	Appeal Filed before commissioner (A), Bhopal
	2015-16	4,284,025	Appeal Filed before commissioner (A), Bhopal

There are no pending litigation other than those mentioned above. The total impact on the financial statements of pending litigation is ₹ 21,222,973/- (Previous year ₹ 12,029,774/-), if decided against the Company. The Management is confident that all pending Litigation will be decided in favour of the Company and there is no expected outflow of resources on this account, except liability which may arise on account of non receipt of "C" form, the amount of which cannot be ascertained in view of the uncertainty about the receipt of declarations forms.

	As at 31st March, 2017	As at 31st March, 2016
<b>Rajratan Thai Wire Co. Ltd.</b>		
(i) Letter of Guarantees issued by local Banks to Thailand	TBH 4.54 Million	TBH 3.86 Million
<b>Swaraj Technocrafts Pvt. Ltd.</b>		
(i) Bank Guarantee with State Bank of India, Pithampur	₹ 0.10 Crore	₹ 0.13 Crore
<b>Cee Cee Engineering Industries Pvt. Ltd.</b>		
(i) The company has given the Corporate Guarantee for the credit facilities availed by Holding Company	₹ 66.54 Crore	₹ 66.54 Crore
<b>26.2 Commitments</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for;	7,075,000	20,817,515
<b>27. Work in Progress comprises of wire rods under conversion into Tyre Bead Wires.</b>	7,368,840	28,954,180
<b>27.1</b> Work in Progress Wire Drawing Machines in the Process of Manufacturing	23,404,247	2,985,846
<b>28. Detail of Prior Period Expenses</b>		
<b>28.1 Prior Period Expenses</b>		
(i) On Account of Amortization of Land	946,936	-
<b>28.2 Prior Period Income</b>		
(i) On account of Raw Material Consumption	63,053	-
<b>29. Change in Accounting Policies</b>		
(a) The Leasehold land admeasuring 15,700 Sq. Mt. situated at Plot No. 199 Industrial Area No.1, Pithampur (Dist. Dhar) was allotted to M/s. Cee Cee Engineering Industries Pvt. Ltd. by MPAKVN (Indore) Limited for a period of 30 years in December 1997.		
The merger of the company with the holding company has been initiated. Post merger the land will be available for a period of 99 years from the date of execution of the conveyance deed in favor of the holding company in accordance with the scheme of merger, subject to approval by the competent legal authorities. The Appointed Date under the scheme is 1st April 2017. Accordingly the expected lease period is upto 31st March, 2116.		
The lease premium of ₹ 10.07 lacs incurred in 1997 was revalued to ₹ 282.07 lacs in 2013. Accordingly the sum of ₹ 10.07 lacs will be amortized from 1997 to 2116 and the effect of revaluation of ₹ 272 lacs will be amortized from 2013 to 2116. Thus the total amount amortized during the year is ₹ 1,219,312/- out of which ₹ 946,936/- is a prior period item.		
<b>(b) AS 4- Contingencies and Events Occurring After the Balance Sheet Date</b>		
No provision has been made for Dividend proposed for the year ended on 31st March, 2017 amounting to ₹ 6,527,700/- including Corporate Dividend Tax of ₹ 1,328,886/- (Previous Year ₹ 6,285,287/- including Corporate Dividend Tax of ₹ 1,063,085/-). Due to the said change in the Accounting Policy, the Reserves & Surplus is overstated and the Short Term Provisions are understated to that extent.		
<b>30.</b> In the opinion of the Board of Directors of the Company, the Current Assets, Loans and Advances have a value realizable in the ordinary course of business at least equal to the amount at which they are stated and provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary.		
<b>31.</b> In accordance with the Accounting Standard (AS)17 "Segment Reporting" issued by The Institute of Chartered Accountants of India (ICAI) and specified u/s 133 of the Act read with Rule 7 of Companies (Accounts) Rules, 2014 the company has identified the following reportable segments and the applicable disclosure is as under:-		

