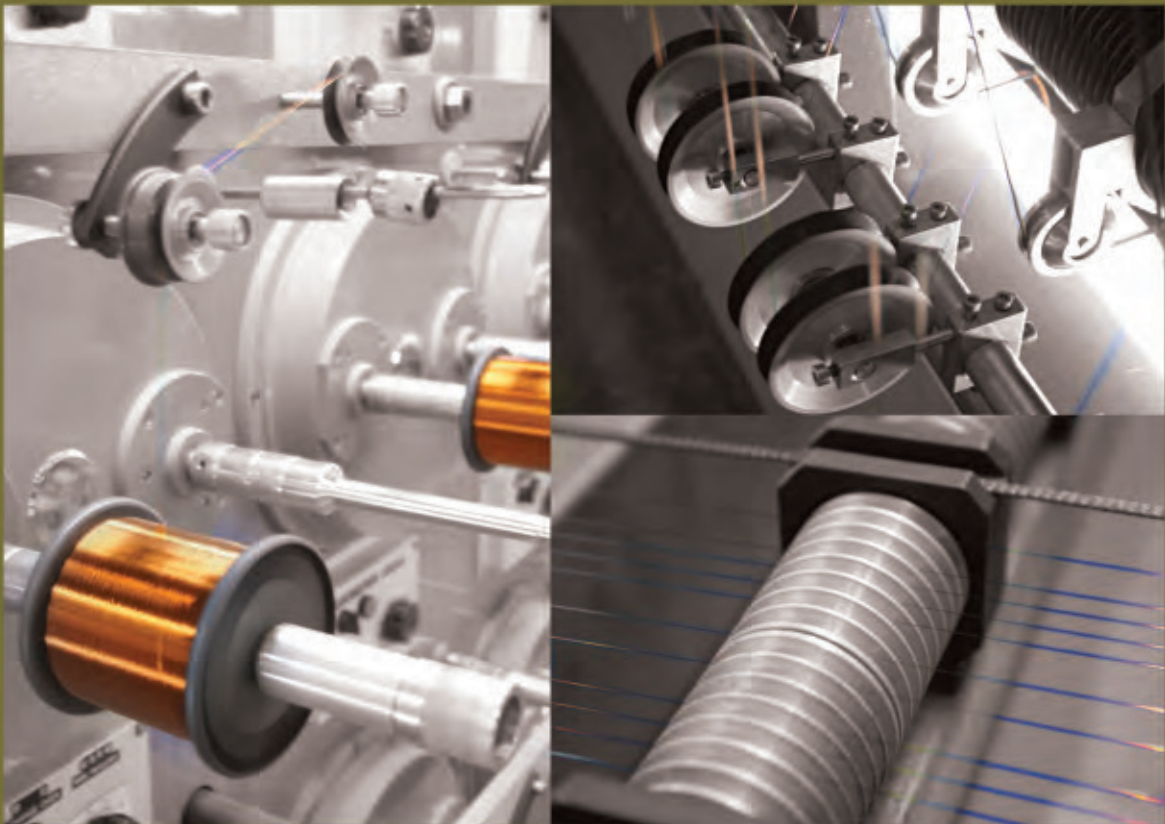


॥श्री॥

वसुदेवसुतं देवं कंसचाणूरमर्दनम् । देवकीपरमानन्दं कृष्णं वन्दे जगद्गुरुम् ॥

19th Annual Report 2010-2011



View of Advanced Technique Fine Wire Enamelling Machine.

19th ANNUAL GENERAL MEETING

Day & Date : Thursday, 18th August, 2011
Venue : Maheshwari Bhavan,
Plot No. R - 14 & 15, Oshiwara,
New Link Road Ext., Opp. Tarapur Garden,
Andheri (West), Mumbai – 400 053
Phone No. : 022 - 2637 4253 / 54 / 56 / 57
Time : 11:00 a.m.

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COMPANY INFORMATION

BOARD OF DIRECTORS

Shri Rameshwarlal Kabra	Chairman
Shri Tribhuvanprasad Kabra	Managing Director
Shri Mahendra Kumar Kabra	Director
Shri Vishu Anant Mahajan (upto 12.11.2010)	Director
Shri Satyanarayan Loya	Director
Shri Mukund Chitale	Director
Shri Ajai Singh	Director
Shri Naveen Kumar Mandhana	Director
Shri Sandeep Jhanwar (w.e.f. 13.08.2010)	Director

REGISTERED OFFICE

Ram Ratna House,
 Oasis Complex, P.B. Marg, Worli, Mumbai - 400 013
 Tel : 91-22-24924144/24949009 Fax : 91-22-24910819
 Website: www.ramratna.com

CORPORATE OFFICE

305/A, Windsor Plaza,
 R.C. Dutt Road,
 Alkapuri, Vadodara - 390 007
 Tel : 91-265-2321891/2/3 Fax : 91-265-2321894

WORKS

1) Ram Ratna Wires Limited Survey No. 212/2, Near Dadra Check Post, Village : Dadra, Silvassa - 396 193 U.T. of Dadra & Nagar Haveli	2) Salasar Copper Survey No. 142/2, Madhuban Dam Road, Village : Rakholi, Silvassa - 396 240 U.T. of Dadra & Nagar Haveli	3) Salasar Copper (Unit -2) Survey No. 212/2, Near Dadra Check Post, Village : Dadra, Silvassa - 396 193 U.T. of Dadra & Nagar Haveli
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AUDITORS

V.C. Darak & Associates
 Chartered Accountants
 Tel : 91-22-26161646 Fax : 91-22-26161650

CONSULTANT

Rathi & Associates
 Practicing Company Secretaries
 Tel : 91-22-40764444 Fax : 91-22-40764466

COMPANY SECRETARY

Ramesh Chamadia

BANKERS

State Bank of India
 Allahabad Bank
 Standard Chartered Bank
 Kotak Mahindra Bank Limited

REGISTRAR AND SHARE TRANSFER AGENT

Sharepro Services (India) Private Limited
 13 AB, Samhita Warehousing Complex, 2nd Floor,
 Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road,
 Sakinaka, Andheri (E), Mumbai - 400 072.
 Tel : 91-22-67720300/51/52/53 Fax : 91-22-28375646

FINANCIAL HIGHLIGHTS

(₹ in Lacs)

Description	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06	2004-05
A. Operating Results:							
Sales and related income	54,601.96	43,871.44	33,916.91	33,274.00	24,441.66	15,413.74	12,635.24
Other Income	39.63	31.54	23.57	66.73	12.37	2.00	-
Net Profit before Taxation	1,456.35	1,788.39	220.95	874.91	162.38	296.81	302.44
Provision for Taxation	509.21	617.70	83.85	324.27	66.38	107.42	83.03
Net Profit after Taxation	947.14	1,170.69	137.10	550.64	96.00	189.39	219.41
B. Financial Position:							
Fixed Assets (Net)	4,584.13	3,053.16	3,025.63	2,544.86	2,153.77	1,908.05	1,035.62
Current Assets (Net)	8,542.43	7,848.52	4,653.81	5,863.86	4,554.11	2,683.84	2,296.93
Investments	43.88	40.00	40.00	40.00	40.00	40.00	40.00
TOTAL ASSETS	13,170.44	10,941.68	7,719.44	8,448.72	6,747.88	4,631.89	3,372.55
Share Capital	1,100.00	1,100.00	1,100.00	1,100.00	947.00	947.00	947.00
Reserves and Surplus	3,354.17	2,663.57	1,749.43	1,708.85	681.14	668.23	663.82
SHAREHOLDERS' FUND	4,454.17	3,763.57	2,849.43	2,808.85	1,628.14	1,615.23	1,610.82
Loan Funds	8,334.07	6,848.89	4,567.11	5,397.99	4,903.06	2,825.19	1,630.99
Deferred Tax	382.20	329.22	302.90	241.88	216.68	191.47	130.74
TOTAL CAPITAL EMPLOYED	13,170.44	10,941.68	7,719.44	8,448.72	6,747.88	4,631.89	3,372.55
C. Equity Share Data:							
Earning per share (₹)*	4.31	10.64	1.25	5.80	1.01	2.00	2.71
Book value	20.25	36.55	25.90	25.56	17.19	17.06	16.48
Dividend (%)	20.00	20.00	7.50	15.00	7.50	12.50	12.50
Number of Shares (in Lacs)	220.00	110.00	110.00	110.00	94.70	94.70	94.70
D. Operational Performance:							
Production - ECW (MTs)	9,581	9,893	8,289	7,017	5,044	4,182	3,305
Production - ECS (MTs)	333	410	282	90	10	-	-
Capacity Utilization - ECW %	59	72	69	70	60	61	79
Capacity Utilization - ECS %	56	68	47	15	2	-	-

ECW - Enamelled Copper Wire.

ECS - Enamelled Copper Strips.

* Face Value split from ₹ 10/- per share to ₹ 5/- per share during the year.

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the Members of Ram Ratna Wires Limited will be held at Maheshwari Bhavan, Plot No. R-14 & 15, Oshiwara, New Link Road Ext., Opp. Tarapur Garden, Andheri (West), Mumbai – 400 053 on Thursday, 18th August, 2011, at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2011, the Profit and Loss Account for the year ended on that date together with Reports of the Directors and Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Shri Mahendra Kumar Kabra, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Satyanarayan Loya, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

6. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Shri Sandeep Jhanwar, who was appointed as an Additional Director of the Company on 13th August, 2010 pursuant to the provisions of Sections 260 of the Companies Act, 1956 read with the Articles of Association of the Company and who would vacate his office at the ensuing Annual General Meeting and in respect of whom the Company has received a notice under section 257 of the Companies Act, 1956 along with necessary deposit from a shareholder proposing the candidature of Shri Sandeep Jhanwar as a Director of the Company, be and is hereby, appointed as a Director of the Company, whose office shall be liable to retirement by rotation."
7. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
"RESOLVED THAT Shri R Kannan, who was appointed as an Additional Director of the Company on 28th May, 2011 pursuant to the provisions of Sections 260 of the Companies Act, 1956 read with the Articles of Association of the Company and who would vacate his office at the ensuing Annual General Meeting and in respect of whom the Company has received a notice under section 257 of the Companies Act, 1956 along with necessary deposit from a shareholder proposing the candidature of Shri R Kannan as a Director of the Company, be and is hereby, appointed as a Director of the Company whose office shall be liable to retirement by rotation."
8. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:
"RESOLVED THAT as per the recommendation of the Remuneration Committee and pursuant to the provisions of Section 198, 269, 309, 310 & 311 read with Schedule XIII to the Companies Act, 1956 and subject to such other approvals as may be necessary, Shri Tribhuvanprasad Kabra, be and is hereby, re-appointed as the Managing Director of the Company for a period of three years with effect from 24th June, 2011 upon the terms and subject to the conditions as set out hereunder, with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions, in such manner as may be agreed to between the Directors and Shri Tribhuvanprasad Kabra but subject to the provisions contained in Schedule XIII to the Companies Act, 1956, as amended from time to time."
 - a) Salary of ₹ 3,00,000/- per month.
 - b) Commission based on the net profits of the Company in a particular year which shall be within the overall limits laid down in Section 198 and 309 of the Companies Act, 1956 read with Schedule XIII to the said Act.

c) Perquisites :

- i) Furnished accommodation including gas, electricity and water, medical reimbursement and leave travel concession for self and family, club fees, medical insurance, etc.
- ii) Provision for use of company car for official duties and telephone at residence (including payment of local calls and long distance official calls).