**Information About Business Segments**

(Amt. in ₹)

REVENUE	BEAD WIRE		WIRE DRAWING MACHINE & TOOLS		ELIMINATION		CONSOLIDATED	
	2017	2016	2017	2016	2017	2016	2017	2016
External Sales	2,834,111,276/-	2,786,675,261/-	51,878,329/-	41,763,889/-			2,885,989,605/-	2,828,439,150/-
Inter Segment Sales	9,352/-	52,795/-	16,544,700/-	29,504,218/-	16,554,052/-	29,557,013/-		
<b>Total Revenue</b> (See note below)	<b>2,834,120,628/-</b>	<b>2,786,728,056/-</b>	<b>68,423,029/-</b>	<b>71,268,107/-</b>	<b>16,554,052/-</b>	<b>29,557,013/-</b>	<b>2,885,989,605/-</b>	<b>2,828,439,150/-</b>
Segment Results	342,108,577/-	356,062,498/-	(904,173/-)	(3,623,718/-)			341,204,404/-	352,438,780/-
Unallocated corporate Expenses								
Operating Profit							341,204,404/-	352,438,780/-
Interest Expenses							106,099,723/-	146,945,605/-
Interest & Dividend Income							15,732,637/-	7,080,066/-
Income tax							39,949,254/-	49,800,323/-
Profit From Ordinary Activities							210,888,064/-	162,772,918/-
Extra ordinary Loss								
Net Profit							210,888,064/-	162,772,918/-
<b>Other Information</b>								
Segment Assets	2,142,093,684/-	1,969,775,973/-	119,458,160/-	51,205,243/-			2,261,551,844/-	2,020,981,216/-
Unallocated corporate Assets								
<b>Total Assets</b>	<b>2,142,093,684/-</b>	<b>1,969,775,973/-</b>	<b>119,458,160/-</b>	<b>51,205,243/-</b>			<b>2,261,551,844/-</b>	<b>2,020,981,216/-</b>
Segment Liabilities								
Unallocated corporate Liabilities	1,102,604,257/-	962,765,846/-	66,480,859/-	38,527,682/-			1,169,085,116/-	1,001,293,528/-
<b>Total Liabilities</b>	<b>1,102,604,257/-</b>	<b>962,765,846/-</b>	<b>66,480,859/-</b>	<b>38,527,682/-</b>			<b>1,169,085,116/-</b>	<b>1,001,293,528/-</b>
<b>Capital Expenditure</b>	<b>119,483,518/-</b>	<b>88,310,649/-</b>	<b>869,719/-</b>	<b>1,446,722/-</b>			<b>120,353,237/-</b>	<b>89,757,371/-</b>
<b>Depreciation</b>	<b>71,602,188/-</b>	<b>66,169,045/-</b>	<b>3,170,207/-</b>	<b>1,551,650/-</b>			<b>74,772,395/-</b>	<b>67,720,695/-</b>
Non cash Expenses Other Than Depreciation	-	-	-	-	-	-	-	-

**Information About Geographical Segments**

(Amt. in ₹)

	Within India		Out Side India		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Sales Revenue	2,019,831,410/-	2,029,875,497/-	866,158,195/-	798,563,653/-	2,885,989,605/-	2,828,439,150/-
Segment Assets	1,268,871,368/-	1,159,602,433/-	992,680,476/-	861,378,783/-	2,261,551,844/-	2,020,981,216/-
Cost of Acquire Tangible & Intangible Fixed Assets	36,406,588/-	44,779,298/-	83,946,649/-	44,978,073/-	120,353,237/-	89,757,371/-

32. In accordance with the Accounting Standard (AS)18 "Related Party Disclosures" issued by The Institute of Chartered Accountants of India (ICAI) and specified u/s 133 of the Act read with Rule 7 of Companies (Accounts) Rules , 2014 the names of the related parties and the relevant disclosure is as under:-