The perquisites referred to in para (ii) will not be included in the computation of ceiling on remuneration.

“RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Managing Director shall be governed by Section II of Part II of Schedule XIII to the Companies Act, 1956 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Managing Director.”

“RESOLVED FURTHER THAT during such time Shri Tribhuvanprasad Kabra holds and continues to hold office of the Managing Director, he shall not be liable to retirement by rotation as a Director.”

For and on behalf of the Board

Rameshwarlal Kabra
Chairman

Place : Mumbai

Date : 28th May, 2011

REGISTERED OFFICE:

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE COMPANY’S REGISTERED OFFICE NOT LATER THAN 48 (FORTY EIGHT) HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING.**
2. Proxies submitted on behalf of companies, etc., must be supported by appropriate resolution/authority as applicable.
3. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Company so as to reach the registered office of the Company at least seven days before the date of the meeting to enable the Company to make available the required information at the meeting, to the extent possible.
4. The Register of Members and Share Transfer Books will remain closed from Friday, 12th August, 2011 to Thursday, 18th August, 2011 (both days inclusive).
5. Additional information pursuant to Clause 49 of the Listing Agreement in respect of Directors proposed for appointment / re-appointment at the Annual General Meeting and the Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed hereto.
6. The payment of dividend, if any, declared at the Annual General Meeting, will be made to those shareholders whose names appear on the Company’s Register of Members on Thursday, 18th August, 2011 or to their nominees. In respect of shares in dematerialized form, dividend will be paid to the beneficial owners as at the end of business hours on Thursday, 11th August, 2011 as per the details to be received from Depositories for the purpose. Dividend warrants shall be dispatched within thirty days from the date of the Annual General Meeting.
7. Pursuant to Section 205A and 205C of the Companies Act, 1956, all unclaimed/unpaid dividends, remaining unpaid or unclaimed for a period of seven years from the date they became due for payment, need to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has already transferred the unpaid/unclaimed

dividends for the financial years 1995-96 to 2002-03 to the IEPF. Members are requested to contact the Company's Registrar and Share Transfer Agents, for payment in respect of unclaimed/unpaid dividends. Please note that the dividend declared by the Company for the financial year 2003-2004 will be transferred to IEPF in the month of October, 2011.

8. Members are requested to notify immediately any change in their address / bank mandate to their respective Depository Participant (DP) in respect of their electronic share accounts and to the Company's Registrar & Share Transfer Agent at Sharepro Services (India) Private Limited at 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072 in respect of their physical share folios.
9. Members are requested to bring duly filled admission/ attendance slip and their copy of Annual Report to the Meeting.
10. All the documents referred in the accompanying notice and the explanatory statement will be available for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days till the date of ensuing Nineteenth Annual General Meeting.

For and on behalf of the Board

Rameshwarlal Kabra
Chairman

Place : Mumbai

Date : 28th May, 2011

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6

With a view to make the Board of Directors broad based and bringing about greater effectiveness in the decision making process, Shri Sandeep Jhanwar was appointed as an Additional Director of the Company with effect from 13th August, 2010 pursuant to the provisions of Section 260 of the Companies Act, 1956 and Articles of Association of the Company. Pursuant to the provisions of the said Section, the term of the office of the said Director expires at the ensuing Annual General Meeting of the Company. The Company has received notice under Section 257 of the said Act along with necessary deposit from a shareholder proposing the candidature of Shri Sandeep Jhanwar for the office of the Director of the Company.

The Board recommends the appointment of Shri Sandeep Jhanwar as Director of the Company.

The resolution vide item no.6 is, therefore, proposed for approval of the Members.

Shri Sandeep Jhanwar is concerned or interested in the resolution at item no.6 of the notice for the appointment as Director of the Company. No other Director is concerned or interested in the said Resolution.

Item No. 7

With a view to make the Board of Directors broad based and bringing about greater effectiveness in the decision making process, Shri R Kannan was appointed as an Additional Director of the Company with effect from 28th May, 2011 pursuant to the provisions of Section 260 of the Companies Act, 1956 and Articles of Association of the Company. Pursuant to the provisions of the said Section, the term of the office of the said Director expires at the ensuing Annual General Meeting of the Company. The Company has received notice under Section 257 of the said Act along with necessary deposit from a shareholder proposing the candidature of Shri R Kannan for the office of the Director of the Company.

The Board recommends the appointment of Shri R Kannan as Director of the Company.

The resolution vide item no.7 is, therefore, proposed for approval of the Members.

Shri R Kannan is concerned or interested in the resolution at item no.7 of the notice for the appointment as Director of the Company. No other Director is concerned or interested in the said Resolution.

Item No. 8

The present term of office of Shri Tribhuvanprasad Kabra as the Managing Director of the Company will expire on 23rd June, 2011. The Board of Directors in its meeting held on 28th May, 2011 has as per the recommendation of the Remuneration Committee approved, subject to the approval of the members in the Annual General Meeting, the re-appointment of Shri Tribhuvanprasad Kabra as the Managing Director of the Company for a further period of 3 (three) years with effect from 24th June, 2011 i.e. for the period from 24th June 2011 to 23rd June 2014.

The broad particulars of remuneration payable to and the terms of re-appointment of Shri Tribhuvanprasad Kabra as the Managing Director of the Company are given in the resolution at Item no. 8.

The re-appointment of Shri Tribhuvanprasad Kabra as the Managing Director of the Company would require the consent of the shareholders of the Company pursuant to Section 269, 309, 310, 311 and other applicable provisions of the Companies Act, 1956 and subject to the limits in Schedule XIII of the said act. The said resolution is, therefore, recommended for your approval.

As per the requirements of Schedule XIII to the Companies Act, 1956, requisite information is given herein below in connection with the re-appointment of and payment of remuneration to Shri Tribhuvanprasad Kabra as Managing Director of the Company.

I) General Information:

1) Nature of Industry:

The Company is primarily engaged in the manufacturing of Enamelled Copper Winding Wire and Strips.

2) Date of commencement of commercial production:

Commercial production at Works at Silvassa commenced from November, 1995.

3) Financial Performance based on given Indicators:

(Based on Audited Statement of Accounts for the year ended 31st March, 2011)

Particulars	₹ in Lacs
Gross Sales and other Income	49,941.54
Operating Profit (Profit before Interest, Depreciation, Taxation & Extraordinary Items)	2,406.77
Net Profit (Profit after Taxation)	947.14
Paid-up Share Capital	1,100.00
Reserves & Surplus	3,354.17
Earnings per Share (₹)	4.31
Book Value per Share (₹) (Face Value of Share – ₹ 5/-)	20.25

4) Export Performance and Net Foreign Exchange Collaborations:

The Company's products are exported through third party. The Company has already planned for direct exports in the coming year. The Company has no foreign exchange collaborations.

5) Foreign Investments or Collaborators:

The Company has invested ₹ 3.88 lacs (60,000 equity shares of Taka 10/- each) in RR Imperial Electricals Limited – Bangladesh.

II) Information about the Appointee – Shri Tribhuvanprasad Kabra

1) Background Details, Recognition/Awards, Job Profile and Suitability:

Shri Tribhuvanprasad Kabra, 56 years of age, has 38 years of rich experience and knowledge in the electrical industry. He also carries along knowledge and experience in finance, purchase and administration. His sincere efforts and dedication have been a major source for the growth of the Company. He has been associated with the Company since its incorporation and has been on the Board of Directors since 1993 and serving as the Managing Director of the Company since 1995.

2) Past Remuneration and Proposed Remuneration (per annum):

Name of Director	Designation	Past Remuneration (Including Commission) (₹ in Lacs)	Proposed Remuneration (Excluding Commission) (₹ in Lacs)*
Shri Tribhuvanprasad Kabra	Managing Director	76.65	36.00

* In addition to the above remuneration, Shri Tribhuvanprasad Kabra, Managing Director, shall be entitled to receive commission on net profits of the Company computed in accordance with the provisions of Section 198 and 349 of the Companies Act, 1956 subject to overall ceiling limit of 5% of the net profits for each financial year during his tenure as Managing Director of the Company.

3) Comparative Remuneration profile with respect to industry, size of the company, profile of the position and person:

Shri Tribhuvanprasad Kabra is serving as the Managing Director of the Company since last 16 years. He has been actively involved in the management of the affairs of the Company and has been instrumental in spearheading the growth of the Company. He has varied experience in the field of finance, purchase and administration. The proposed remuneration is as per the prevailing industry norms.

4) The above named Managerial Person does not have any pecuniary relationship directly or indirectly with the Company other than the remuneration received/receivable by him as mentioned above.

III) Other Information:

(i) Reasons for loss or inadequacy of profits:

During the year, the Company has reasonably done well on the basis of the current market scenario. The net profit after tax stood at ₹ 947.14 Lacs as against ₹ 1,170.69 Lacs for previous year.

(ii) Steps taken to improve the performance of the Company:

The Company is continuously expanding its capacity gradually and also focusing on new products to further improve profitability.

(iii) Expected Increase in Productivity:

With the expansion plans executed / proposed, the Company expects to increase the manufacturing capacity by approximately 2460 TPA during the year 2011-12.

(iv) Expected Increase in Profits in measurable terms:

The Company is expanding its production capacity and expects increase in the profits in long term. However, because of the low value addition, increasing competition and volatility in the copper price, it is difficult to ascertain the increase in the profits in measurable terms.

The explanatory statement and the resolution at Item No. 8 of the Notice is and may be treated as an abstract of the terms of re-appointment of Shri Tribhuvanprasad Kabra as the Managing Director of the Company as required under Section 302 of the Companies Act, 1956.