**(a) Name of the related party and description of relationship:**

**i. Key Management Personnel:**

- 1) Mr. Sunil Chordia - Managing Director
- 2) Mrs. Sangita Chordia - Whole Time Director
- 3) Mr. Yashovardhan Chordia - Whole Time Director (Thailand Unit)
- 4) Mr. B.K. Reddy - Whole Time Director (Thailand Unit)

**ii. Relatives of Key Managerial Personnel**

- 1) Mrs. Shantadevi Chordia Mother of Mr. Sunil Chordia
- 2) Mrs. Mohini Chordia W/o Mr. Yashovardhan Chordia
- 3) Mr. P.K. Reddy S/o Mr. B.K. Reddy

iii. Companies/entities under the control of Key Management personnel

- 1) M/s. Rajratan Resources Pvt. Ltd.,
- 2) M/s. Rajratan Investment Ltd.

The following transaction were carried out with the related parties in the ordinary course of business

Sr. No.	Transaction	Key Management Personnel	Relatives of Key Management Personnel	Companies/entities under the control of Key Management Personnel
1.	Job work Charges Paid	- (-)	- (-)	- (3,814,781)
2.	Job work Charges Received	- (-)	- (-)	- (-)
3.	Machinery Rent Received	- (-)	- (-)	- (68,400)
4.	Purchase of Assets (net of returns)	- (-)	- (-)	- (-)
5.	Refund of Capital Advance (Land)	- (-)	- (-)	- (7,877,711)
6.	Capital Advance (Closing Balance)	- (-)	- (-)	- (7,436,411)
7.	Unsecured Loan (Net of Repayment)	1,050,960 (7,874,678)	755,480 (-)	- (8,065,782)
8.	Unsecured Loan Closing Balance	29,332,389 (24,498,541)	769,695 (-)	- (-)
9.	Interest Paid	4,196,598 (2,374,409)	14,215 (-)	- (221,464)
10.	Interest Received	- (-)	- (-)	- (1,024,479)
11.	Remuneration	18,710,344 (16,898,470)	1,856,548 (718,815)	- (-)
12.	Rent	108,000 (108,000)	108,000 (108,000)	- (-)

The figures mentioned in the brackets are for previous year figures.

The intra-group transactions within the group have been eliminated in the consolidated financial statements.

33. In accordance with the Accounting Standard (AS) 19 "Leases" issued by The Institute of Chartered Accountants of India (ICAI) and specified u/s 133 of the Act read with Rule 7 of Companies (Accounts) Rules, 2014 details of finance lease are as under:

A) Rajratan Global Wires Limited

S.No.	Particulars	31st March, 2017	31st March, 2016
1.	Total of future minimum lease payments under non-cancellable finance leases for each of the following periods: i. Not later than one year; ii. Later than one year and not later than five years; iii. Later than five years;	20,234/- 80,937/- 1,375,936/-	20,234/- 80,937/- 1,396,170/-
2.	Total of future minimum sublease payments expected to be received under non-cancellable subleases at the balance sheet date;	NIL	NIL
3.	Lease payments recognized in the statement of profit and loss for the period, i. Minimum lease payments; ii. Contingent rents;	276,054/- NIL	262,400/- NIL
4.	Sub-lease payments received (or receivable) recognized in the statement of profit and loss for the period;	NIL	NIL
5.	The company has a leasehold land, for 99 year lease with an option to renew for a further period of 30 years.		

**B) Swaraj Technocrafts Private Limited**

S.No.	Particulars	31st March, 2017	31st March, 2016
1.	Total of future minimum lease payments under non-cancellable finance leases for each of the following periods: i. Not later than one year; ii. Later than one year and not later than five years; iii. Later than five years;	37,934/- 151,736/- 823,877/-	11,331/- 45,324/- 994,826/-
2.	Total of future minimum sublease payments expected to be received under non-cancellable subleases at the balance sheet date;	NIL	NIL
3.	Lease payments recognized in the statement of profit and loss for the period, i. Minimum lease payments; ii. Contingent rents;	20,351/- NIL	29,838/- NIL
4.	Sub-lease payments received (or receivable) recognized in the statement of profit and loss for the period;	NIL	NIL
5.	The company has a leasehold land, for 30 year lease with an option to renew for a further period of 30 years.		