Shri Tribhuvanprasad Kabra is concerned or interested in the resolution at Item no. 8 for his re-appointment as the Managing Director. All Directors, except Shri Mukund Chitale, Shri Ajai Singh, Shri Naveen Kumar Mandhana and Shri Sandeep Jhanwar, are interested or concerned in the said resolution.

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, following information is furnished in respect of Directors proposed to be appointed / re-appointed at the Annual General Meeting.

Name	Shri Satyanarayan Loya	Shri Mahendra Kumar Kabra	Shri Tribhuvanprasad Kabra	Shri Sandeep Jhanwar	Shri R Kannan
Date of Birth	05-04-1930	13-05-1957	11-06-1955	30-06-1976	02-06-1949
Date of Appointment on the Board	29-09-1993	21-07-1992	29-09-1993	13-08-2010	28-05-2011
Qualification & Nature of Expertise	Consultant (Marketing & Finance)	Licentiate Mechanical Engineer Industrialist	B.Com. Industrialist	B.Com., FCA, LLB. Practicing Chartered Accountant	PG-Mathematics, CAIIB, PG-Diploma in Management Studies Corporate Advisor
Experience	He was associated with renowned group in textile and paper industry for over 50 years.	He has over 23 years of experience in the Wire Industry. He has knowledge of extrusion line, insulation and enamelled wire. He has successfully led many projects and has been an inspiration for his team members.	He has more than 38 years of experience in the electrical industry. He also carries along knowledge and experience in finance, purchase and administration.	He is a Practicing Chartered Accountant and has more than 12 years of experience in the field of corporate finance, audits of various private and well known public limited companies and banks and specializes in taxation matters, corporate advisory and management consultancy.	He has over 38 years of experience in Banking, Venture Capital Business, Fund raising through private equity, joint ventures and divestments / business acquisitions. He has been Member of High Powered Committees appointed by the Government. His present activities are as Corporate Advisory and Owner Level Management Consultancy.
Name of Companies in which also holds Directorship	1. RR Kabel Ltd. 2. Kabel Buildcon Solutions Pvt. Ltd. 3. Rajasthan Construction Company Pvt. Ltd. 4. Pap-Print (India) Pvt. Ltd.	1. Ram Ratna Research and Holdings Pvt. Ltd. 2. RR Kabel Ltd. 3. Ram Ratna Infrastructure Pvt. Ltd. 4. World Electrical Hub Pvt. Ltd. 5. RR Switchgear Pvt. Ltd.	1. Ram Ratna Research and Holdings Pvt. Ltd. 2. RR Switchgear Pvt. Ltd. 3. RR Kabel Ltd. 4. R Square Realty Pvt. Ltd. 5. Global Electrical Factory (India) Ltd. 6. TMG Global FZCO 7. RR Imperial Electricals Ltd.	None	1. Sterlite Energy Ltd. 2. Shashun Pharmaceuticals Ltd. 3. Orient Press Ltd. 4. Lake City Ventures Ltd. 5. Mentis Soft Solutions Pvt. Ltd. 6. Orionsayi Consultant Pvt. Ltd.
Name of the Companies in Committees of which holds membership/ chairmanship	RR Kabel Ltd.	None	None	None	1. Sterlite Energy Ltd. 2. Shashun Pharmaceuticals Ltd.
Number of Shares held in Ram Ratna Wires Limited	21,400 Equity Shares	18,67,966 Equity Shares	4,35,466 Equity Shares	Nil	Nil

For and on behalf of the Board

Rameshwarlal Kabra
Chairman

Place : Mumbai
Date : 28th May, 2011

DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting the 19th Annual Report and the Audited Accounts of your Company for the financial year ended 31st March, 2011.

FINANCIAL HIGHLIGHTS

(₹ in Lacs)

Particulars	Year ended 31st March, 2011	Year ended 31st March, 2010
Gross Sales and other Income	49,941.54	40,567.79
Total Expenditure	47,534.77	37,860.05
Profit before Interest, Depreciation, Taxation & Extraordinary items	2,406.77	2,707.74
Less: Interest (net of income)	580.22	560.56
Depreciation	369.05	344.35
Profit before Extra-ordinary items and Taxes	1,457.50	1,802.83
Add/(Less): Extra-ordinary items	(4.24)	(14.47)
Profit before Tax and prior period adjustments	1,453.26	1,788.36
Less: Provision for Taxation	509.21	617.70
Profit before prior period adjustments	944.05	1,170.66
Add/(Less): Prior period adjustments	3.09	0.03
Net Profit after tax and prior period adjustments	947.14	1,170.69
Balance brought forward from Previous Year	1,768.37	944.23
Profit available for appropriation	2,715.51	2,114.92
Appropriations:		
Proposed Dividend	220.00	220.00
Corporate Tax on proposed Dividend	36.54	36.55
Transfer to General Reserve	100.00	90.00
Balance Carried Forward	2,358.97	1,768.37

OPERATIONS AND FINANCIAL REVIEW

Financial Year 2010-11 was a reasonably good year for your Company. In spite of adverse market conditions and wide fluctuations in LME rates of copper, your Company put in all efforts on sale of value added products and effective cost reduction measures. Your Company achieved a production of 10,189 MTs insulated material altogether (ECW, ECS, SWW) through improvement in operational efficiencies.

During the Financial Year 2010-11, your Company posted gross Income of ₹ 49,941.54 Lacs, as against ₹ 40,567.79 Lacs in the previous year, higher by 23.11 % mainly on account of higher LME prices of copper and registered a net profit after tax of ₹ 947.14 Lacs which is lower by 19.09 % over the previous year's net profit of ₹ 1,170.69 Lacs mainly on account of adverse market conditions.

DIVIDEND

Your Company endeavors to balance the dual responsibility of providing an appropriate return to the Members and retaining a reasonable portion of the profit to maintain healthy financial condition with a view to supporting and sustaining future expansion plans and growth. Keeping this endeavor in view, your Directors are pleased to recommend, for approval of members, payment of dividend of ₹ 1.00 per share (Paid-up value ₹ 5/-) (previous year ₹ 2.00 per share – Paid-up value ₹ 10/-) for the year ended 31st March, 2011.

The payment of dividend together with tax thereon, if declared, at the forthcoming Annual General Meeting will absorb ₹ 256.54 Lacs.

EXPANSION PLAN

The modernization and expansion plan envisaged by the Company at its Units for increasing the production capacity and widening the product range is under execution and part of which has been completed during the financial year. The balance work is in progress at its Units.

JOINT VENTURE IN BANGLADESH

Your Company has decided to invest upto USD 4,00,000 in a Joint Venture Company in Bangladesh which would manufacture enamelled wire, cables and enamelled strips. The commercial production is likely to commence in and around October, 2011. The Company has so far made an investment of USD 8,600.

DIRECTORS

Shri Mahendra Kumar Kabra and Shri Satyanarayan Loya, Directors, retire by rotation and being eligible, offer themselves for re-appointment at the ensuing Annual General Meeting.

Shri Vishnu Anant Mahajan resigned from the Directorship of the Company during the year under review due to ill health. The Board wished speedy recovery in his health and also recorded his immense contribution to the Company through his professional knowledge and experience.

Shri Sandeep Jhanwar who was appointed as an Additional Director of the Company with effect from 13th August, 2010 pursuant to the provisions of Section 260 of the Companies Act, 1956 read with the Articles of Association of the Company and holds office up to the ensuing Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 along with the necessary deposit from a Member proposing the candidature of Shri Sandeep Jhanwar as a Director of the Company at the ensuing Annual General Meeting.

Shri R Kannan who was appointed as an Additional Director of the Company with effect from 28th May, 2011 pursuant to the provisions of Section 260 of the Companies Act, 1956 read with the Articles of Association of the Company and holds office up to the ensuing Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 along with the necessary deposit from a Member proposing the candidature of Shri R Kannan as a Director of the Company at the ensuing Annual General Meeting.

The term of office of Shri Tribhuvanprasad Kabra as the Managing Director will expire on 23rd June, 2011. The Board of Directors has re-appointed, subject to the approval of the shareholders at the ensuing Annual General Meeting, Shri Tribhuvanprasad Kabra as the Managing Director for a period of three years starting from 24th June, 2011 as per the recommendation of the Remuneration Committee.

Brief profile of the Directors / Managing Director, proposed to be appointed / re-appointed is annexed to the Notice of the ensuing Annual General Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- in the preparation of the annual accounts for the year ended 31st March, 2011, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956, have been followed and there are no material departures from the same;
- such accounting policies have been selected and applied consistently and such judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2011 and of the profit of the Company for the year ended on that date;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- that the annual accounts of the Company have been prepared on a 'going concern' basis.

COMPANY SECRETARY

Shri Ramesh Chamadia was appointed as the Company Secretary and the Compliance Officer of the Company on 13th August, 2010.

SUB DIVISION OF THE COMPANY'S EQUITY SHARES

The Equity Shares of the Company were sub-divided from the Face Value of ₹ 10/- each to the Face-value of ₹ 5/- each. Pursuant to the said sub-division, the Company had cancelled the old Share Certificates and the new Share Certificates having the face-value of ₹ 5/- each were issued to the Shareholders.

CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS REPORTS

Your Company is committed to maintain highest standards of Corporate Governance. A Report on Corporate Governance together with Management Discussion and Analysis Report forms part of this Annual report. The requisite certificate from M/s. Rathi & Associates, Company Secretaries, Mumbai, regarding compliance of requirements of Corporate Governance pursuant to Clause 49 of the Listing Agreement with the Stock Exchange is attached to this report.

AUDITORS & AUDITORS' REPORT

M/s. V.C.Darak & Associates, Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. The Company has received letter from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for re-appointment within the meaning of Section 226 of the said Act.

The observations made in the Auditors' Report, read together with the relevant notes thereon are self-explanatory and hence, do not call for any further comments.

PARTICULARS OF EMPLOYEES

The Company continues to maintain cordial relation with its workforce at all locations. Continuous up gradation of core skill through training programmes either internally or through external agencies is an integral part of human resources development policy.

Information as required under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, is annexed hereto and forms part of this report.

PUBLIC DEPOSITS

The deposits accepted by the Company are in accordance with the provisions of Section 58A of the Companies Act, 1956, read with the Companies (Acceptance of Deposits) Rules, 1975 as amended.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The relevant data pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed hereto and forms part of this report.