**B) Cee Cee Engineering Industries Pvt. Ltd.**

S.No.	Particulars	31st March, 2017	31st March, 2016
1.	Total of future minimum lease payments under non-cancellable finance leases for each of the following periods: i. Not later than one year; ii. Later than one year and not later than five years; iii. Later than five years;	272,376/- 1,089,504/- 25,626,058/-	NIL NIL NIL
2.	Total of future minimum sublease payments expected to be received under non-cancellable subleases at the balance sheet date;	NIL	NIL
3.	Lease payments recognized in the statement of profit and loss for the period, i. Minimum lease payments; ii. Contingent rents;	116,679/- NIL	116,679/- NIL
4.	Sub-lease payments received (or receivable) recognized in the statement of profit and loss for the period;	NIL	NIL
5.	The company has a leasehold land, for 30 year lease with an option to renew for a further period of 30 years.		

**34. Details of Subsidiary**

The details of information of subsidiaries required to be disclosed pursuant to clause (iv) of General Circular No.2/2011 dated 8th February, 2011 issued by Government of India Ministry of Corporate Affairs, are as under:-

Name of the Subsidiary	Rajratan Thai Wire Co. Ltd.	Swaraj Technocrafts Pvt. Ltd.	Cee Cee Engineering Industries Pvt Ltd.
Paid Up Share Capital	490,438,729	1,750,000	600,000
Reserves and Surplus	(217,141,711)	9,624,627	27,055,185
Total Assets	1,005,086,228	77,297,327	32,228,197
Total Liabilities	1,005,086,228	77,297,327	32,228,197
Investments	-	-	-
Turnover	1,112,123,927	89,184,533	1,906,117
Profit Before Taxation	133,294,534	(953,187)	(2,233,054)
Provision for Tax	-	(236,397)	62,595
Profit After Taxation	133,294,534	(716,220)	(2,295,649)
Proposed Dividend	-	-	-

The above figures of Rajratan Thai Wire Co. Ltd. have been Translated from Thai Baht into Indian National Rupee using the following basis:-

- The assets and liabilities, both monetary and non-monetary at the closing rate which was 1 Thai Baht = ₹ 1.8887
- Income and expenses at the average rate which was 1 Thai Baht= ₹ 1.910375 Supplementary Information



### 35. Earnings Per Share

The Company's share capital consists of equity share. The basic and diluted earning per share is calculated as under:

Sr. No.	Nature of Transaction	Current	Previous
1.	Number of Shares at the Commencement	4,351,800	4,351,800
2.	Shares issued during the year	-	-
3.	No. of Shares at the end of the Year	4,351,800	4,351,800
4.	Profit/(Loss) After Taxes	211,117,248	164,696,768
5.	Extra Ordinary Items (Within the meaning of AS-5, Net Profit or Loss for the period, Prior Period items and Changes in the Accounting Policies)	Nil	Nil
6.	Basic Earning Per Share	48.51	37.85
7.	Diluted Earning Per Share	48.51	37.85
8.	Nominal Value Per Share	10.00	10.00

35. During the year the Holding Company has obtained the following short term credit facilities in foreign currency, which have been carved out of the existing Term Loans availed by the Company to reduce the interest burden:-

S.No.	Name of the Bank	Amount (in ₹)
1.	State Bank of India	106,812,580/-
2.	State Bank of India	20,031,560/-

These Short Term Loans will be repaid by restoring the Long Term Loans again in the next financial year. Therefore these loan liabilities have been considered as Non-Current in the Financial Statement.