ENTERPRISE RESOURCE PLANNING (ERP)

The major IT initiative undertaken last year to implement ERP across all plants and offices of the Company has been successfully implemented which now takes care of the data processing & information needs of the Company and helps information sharing and faster decision making.

The fully equipped data centre at Silvassa provides connectivity to all production units and offices and the enterprise management software monitors complete network connectivity and data security systems.

The continuous basic and advance computer training to employees has assisted in the smooth changeover to ERP system during the current accounting year. The process of strengthening the IT infrastructure by installing additional computer hardware is on a continual basis and all efforts would be made by the Company to achieve its goal of complete ERP solutions.

INTERNAL AUDIT AND CONTROL

During the financial year, the Company has appointed M/s. O.P. Rathi & Co., Chartered Accountants, Vadodara, Gujarat as Internal Auditors and started implementing recommendations of the Internal Auditors. The findings of the Internal Auditors are being

discussed on an on-going basis with the concerned operation and process divisions and corrective actions are taken. Internal Audit reports are discussed in Audit Committee meetings.

ENVIRONMENT, SAFETY AND HEALTH

Safety, Health and Environment continue to be top priorities of the company. Continual improvements are made in environmental and safety performance through involvement and training of personnel at all levels.

Salasar Copper, unit of your company meets the requirements of the International Standards ISO 14001:2004 and OHSAS 18001:2007.

During the year Salasar Cooper has also achieved certification under EnMS 16001:2009; the standard for Energy Management System which complements the Environment Management System and reinforces our commitment towards a safe environment. The erstwhile ESH committee has now been rechristened as ESHE committee which meets every month to discuss important issues related to environment, safety, health and energy.

CORPORATE SOCIAL RESPONSIBILITY

Your Company believes that sustainable development is possible only when it strikes a reasonable balance between its manufacturing activities and major concerns of the society and community at large. Management's commitments, work culture, business ethics and processes create a positive atmosphere for all to participate and in turn a commitment towards corporate social responsibility. A free medical dispensary at Silvassa Works operates for the welfare of the down trodden. Tree plantation programme is carried out during the monsoon. Blood donation camp was organized during the current financial year. Your Company lays stress on imparting good education to the children and makes contributions to educational institutions.

ACKNOWLEDGEMENTS

Your Directors express their grateful appreciation for the support and co-operation received from the Banks, Government Authorities, Customers, Vendors and Members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Executives, Staff and Workers of the Company.

For and on behalf of the Board

Rameshwarlal Kabra
Chairman

Place : Mumbai

Date : 28th May, 2011

ANNEXURE TO THE DIRECTORS' REPORT

I. Information as required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2011.

A. CONSERVATION OF ENERGY

Energy Conservation has direct impact on Global warming which is a serious concern at both National & International level. This is because, major Source of Electricity generation is from thermal Power plants, in which every unit of electricity produced adds to the emission of Carbon dioxide into the atmosphere, resulting in Global warming.

Therefore, by conserving Energy, apart from reducing wastage and consequently reducing cost of production, your Company plays an active role in reducing Global warming.

Your Company continues to strive for conservation of all forms of energy, mainly electricity, fuel, compressed Air, Heat energy, etc. by importing and installing energy efficient Machinery and Equipments with automatic systems for its capacity additions during the year under review. Your Company has been focusing on all aspects of energy consumption – be it in lighting, running of pumps and motors, etc.

Company has adopted in it's policy, energy conservation measures like monitoring of energy consumption daily, machine wise, consumption analysis, energy accounting & audit, preventive & corrective action for non conformity found, if any, on a regular & continuous basis. Above all, awareness among all employees at all levels on energy saving in the Company's day to day activities is very high which helps in especially conserving electrical energy.

In recognition of the high levels of Standards achieved in all aspects of Energy Management System (EnMS), your Company has been successfully audited for EN 16001 : 2009 Certification in November, 2010 by TUV Rhineland India Pvt. Ltd.

Total energy consumption and energy consumption per unit of production

Form 'A' of the annexure to the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988, is not applicable.

B. TECHNOLOGY ABSORPTION

Your Company continues to import latest version of Enamelling Plants, process monitoring systems leading to automation which improves quality of products and reduces the cost of production. Your Company has not imported any technology and process in this regard. In line with International development, your Company continues to develop technology and processing techniques, in house, as has been done for development of corona resistant wires.

C. FOREIGN EXCHANGE EARNING AND OUTGO

(₹ in Lacs)

	2010-11	2009-10
Total Foreign Exchange earned	Nil	Nil
Total Foreign Exchange spent	5,072.70	1,838.99

II. Information as required under Section 217(2A) of the Companies Act, 1956, as amended by the Companies (Amendment) Act, 1988 and read with the Companies (Particulars of Employees) Rules, 1975 and forming part of the Directors' Report for the year ended 31st March, 2011.

Name	Date of Birth	Designation	Qualification	Gross Remuneration	Experience (years)	Date of Joining	Previous Employment
Tribhuvan prasad Kabra	11-06-1955	Managing Director	B.Com.	76.65 Lacs	38	29-9-1993	Kabel Buildcon Solutions Pvt. Ltd.

For and on behalf of the Board

Rameshwarlal Kabra
Chairman

Place : Mumbai

Date : 28th May, 2011

COMMUNICATION OF GREEN INITIATIVE TO MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative Corporate Governance" by allowing paperless compliances by Companies and issued Circulars that service of notice/documents including Annual Report can be sent by e-mail to Members. To support this green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register the same, in respect of electronic holdings with the Depository through their concerned Depository Participants (DP). Members who hold shares in physical form are requested to register their e-mail addresses with Sharepro Services (India) Pvt. Ltd., Registrar and Transfer Agent (RTA) at the link <http://www.shareproservices.com/ginitiative.asp>

Whenever there is a change in your e-mail address, you are requested to update the same with your DP or RTA, as the case may be.

REPORT ON CORPORATE GOVERNANCE

In accordance with Clause 49 of the Listing Agreement with the Bombay Stock Exchange(BSE), the report containing the details of corporate governance systems and processes at Ram Ratna Wires Limited is as under -

A. MANDATORY REQUIREMENTS

1) Company's Philosophy on code of Corporate Governance:

Corporate Governance is a set of systems, practices and procedures which are followed consistently so that the affairs of the company are managed in a way which ensures accountability, transparency, fairness in all its transactions broadly and meets the aspirations of all the stakeholders of the Company.

Good Corporate Governance has always been an integral part of the Company's business philosophy. The demand for good corporate governance requires professionals to raise their levels of competency and capability and meet the highest standards of ethics. Thus, there has to be maintained a proper integration and careful balancing of the complex inter relationship between the Board of Directors, Audit Committee, Accounting Team, Statutory and Internal Auditors and the Senior Management – the CEO and CFO. In line with the Ram Ratna Group policy, your Company firmly believes that sound governance is integral to creating value on an overall basis. Your Company maintains at all times the highest levels of transparency, accountability for performance and effective management and ensures timely disclosures of all financial and other relevant information.

Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target.

The Company has laid down a code of conduct for the Board members and senior management and the code of conduct has been placed on the website of the Company.

2) Board of Directors:

2.1 Composition and Category of Directors:

The Board of Directors of your Company is constituted in conformity with clause 49 of the Listing Agreement with Stock Exchange and comprises of Eight (8) Directors as on 31st March, 2011 representing the optimum combination of professionalism, knowledge and experience. Of these Eight (8) Directors, one (1) is Executive Director and Seven (7) are Non-Executive Directors of which Four (4) are Independent. The Chairman of the Board is a Non-Executive Director.

The composition and other details of Board of Directors on the Board of the Company as on 31st March, 2011 is as under:

Name of the Directors	Designation	Independent/Non Independent	Shareholding in the Company (No. of Shares)
Shri Rameshwarlal Kabra	Chairman, Non-Executive	Non-Independent	1,05,200
Shri Tribhuvanprasad Kabra	Managing Director	Non-Independent	4,35,466
Shri Mahendra Kumar Kabra	Director	Non-Independent	18,67,966
Shri Satyanarayan Loya	Director	Non-Independent	21,400
Shri Mukund Chitale	Director	Independent	Nil
Shri Ajai Singh	Director	Independent	Nil
Shri Naveen Kumar Mandhana	Director	Independent	Nil
Shri Sandeep Jhanwar #	Director	Independent	Nil

Appointed as additional Director w.e.f. 13th August, 2010

2.2 Boards functioning and Procedure:

The Board of Directors is the apex body constituted by the Shareholders and it plays a pivotal role in ensuring good governance. The Board's role, functions, responsibility and accountability are clearly defined. In addition to its primary role of setting corporate goals and monitoring corporate performance, it directs and guides the activities of the Management towards the attainment of goals and determines accountability with a view to ensure that the Corporate Philosophy and mission viz. to create long term sustainable growth that translates itself into progress, prosperity and the fulfillment of stakeholders' aspirations is accomplished. It also sets standards of Corporate Behaviour and ensures ethical behaviour at all times and strict compliance with laws and regulations.

Number of Board Meetings held and the dates on which held:

During the year ended 31st March, 2011, five Board Meetings were held on 25th May, 2010, 13th August, 2010, 12th November, 2010, 9th February, 2011 and 28th March, 2011.

Attendance of Directors at Board meetings held during the year 2010-11, last Annual General Meeting and number of other Directorships and Chairmanships / Memberships of Committees of each Director in various companies:

Name of the Directors	No. of Board Meetings during the year 5 (Five)	Attended last AGM	Number of other		
	Attended		Directorships	Committee Memberships	Committee Chairmanships
Shri Rameshwarlal Kabra	5	Yes	0	0	0
Shri Tribhuvanprasad Kabra	5	Yes	3	0	0
Shri Mahendra Kumar Kabra	5	Yes	1	0	0
Shri Vishnu Anant Mahajan*	2	No	0	0	0
Shri Satyanarayan Loya	5	Yes	1	0	0
Shri Mukund Chitale	5	Yes	8	4	4
Shri Ajai Singh	2	No	0	0	0
Shri Naveen Kumar Mandhana	0	No	2	0	0
Shri Sandeep Jhanwar #	3	No	2	1	0

Notes: Private limited companies, foreign companies and companies under section 25 of the Companies Act, 1956 are excluded for the above purposes. Only audit committee and shareholders' grievance committee are considered for the purpose of committee positions as per listing agreement.

* Resigned w.e.f. 12th November, 2010

#Appointed as Additional Director w.e.f. 13th August, 2010

None of the director was a member in more than ten committees or a Chairman in more than five committees across all companies in which he was a director.