37. These Foreign Currency loans have also been hedged as a risk control mechanism. The Foreign Currency Term Loan and the Foreign Currency amount receivable are offset and the net amount (i.e. Nil as both are of equivalent amount) is presented in the Balance Sheet. Since the Holding Company has legally enforceable rights to set off the recognised amounts and also intend to settle the same on a net basis.

38. Particulars of Loans, Guarantees or Investments in accordance with Section 186 of the Companies Act, 2013

Sr.No.	Particulars	Name of Entity	Relation	Purpose	Amount
1.	Loan Given*	Inter Corporate Deposits	--	Business Purpose	₹ 14.05 Crores
2.	Guarantee Given#	Rajratan Thai Wire Co. Ltd.	Wholly Owned Subsidiary	Corporate Guarantee for the credit facilities availed by the M/s Rajratan Thai Wire Co. Ltd, Thailand Wholly owned subsidiary of the Company	USD 8.30 Million
3.	Investments Made	1. Swaraj Technocrafts Pvt. Ltd. 2. Rajratan Thai Wire Co. Ltd. 3. Cee Cee Engineering Industries Pvt. Ltd. 4. M/s Shamrao Vithaldas Co. Operative Society Ltd.	1. Subsidiary 2. Wholly Owned Subsidiary 3. Wholly Owned Subsidiary 4. None	Investment	₹ 41.92 Crores

\*Out of the unsecured inter corporate loan of ₹ 14.05 Crores given during the year to various parties the outstanding balance as on 31.03.2017 is 0.89 Crore.

# The opening amount of corporate guarantee given in favour of wholly owned subsidiary as on 01.04.2016 was USD 10.70 Million, however the same was reduced to USD 8.30 Million during the year.

39. Previous Year's figures have been regrouped and recast wherever considered necessary to make them comparable with the current year's figures.

**FOR FADNIS AND GUPTE**  
**CHARTERED ACCOUNTANTS**  
**FRN : 006600C**

**FOR AND ON BEHALF OF BOARD**

**(CA. VIKRAM GUPTE)**  
 PARTNER  
 M.No. 074814

**(SHUBHAM JAIN)**  
 COMPANY SECRETARY

**(CHANDRASHEKHAR BOBRA)**  
 DIRECTOR  
 DIN : 00209498

**(SUNIL CHORDIA)**  
 MANAGING DIRECTOR  
 DIN : 00144786

Place : Indore,  
 Dated : 16<sup>th</sup> May 2017



**PROXY FORM**  
**FORM MGT- 11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)  
of the Companies (Management and Administration) Rules, 2014]

Name : RAJRATAN GLOBAL WIRE LIMITED  
CIN : L27106MP1988PLC004778  
Regd office : "RAJRATAN HOUSE" 11/2, MEERA PATH  
Dhenu Market, Indore-452003 (M.P.)

Name of the member (s) :  
Registered address :  
E-mail Id :  
Folio No/ Client Id :  
DP ID :

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : .....

2. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ..... or failing him

3. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : .....

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 29th Annual General Meeting of the company, to be held on the Friday, 11th August 2017 at 2.00 p.m. at the Registered Office at "RAJRATAN HOUSE" 11/2, MEERA PATH, Dhenu Market, Indore-452003 (M.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2017, together with the Reports of the Board and Auditors thereon.		
2.	To declare dividend of ₹ 1.50 per equity share (@ 15%) for the Financial Year 2016-17.		
3.	To appoint a Director in place of CA P.D. Nagar (DIN - 00151621), who retires by rotation, and being eligible, offers himself for reappointment.		
4.	To appoint a Director in place of CA Abhishek Dalmia (DIN - 00011958), who retires by rotation, and being eligible, offers himself for reappointment.		
5.	Appointment of Statutory Auditors.		
6.	Ratification of remuneration of Cost Auditors of the Company.		
7.	Re-appointment of Mrs. Sangita Chordia as Whole Time Director.		

Signed this..... day of..... 2017

Signature of shareholder

Affix ₹ 1/-  
Revenue  
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

## ROUTE MAP TO THE VENUE OF THE AGM