Information placed before the Board of Directors:

The Board is presented with all the materially significant information of the Company. The following information is regularly provided to the Board either as a part of the agenda papers in advance of the Board Meetings or are tabled in the course of the Board Meetings with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

- Operating plans of Business, capital budgets and other updates;
- Minutes of the meetings of the Audit Committee and other Committees;
- Legal compliance report and certificate, secretarial audit report;
- Review of foreign exchange exposures and exchange rate movement, if material;
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any;
- Any material default in financial obligations to and by the Company or substantial non-recoveries against sale, if any;
- Materially important litigations, show cause, demand, prosecution and penalty notices, if any;
- Significant labour problems and their proposed solutions. Any significant development in human resources/industrial relations front like signing of wage agreement, implementation of voluntary retirement scheme, etc.;

- ix. Non-compliance of any regulatory, statutory or listing requirements and shareholders' service such as non-payment of dividend, delay in share transfer, etc.;
- x. Issues relating to shareholders such as ratification of transfers, demat status, pending grievances, issue of duplicate share certificates, etc.;
- xi. Contracts in which Director(s) are deemed to be interested;
- xii. Details of investment of surplus funds available with the Company;
- xiii. General disclosure of interest of Directors;
- xiv. Appointment, remuneration and resignation of Directors;
- xv. Details of any joint venture, etc.;
- xvi. Quarterly, Half yearly and Annual Financial results of the Company and its Business Segments;
- xvii. Appointment of Statutory Auditor and Internal Auditor;
- xviii. Appointment of Company Secretary / Chief Financial Officer;
- xix. Dividend declaration;
- xx. Reconstitution of Board Committees;
- xxi. Generally, all other matters which are material in nature and require to be presented to the Board.

Post meeting follow-up Mechanism:

The guidelines for Board and Committee meetings facilitate an effective post-meeting follow-up, review and reporting process for the decisions taken by the Board and the Board Committees thereof. The current status of follow up action on the decisions taken is reported to the Board and the Committees thereof in succeeding meeting of the Board / Board Committee for noting by the Board / Board Committee.

Compliance:

The Company Secretary is responsible for and is required to ensure adherence to all the applicable laws and regulations including the Companies Act, 1956 read with the rules issued there under.

2.3 Committees of the Board:

The Board has three Committees – the Audit Committee, the Shareholders/Investors Grievance Committee and the Remuneration Committee.

The Board is responsible for the constitution, co-opting and fixing the terms of reference for Committee members of the said Committees.

I. Audit Committee:

Terms of reference

a) Primary objectives of the Audit Committee:

The Audit Committee acts as a link between the Statutory Auditors and the Board of Directors. The Audit Committee of the Company assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements and inter-alia, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures. The primary objective of the Audit Committee (the "Committee") is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and the transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the management, including the independent auditors and notes the process and safeguards employed by each.

b) Broad terms of reference of the Audit Committee:

- i. Provide an open avenue of communication between the independent auditors and the Board of Directors ("BoD").

- ii. Recommending the appointment and removal of statutory auditors, fixation of audit fees and also to approve the payment for other services.
- iii. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- iv. Meet at least four times a year or more frequently as circumstances require. The Audit Committee may ask members of management or others to attend meetings and provide pertinent information as necessary.
- v. Confirm and assure the independence of the external auditors.
- vi. Review with independent auditors, the co-ordination of audit efforts to assure completeness of coverage, reduction of redundant efforts and the effective use of all audit resources.
- vii. Consider and review with the independent auditor the adequacy of internal controls including the computerised information system controls and security.
- viii. Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- ix. Reviewing with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
- x. Reviewing with the management the annual financial statements before submission to the Board, focusing primarily on:
 - Any changes in the accounting policies and practices;
 - Disclosure of related party transactions;
 - The going concern assumption;
 - Compliance with Accounting Standards;
 - Compliance with Stock Exchange and legal requirements concerning financial statements;
 - Significant adjustment arising out of audit findings;
 - Qualifications, if any, in the draft audit report;
 - Matters required to be included in Director's Responsibility Statement as appear in Board of Directors' Report.
- xi. Consider and review with the management and the independent auditors:
 - Significant findings during the year, including the status of previous audit recommendations;
 - Any difficulties encountered in the course of audit work including any restrictions on the scope of activities or access to required information.
- xii. Review of the following information:
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions submitted by the Management;
 - Management letters/letters of internal controls, weaknesses issued by the Statutory and Internal Auditors.

c) Composition, name of members and Chairman:

The Audit Committee of the Board of Directors of the Company has been constituted in accordance with the Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. The statutory auditors, internal auditors and senior executives are regularly invited to the Audit Committee Meetings.

The Committee consists of the following members as on 31st March, 2011:

1. Shri Mukund Chitale, Chairman
2. Shri Satyanarayan Loya
3. Shri Sandeep Jhanwar

All members of the Audit Committee have accounting and financial management expertise. Shri Mukund Chitale, Chairman of the Audit Committee had attended the last Annual General Meeting held on 13th August, 2010.

d) Meetings and attendance during the year:

During the financial year ended 31st March, 2011, four Audit Committee Meetings were held i.e. on 25th May, 2010, 13th August, 2010, 12th November, 2010, 9th February, 2011. The table hereunder gives the attendance record of the Audit Committee members.

Name of the Audit Committee Members	Position	No. of meetings attended
Shri Mukund Chitale (Chairman)	Non-Executive, Independent Director	4
Shri Vishnu Anant Mahajan*	Non-Executive, Independent Director	2
Shri Satyanarayan Loya	Non-Executive Director	4
Shri Sandeep Jhanwar#	Non-Executive, Independent Director	2

* Resigned as Member of the Committee w.e.f. 12th November, 2010

Appointed as Member of the Committee w.e.f. 12th November, 2010

The Committee has recommended to the Board the appointment of M/s. V.C. Darak & Associates, Chartered Accountants, as the Statutory Auditors of the Company for the Financial Year 2011-2012 and that necessary resolution for appointing them as auditors be placed before the shareholders in the ensuing Annual General Meeting.

II. Remuneration Committee:

a) Brief description and terms of reference:

The Committee comprises of the following members: Shri Sandeep Jhanwar, (Chairman), Shri Satyanarayan Loya, Shri Mukund Chitale and Shri Ajai Singh, all being Non-Executive Directors.

Shri Vishnu A Mahajan resigned as Chairman of the Committee w.e.f. 12th November, 2010 and Shri Sandeep Jhanwar was appointed as Chairman of the Committee w.e.f. 12th November, 2010 .

The scope of this committee is to determine and recommend to the Board the compensation of the Executive Directors and senior management personnel. The Committee may also approve, allocate and administer the Employee Stock Option Schemes and other related matters. Presently, the Company does not have any stock option plan or performance linked incentives for its Directors.

No Remuneration Committee meeting was held during the financial year ended 31st March, 2011.

b) Remuneration Policy:

Non-Executive Directors are paid sitting fees for each meeting of the Board and committees of the Board attended by them. The appointment and remuneration of the Managing Director and other Executive Directors is governed by resolutions passed by the Board of Directors and shareholders of the Company, which covers terms of such appointment, read with the service rules of the Company. Remuneration paid to the Managing Director and other Executive Directors is recommended by the Remuneration Committee, approved by the Board and is within the limits set by the shareholders at the General Meetings.

c) Details of Remuneration paid to all the Directors for the Financial Year ended 31st March, 2011 are as under:

Executive Directors

(₹ in Lacs)

Name & Position	Pay & Allowance	Perquisites	Total	Retirement Benefits
Shri Tribhuvanprasad Kabra, Managing Director	76.65	Nil	76.65	Nil

Non-Executive Directors

(₹ in Lacs)

Name of the Directors	Sitting Fees paid for attending Meetings of		
	Board	Audit Committee	Remuneration Committee
Shri Rameshwarlal Kabra	0.40	Nil	Nil
Shri Mahendra Kumar Kabra	0.40	Nil	Nil
Shri Satyanarayan Loya	0.40	0.30	Nil
Shri Vishnu Anant Mahajan	0.05	0.05	Nil
Shri Mukund Chitale	0.40	0.30	Nil
Shri Ajai Singh	0.15	Nil	Nil
Shri Naveen Kumar Mandhana	Nil	Nil	Nil
Shri Sandeep Jhanwar	0.30	0.20	Nil

III. Shareholders'/Investors' Grievance and Share Transfer Committee:

a) Composition:

The Shareholders'/Investors' Grievance Committee comprises of the following members:

1. Shri Satyanarayan Loya, Chairman
2. Shri Rameshwarlal Kabra

Shri Ramesh Chamadia, Company Secretary, acts as the Compliance Officer.

b) Scope:

The scope of the Shareholders'/Investors' Grievance Committee is to review and address shareholders and investor complaints and grievances in respect of share transfers, transmissions, non-receipt of annual report, non-receipt of dividends, etc. and recommends measures which can facilitate better investor services and relations.

c) Meetings and Attendance:

During the financial year ended 31st March, 2011, four Shareholders'/Investors' Grievance Committee Meetings were held i.e. on 30th June, 2010, 30th September 2010, 7th January, 2011 and 28th March 2011. The table hereunder gives the attendance record of the Shareholders'/Investors' Committee members.

Name of the Shareholders / Investors Grievance Committee members	Position	No. of meetings attended
Shri Satyanarayan Loya (Chairman)	Non-Executive Director	4
Shri Rameshwarlal Kabra	Non-Executive Director	4

The Committee expresses satisfaction with the Company's performance in dealing with investors' grievance and its share transfer system.

During the year, the Company has received and attended to 7 complaints. There were no pending / unattended complaints as on 31st March, 2011.

Nature of complaints received and attended to during the year 2010-11:

Nature of complaint	Pending As on 01-04-10	Received During the year	Resolved During the year	Pending As on 31-03-11
Transfer/Transmission /Duplicate	-	2	2	-
Non-receipt of Dividend	-	5	5	-
Non-receipt of Refund Order	-	-	-	-
Dematerialisation/Rematerialisation of shares	-	-	-	-
Complaints received from:				
Securities and Exchange Board of India	-	-	-	-
Stock Exchange	-	-	-	-
Registrar of Companies/Department of Company Affairs	-	-	-	-
Legal	-	-	-	-
Total	-	7	7	-

As per the revised Clause 49 of the Listing Agreement and to expedite the process of share transfers, the Board has delegated the powers of share transfers and related matters to Share Transfer Committee comprising of Shri Satyanarayan Loya, Director and Shri Ramesh Chamadia, Company Secretary. The Committee meets once in a fortnight and approves all the matters related to shares i.e. share transfer, transmission, dematerialisation and rematerialisation of shares, etc..

d) Unclaimed shares :

Necessary actions are being taken to comply with Clause 5A of the listing Agreement.

Sub- division :

The Equity Shares of the Company were sub-divided from the face value of ₹ 10/- each to ₹ 5/- each during the year under review and the Old Share Certificates of the Company for the face-value of ₹ 10/- were treated as cancelled.

The Shareholders, who have not received or not collected the new Share Certificates of the face value of ₹ 5/- each, are requested to contact the Company's Registrar and Share Transfer Agents for the same.

3) General Body Meetings :

Details of General Body Meetings held in last three years are given hereunder:

Annual General Meeting

Year	Date	Venue	Time	Special resolution(s) passed
2008	28-08-2008	Maheshwari Bhavan, 603 Jagannath Shankar Seth Road, Mumbai – 400 002	11:00 a.m.	Re-appointment of Shri Tribhuvanprasad Kabra as Managing Director.
2009	01-09-2009	Maheshwari Bhavan, Plot No. R-14 &15, Oshiwara New Link Road, Andheri (W) Mumbai – 400 053	04:30 p.m.	Keeping Register of Members, index of Members and other related books at the premises of Company's Registrar and Share Transfer Agents
2010	13-08-2010	Maheshwari Bhavan, Plot No. R-14 &15, Oshiwara New Link Road, Andheri (W) Mumbai – 400 053	11:30 a.m.	Alteration of the Articles of Association of the Company.

Postal ballots

The results of the Ordinary Resolutions requiring postal ballot under section 293(1)(a) and 293(1)(d) were announced at the last Annual General Meeting and passed . No Special Resolution requiring postal ballot is being proposed at the ensuing Annual General Meeting.

4) Secretarial Compliance Report:

- a. As a measure of good Corporate Governance practice, though not legally required, a Secretarial Audit on the compliance of corporate laws and SEBI regulations was conducted by M/s. Rath & Associates, Practicing Company Secretaries for the financial year ended 31st March, 2011.

- b. Secretarial Audit Report

Quarterly Secretarial Audit Reports on reconciliation of the total admitted capital with CDSL & NSDL and the total issued and listed capital were furnished to the Stock Exchange on the following dates:

For the quarter ended	Furnished on
30th June, 2010	26th July, 2010
30th September, 2010	21st October, 2010
31st December, 2010	21st January, 2011
31st March, 2011	21st April, 2011

5) Secretarial Standards:

The Institute of Company Secretaries of India has issued Secretarial Standards on Board, General Meetings, Dividend and Registers and Records, Minutes, Transmission of Shares and Debentures, Passing Resolution by circulation, affixing of Common Seal, Forfeiture of Shares, Board's Report that are presently recommendatory. The Company's practices and procedures mostly meet with these standards, wherever applicable.

6) Quarterly Compliance Report on Corporate Governance:

The Company has submitted for each of the four quarters during the year 2010-11, the Compliance Report on Corporate Governance to Bombay Stock Exchange in the prescribed format within 15 days from the close of the quarter.

7) Disclosures:

- (i) Related Party Transactions:

There are no materially significant related party transactions with its Promoters, the Directors or the Management and their Relatives, etc. which may have potential conflict with the interests of the Company at large. Related Party Transactions are disclosed in the Notes to the Accounts forming part of this Annual Report.

- (ii) Compliances by the Company:

The Company has complied with the requirements of regulatory authorities on capital markets including the requirements under the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended and no penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or any other statutory authority on any matter relating to the capital markets, during the last three years.

- (iii) Whistle Blower Policy and Access of personnel to the Audit Committee:

The Company promotes ethical behavior in all its business activities and the Company's personnel have access to the Chairman of the Audit Committee in cases such as concerns about unethical behavior, frauds and other grievances. No personnel of the Company have been denied access to the Audit Committee.

- (iv) Compliance with the Mandatory requirements and Implementation of the Non-mandatory requirements:

The Company has complied with the mandatory requirements of the Corporate Governance Clause 49 of Listing Agreement. The Company has not implemented the non-mandatory requirements enlisted by way of annexure to Clause 49 of the Listing agreement except the constitution of Remuneration Committee.

8) Means of Communication

- | | | | |
|----|--|---|--|
| a) | Half-yearly report sent to each of the shareholders | : | No. * |
| b) | Quarterly / Half-yearly results published in | : | The Economic Times – English
Maharashtra Times – Marathi |
| c) | Whether the website also displays official news releases and presentations to the media, analysts, institutional investors' etc | : | No |
| d) | Audited yearly financial results published in | : | The Economic Times – English
Maharashtra Times – Marathi
The Economic Times – Gujarati |
| e) | Whether MD&A (Management Discussion & Analysis) is a part of Annual Report? | : | Yes |
| f) | No presentations were made to the institutional investors or to analysts during the year under review.
The Company also informs by way of intimation to the Stock Exchange all price sensitive matters and such other matters which in its opinion are material and of relevance to the Shareholders and subsequently issues a Press Release on the said matters. | | |

**As the results are published in newspapers having wide circulation, half yearly results are not sent separately to each shareholder.*

9) Certificate on Corporate Governance:

As required by Clause 49 of the Listing Agreement, a certificate issued by M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai regarding compliance with Corporate Governance norms is given as an annexure to this report.

10) CEO declaration:

As required by Clause 49 of the Listing Agreement, the Board of Directors and senior Management Personnel have affirmed compliance of the Company's Code of Conduct. A declaration to this effect, signed by the Managing Director is annexed to this Report.

11) General Shareholders' Information:

Annual General Meeting

- | | | | | | | | | | | | |
|--------------------|--|---|---|---------------|----------------------|--------------------|------------------------|-------------------|------------------------|----------------|-------------------|
| (i) | Date and Time | : | 18th August, 2011, 11:00 a.m. | | | | | | | | |
| | Venue | : | Maheshwari Bhavan, Plot No. R-14 & 15, Oshiwara, New Link Road Ext.,
Opp. Tarapur Garden, Andheri (West), Mumbai – 400 053 | | | | | | | | |
| (ii) | Financial Calender (tentative and subject to change) | : | Reporting for Un-audited Financial Results for the quarter ending
<table border="0"> <tr> <td>June 30, 2011</td> <td>By 14th August, 2011</td> </tr> <tr> <td>September 30, 2011</td> <td>By 14th November, 2011</td> </tr> <tr> <td>December 31, 2011</td> <td>By 14th February, 2012</td> </tr> <tr> <td>March 31, 2012</td> <td>By 14th May, 2012</td> </tr> </table> Annual General Meeting for year ending March 31, 2012 By 30th September, 2012 | June 30, 2011 | By 14th August, 2011 | September 30, 2011 | By 14th November, 2011 | December 31, 2011 | By 14th February, 2012 | March 31, 2012 | By 14th May, 2012 |
| June 30, 2011 | By 14th August, 2011 | | | | | | | | | | |
| September 30, 2011 | By 14th November, 2011 | | | | | | | | | | |
| December 31, 2011 | By 14th February, 2012 | | | | | | | | | | |
| March 31, 2012 | By 14th May, 2012 | | | | | | | | | | |
| (iii) | Dates of book closure | : | 12th August, 2011 to 18th August, 2011 (both days inclusive) | | | | | | | | |
| (iv) | Dividend Payment | : | On or after 22nd August, 2011 | | | | | | | | |
| (v) | Registered Office | : | Ram Ratna House, Oasis Complex, P.B. Marg, Worli, Mumbai – 400 013.
Tel. No.: 91-22-2492 4144/2494 9009
Fax No.: 91-22-2491 0819
Email: investor_grievance@ramratna.com
ramesh.chamadia@ramratna.com | | | | | | | | |

(vi) Listing of Equity Shares

(a) Stock Exchange : The Equity Shares of the Company are listed on Bombay Stock Exchange Limited.

The Company has also applied to the National Stock Exchange for listing of its equity shares and the approval is awaited.

(b) Depository : Central Depository Services (India) Ltd. and National Securities Depository Ltd.

Annual Listing Fees as prescribed has been paid for the year 2011 – 2012.

(vii) Stock Exchange Code : Bombay Stock Exchange Limited – 522281

(viii) Disclosures regarding appointment/ re-appointment of Directors: Pursuant to the provisions of Sections 255 & 256 of the Companies Act, 1956, Shri Mahendra Kumar Kabra and Shri Satyanarayan Loya shall retire by rotation at the forthcoming Annual General Meeting.

Shri Sandeep Jhanwar who was appointed as an Additional Director of the Company with effect from 13th August, 2010 pursuant to the provisions of Section 260 of the Companies Act, 1956 read with the Articles of Association of the Company and holds office up to the ensuing Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 along with the necessary deposit from a Member proposing the candidature of Shri Sandeep Jhanwar as a Director of the Company at the ensuing Annual General Meeting.

Shri R Kannan who was appointed as an Additional Director of the Company with effect from 28th May, 2011 pursuant to the provisions of Section 260 of the Companies Act, 1956 read with the Articles of Association of the Company and holds office up to the ensuing Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 along with the necessary deposit from a Member proposing the candidature of Shri R Kannan as a Director of the Company at the ensuing Annual General Meeting.

The term of office of Shri Tribhuvanprasad Kabra as the Managing Director will expire on 23rd June, 2011. As per the recommendation of the Remuneration Committee, the Board of Directors has re-appointed, subject to the approval of the shareholders at the ensuing Annual General Meeting, Shri Tribhuvanprasad Kabra as the Managing Director for a period of three years starting from 24th June, 2011.

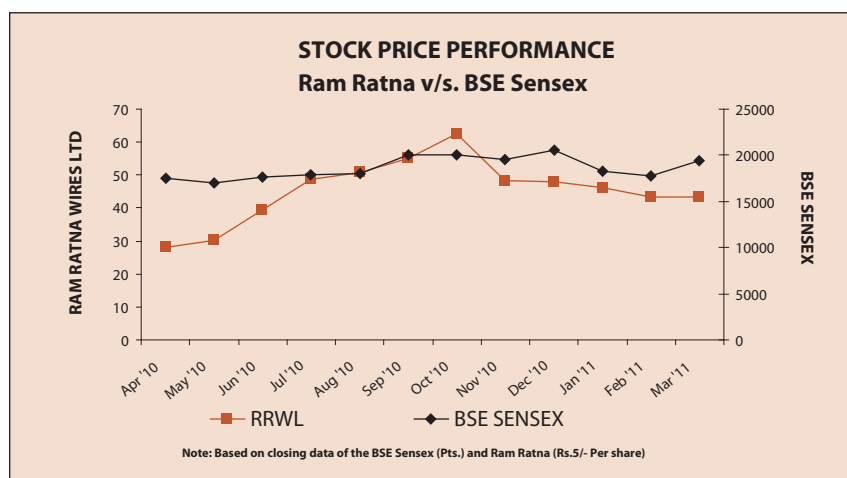
The Board has recommended the appointment / re-appointment of the said Directors to the shareholders. The detailed resume of Directors proposed to be appointed / re-appointed is provided in the notice of the Annual General Meeting.

(ix) Stock Market price data relating to the shares:

Monthly high and low at the Bombay Stock Exchange Limited for financial year ended 31st March, 2011:

Month	Volume of Shares	Bombay Stock Exchange Limited	
		High (₹)	Low (₹)
April, 2010	4,31,540	68.70	39.90
May, 2010	2,02,585	65.00	50.00
June, 2010	5,84,169	84.90	56.50
July, 2010	7,16,141	99.00	74.00
August, 2010	8,63,534	110.50	84.25
September, 2010	7,30,607	115.50	98.00
October, 2010*	12,63,137	124.00	56.35
November, 2010	6,53,070	64.90	45.20
December, 2010	2,27,674	53.00	45.00
January, 2011	1,48,678	50.00	44.00
February, 2011	1,78,482	49.90	40.05
March, 2011	1,62,713	49.00	41.10

* Face value of share split from ₹ 10/- to ₹ 5/- w.e.f. 16-10-2010



(x) Registrar and Share Transfer Agent:

The Company's shares being in compulsory dematerialised (demat) list are transferable through the depository system. Shares in physical form are processed by the Registrar and Share Transfer Agent and approved by Share Transfer Committee of the Company. Shares sent for physical transfer are generally registered and returned within a period of 30 days from the date of receipt, if the documents are complete in all respects.

The total number of shares transferred in physical form during the year 2010-11 was 11,300 shares.

(xi) Share Transfer System:

- As per the Guidelines of SEBI/Stock Exchanges, a Demat Option Letter is sent to the transferees, seeking their option, as to whether the shares transferred in their name, would be demated by them or they would like to hold the shares, in physical form. After 30 days time, if the Demat Request Form is not received along with the Demat Option Letter, duly accepted, physical share certificates are dispatched to the transferees.
- The Shareholders/Investors Grievance Committee meets as often as required. As per Clause 49 of the Listing Agreement and to expedite the process of share transfers, the Board has delegated the powers of share transfers and related matters to Shri Satyanarayan Loya, Director and Shri Ramesh Chamadia, Company Secretary who attend to share transfer formalities at least once in a fortnight.

- (iii) Nomination facility for shareholding: As per the provisions of the amended Companies Act, 1956, facility for making nomination is available to shareholders in respect of shares held by them. Nomination forms can be obtained from the share transfer agent.
- (iv) Payment of dividend through Electronic Clearing Services : The Securities and Exchange Board of India (SEBI) has made it mandatory for all Companies to use the bank account details furnished by the depositories for depositing dividends through Electronic Clearing Service (ECS) to the Investors wherever ECS and Bank details are available. In the absence of ECS facility the Company is required to print the Bank account details if available on payment instruments for distribution of dividend etc. to the shareholders.
- (v) During the year under review, the Company has credited Rs.1.01 lacs lying in the unpaid / unclaimed dividend account, to the Investor Education and Protection Fund (IEPF) pursuant to Section 205C of the Companies Act, 1956 read with the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001.
- (vi) Unclaimed dividends: The Company is required to transfer dividends which have remained unpaid / unclaimed for a period of seven years to the Investor Education & Protection Fund established by the Government. Unpaid/ unclaimed dividend for the year 31st March, 2004, if any, will be transferred to the Investor Education and Protection Fund within the prescribed time-limit.

(xii) Dividend History (Last 7 Years):

(₹ in Lacs)

Financial Year	Dividend %	Total Dividend	Unpaid / Unclaimed	Due date for Transfer
2003-04	10.00	76.70	1.92	27-10-2011
2004-05	12.50	118.38	2.18	27-10-2012
2005-06	12.50	118.38	1.89	30-10-2013
2006-07	7.50	71.02	0.72	07-10-2014
2007-08	15.00	165.00	2.33	05-10-2015
2008-09	7.50	82.50	1.51	08-10-2016
2009-10	20.00	220.00	4.35	20-09-2017

(xiii) Distribution of Shareholding as on 31st March, 2011:

No. of Equity Shares held	Shareholders		Shares	
	Numbers	% to total Shareholders	Numbers	% to total Capital
1 - 500	3,675	78.13	7,34,267	3.34
501 - 1000	426	9.05	3,56,556	1.62
1001 - 5000	423	8.99	11,47,542	5.22
5001 - 10000	64	1.36	4,83,313	2.19
10001 & above	116	2.47	1,92,78,322	87.63
Total	4,704	100.00	2,20,00,000	100.00

(xiv) Categories of Shareholding as on 31st March, 2011:

Category	Shareholders		Shares	
	Number	% to total Shareholders	Number	% to total Capital
PROMOTERS' HOLDING				
Indian Promoters	24	0.51	1,45,59,354	66.18
Foreign Promoter	1	0.02	14,00,000	6.36
Total of Promoter Holding	25	0.53	1,59,59,354	72.54
NON- PROMOTERS' HOLDING				
Institutional Investors				
Banks, FIs, Insurance Cos.	1	0.02	3,600	0.02
Others				
Private Corporate Bodies	112	2.38	4,52,178	2.06
Indian Public	4,557	96.88	55,68,149	25.30
NRIs / OCBs	9	0.19	16,719	0.08
Total of Non-Promoter Holding	4,679	99.47	60,40,646	27.46
Grand Total	4,704	100.00	2,20,00,000	100.00

(xv) Dematerialisation of shares and liquidity:

The Company has established connectivity with Central Depository Services (India) Limited and National Securities Depository Limited for dematerialisation of shares and the same are available in electronic segment under ISIN No. INE207E01023.

As on 31st March 2011		
Form	No. of shares	%
Demat	1,89,71,087	86
Physical	30,28,913	14
Total	2,20,00,000	100

(xvi) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity:

There are no GDRs/ADRs/Warrants or any Convertible Instruments pending conversion or any other instrument likely to impact the equity share capital of the Company.

12) Plant Locations:

- 1) Survey No. 212/2, Near Dadra Check Post, Village : Dadra, Silvassa - 396 193, (U.T. of D & NH)
- 2) Survey No. 142/2, Madhuban Dam Road, Village : Rakholi, Silvassa - 396 240, (U.T. of D & NH)

13) Address for correspondence:

Registrar and Share Transfer Agent (share transfer and communication regarding share certificates, dividends and change of address)	Sharepro Services (India) Pvt. Ltd. 13AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (East), Mumbai -400 072. Tel.No.:91-22-67720300 / 51 / 52 / 53 Fax No.:91-22-28375646 E-mail: sharepro@vsnl.com
Compliance Officer	Shri Ramesh Chamadia, Company Secretary Ram Ratna House, Oasis Complex, P.B. Marg, Worli, Mumbai - 400 013 Tel.No.:91-22-24924144/24949009 Fax No.:91-22-24910819 E-mail: investor_grievance@ramratna.com ramesh.chamadia@ramratna.com

14) Request to Investors:

- a) Investors are requested to communicate change of address, if any, directly to the Registrar and Share Transfer Agent of the Company at the above address.
- b) As required by SEBI, investors shall furnish details of their bank account number and name and address of the bank for incorporating the same in the warrants. This would avoid wrong credits being obtained by unauthorized persons.
- c) The shareholders are requested to dematerialise their physical share certificates, through a depository participant. Shareholders requiring any further clarification/assistance on the subject may contact the Company's share transfer agent.
- d) Investors who have not availed nomination facility are requested to avail the same by submitting the nomination form. The form will be made available on request.
- e) Investors holding shares in electronic form are requested to deal only with their depository participant in respect of change of address, nomination facility and furnishing bank account number, etc.

- f) Members who have not encashed their dividend warrants in respect of dividends declared for the year ended 31st March, 2004 and for any financial year thereafter may contact the Registrar and Share Transfer Agent of the Company. Members are requested to note that the dividend not claimed for a period of seven years from the date they first became due for payment shall be transferred to Investor Education and Protection Fund (IEPF) in terms of Section 205C of the Companies Act, 1956.
- g) The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its Members. To support this green initiative of the Government in full measure, Members who have still not registered their e-mail addresses, so far, are requested to register their e-mail addresses with the Registrar and Share Transfer Agents of the Company at the link <http://www.shareproservices.com/ginitiative.asp>.

B. NON-MANDATORY REQUIREMENTS

1. The Board:

- a) Whether Chairman of the Board is entitled to maintain a Chairman's Office at the Company's expenses and also allowed reimbursement of expenses incurred in performance of his duties:

The Chairman is a Non-Executive Director in the Company. The Chairman does not maintain an office at the Company's expenses.

- b) Independent Directors may have a tenure not exceeding in the aggregate, a period of nine years, on the Board of the Company.

Presently the Company has not adopted the above non-mandatory requirement.

2. Remuneration Committee:

The Company has formed Remuneration Committee. The details are mentioned at para 2.3 (II) of this Report.

3. Shareholders' Rights:

The quarterly and half-yearly results of the Company are published in one English and one regional newspaper having wide circulation (vide para 8(b) of this Report). The results are not sent to the shareholders individually.

4. Audit Qualification:

The Company has generally ensured to remain in the regime of unqualified financial statements.

5. Training of Board Members:

Presently the Company does not have training programme for Board Members.

6. Mechanism for evaluating Non-Executive Board Members:

Presently the Company does not have any mechanism for evaluating the performance of Non-executive Board Members.

7. Whistle Blower Policy:

The Company promotes ethical behavior in all its business activities and has a mechanism of reporting illegal or unethical behavior. The employees are free to report violations of laws, rules, regulations or unethical conduct to their Departmental Head and they have access to the Chairman of the Audit Committee. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

8. CEO and CFO Certification:

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49 and is performing part of this Report.

For and on behalf of the Board

Rameshwarlal Kabra
Chairman

Place : Mumbai

Date : 28th May, 2011

MANAGEMENT DISCUSSION AND ANALYSIS

I. INDUSTRY SCENARIO

A) Industry structure

The economic scenario of India continues to undergo a sea change. Infrastructure, Power generation, Transmission and Distribution, Telecom and Automobile Industries are the key sectors of priority development which continues to grow at a higher rate. These sectors directly or indirectly contribute to the growth of the winding wire industry and will give a boost in general to the Indian wire & cable industry.

Your Company manufactures, mainly, entire range (6 SWG to 47 SWG) of winding wires & strips which are used for a wide variety of applications in Electrical, Electro-Mechanical, Electronic & telecommunication equipments which are either rotating type like, Motors & Generators or Static like Transformers, UPS, Relay coils, etc. Enamelled Copper wire constitutes more than 80% of Winding Wire production in India.

The Company has diversified its products which include Super fine enamelled copper wire, Submersible winding wire, Paper insulated wires & strips, Fibre Glass covered strips and enamelled Fibre glass covered wires & strips, Aluminium winding Wire, which are at low level of production, compared to Enamelled Copper Wire & Strips.

B) Development, Modernization & Expansion

The modernization and expansion plan under execution at the Units is at an advanced stage. A set of machines with latest technology has already been installed and commissioned to extend the range of size up to 47 SWG. The remaining work is in full swing. Company has started production at its Salasar Copper Unit - 2 at Dadra in November, 2010.

C) Outlook

Indian Economy continues to achieve GDP growth rate of around 8%. The enhanced purchasing power of growing rural & urban middle class population accelerates the demand for house hold electrical equipments which consume winding wire.

Growth of winding wire industry is linked to the growth in installed capacity of Power Generation. The year 2010 -2011 witnessed capacity addition of 12160 MW to the Power Sector which is the highest ever made in any single year since Independence. Further, the targeted capacity addition of 62,374 MW during the 11th Plan (2007 – 2012) period is roughly three times that of 10th Plan. In the next 20 years, power generation capacity has to be enhanced several times to meet the growing demand for electricity. Therefore, broadly the outlook for winding wire industry is very bright.(Source IEEMA Journal, May 2011)

D) Opportunities & threats

Indian Electrical Industry continues to show very encouraging results due to domestic demand as well as growth in exports. However, highly fluctuating Copper prices in the international market, Cost of production due to wage increase & price increase of various inputs, stringent delivery schedule at very short notice from domestic consumers and tough competition from other leading manufacturers in the winding wire industry poses serious threat to the profitability of the Company.

II REVIEW OF OPERATIONS

A) Product-wise performance

Production

(in MTs)

Description	2010-11	2009-10
Enamelled Copper Wire	9,581	9,893
Enamelled Copper Strips	333	410
Copper Strips	244	129
Submersible Winding Wire	275	175

B) Risks and Concerns

In the winding wire business, the global demand and supply of copper and its prices plays a vital role and could significantly affect the company's turnover. The Company is fairly exposed to the domestic and global political and economic risks. The prices advanced on rapidly increasing demand for copper from China, India and the other emerging economies of Asia, accompanied by supply side concerns, including workers unrest and strikes in some key mines and smelters, and natural calamities in major copper producing regions.

The Company also continuously keeps working on getting approvals from new and renowned customers to increase its market share commensurate with its increased capacity.

Intense competition in the market could affect our cost advantages and result in decreased turnover. Failure to complete fixed price, fixed time frame deliveries could result in lower revenues of the company. The business of the company could suffer if we fail to anticipate and develop new products and enhance existing range to keep pace with the rapid changes in the winding wire industry. Currency fluctuations could affect the results of operations.

The Company requires funds for the ongoing operations, growth and expansion projects. It has sufficient committed lines of credit from various banks in India to fund the operations as well as expansion projects. Currently, the Company does not have any long term debt determined in foreign currency at the end of the year.

The Company's manufacturing facilities are based in India. Any changes in the legal, fiscal and other regulatory regimes of our country could affect our performance. In the event that the Government of India brings about any changes in import tariffs in India and reduction or curtailment of income tax benefits available to some of our operations in India can pose risks to the Company. It also has a wide customer base and changes in the legal, fiscal or regulatory regimes can also affect the competitiveness of our product and affect the Company's performance.

III FINANCIAL REVIEW

(₹ in Lacs)

Description	2010-11	2009-10
Net Sales and Other Income	49,941.54	40,567.79
Total Expenditure	47,534.77	37,860.05
Profit before Interest, Depreciation, Taxation & Extraordinary items	2,406.77	2,707.74
Interest Expenditure (net of income)	580.22	560.56
Depreciation	369.05	344.35
Profit before Extraordinary items and Taxes	1,457.50	1,802.83
Net Profit after tax and Prior Period adjustment	947.14	1,170.69
Earnings Per Share (in Rs.)	4.31	5.32
Debtors outstanding	7,719.43	6,893.38
Inventory	1,314.89	1,598.17
Fixed Assets	4,584.13	3,053.16

The financial statements have been prepared in accordance with the requirement of the Companies Act, 1956 and the prescribed Accounting Standards. The estimates and judgment to the financial statements has been made on a reasonable basis, in order that the financial statements reflect in a true and fair manner. The forms and substances of transactions are reasonably representing the company's state of affairs and the profit for the year.

IV INTERNAL CONTROL SYSTEMS

The Company has in place adequate internal control systems and review mechanism commensurate with the size and nature of its business. A detailed audit process and audit plan by external agencies cover the key risks identified through the risk management program, wherein existence and effectiveness of the control measures indicated against the risks are verified.

The review of the process and findings is done by the senior management on a monthly basis and is an integral part of the performance management of the organisation.

V ENVIRONMENT

In its pursuit to attain excellence in environmental management towards sustainable business development, the company is committed to develop and maintain Environmental Management System (EMS). The environment policy focuses on:

1. Constant endeavour to comply with all the applicable laws and regulations.
2. Creating awareness amongst all employees for a clean, green and safe environment.
3. Preventing pollution.
4. Continuously improving the environment performance by tree plantation, gardens in and around the manufacturing units, etc.

The state-of-art manufacturing equipment and technology meets the requirements of International Standards. Continual training on EMS and awareness on environmental aspects and impacts is given.

Salasar Copper, unit of your Company, meets the requirements of the International Standards ISO 14001:2004.

VI HUMAN RESOURCES DEVELOPMENT

Training

The company aims at providing in-class training to each employee. Every new recruit receives complete safety training and on the job training from his colleagues / supervisor. Functional and developmental training is provided from time-to-time to all employees to enhance their skills and productivity. The company continues to promote and support sports and promotes sports activities amongst its employees at its various units and offices.

The company makes use of designated days like Earth Day, World Environment Day and Safety Day as opportunities to create awareness on key issues that affect the company as well as the individuals. The monthly newsletter 'SETU' is a powerful tool for building fellowship and spread learning and regular quiz on various aspects are held and prizes / merit certificates awarded to winners.

There is an all round support from the management to the development of human resources.

Knowledge Management

Ram Ratna Group has a practice of sharing experiences of one company with other Group companies in various fields of production / finance / marketing. Knowledge Management is being developed by involving and sharing of information on key performance parameters at all levels which results in an overall improvement.

Industrial Relations

The company continues to maintain healthy and cordial industrial relations. The values and the culture of the group foster family feelings amongst all its employees. The Company's employees strength as at March 31, 2011 was 402.

VII SAFETY AND HEALTH

Safety and Health are the overriding considerations of the company. The company has a well defined Safety and Health policy which focuses on

- Providing and maintaining safe workplace, plants and systems
- Providing information, instructions, training and supervision to ensure safety
- Providing personal protective equipments as required
- Continuously reviewing and improving its safety performance

The company has an Environment-Safety-Health- Energy (ESHE) committee which has members from staff and workers. The ESHE committee meets every month to bring proactive measures for environment, energy, safety and health. Celebration of Safety Week has been a major event where even the employees, their children and spouses participated in a number of safety competitions.

Salasar Copper, unit of your Company meets the requirements of the International Standards ISO OHSAS 18001:2007.

VIII CAUTIONARY STATEMENT

The Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/ supply and price conditions in the markets in which the Company operates, changes in the government regulations, tax laws and statutes and other incidental factors.

For and on behalf of the Board

Rameshwarlal Kabra

Chairman

Place : Mumbai

Date : 28th May, 2011

CODE OF CONDUCT DECLARATION

Pursuant to Clause 49 I(D) of the Listing Agreement entered into with the Stock Exchange, I hereby declare that all the Board Members and senior management personnel of the Company have affirmed compliance with the Code of Conduct for the year ended 31st March, 2011.

Place : Mumbai
Date : 28th May, 2011

Tribhuvanprasad Kabra
Managing Director

PRACTICING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Ram Ratna Wires Limited

We have examined the compliance of conditions of Corporate Governance by Ram Ratna Wires Limited ("the Company") for the year ended 31st March, 2011, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchange.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examinations were limited to procedures and implementations 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 management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

As per the records of the Company, there were no investor grievances remaining unattended for a period exceeding one month against the Company.

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

For and on behalf of
Rathi & Associates
Company Secretaries

Himanshu S. Kamdar
Partner
FCS No: 5171
COP No: 3030

Place : Mumbai
Date : 28th May, 2011

CEO/CFO CERTIFICATE

We, Tribhuvanprasad Kabra, Managing Director and Ketan Rachchha, Chief Financial Officer of the Company certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2011 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee of:
 - (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place : Mumbai
Date : 28th May, 2011

Tribhuvanprasad Kabra
Managing Director

Ketan Rachchha
Chief Financial Officer

AUDITORS' REPORT TO THE MEMBERS OF RAM RATNA WIRES LIMITED

We have audited the attached Balance Sheet of Ram Ratna Wires Limited as at 31st March, 2011, the Profit and Loss Account and the Cash Flow Statement of the Company for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that :

- a) we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d) in our opinion, the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956;
- e) on the basis of written representations received from the Directors, as on 31st March, 2011 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2011 from being appointed as a Director in terms of Section 274(1)(g) of the Companies Act, 1956;
- f) in our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with notes thereon on give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2011;
 - (ii) in the case of the Profit and Loss Account, of the Profit of the Company for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the Cash Flows of the Company for the year ended on that date.

For V.C. Darak & Associates
Chartered Accountants
(Firm Registration No: 119336W)

Place : Mumbai
Date : 28th May, 2011

V.C. Darak
Proprietor
M.No: 6307

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in the Auditors' Report to the Members of Ram Ratna Wires Limited for the year ended 31st March, 2011. We report that:

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the Management at reasonable intervals. The frequency of verification is reasonable having regard to the size of the Company and the nature of its business. No material discrepancies were noticed by the Management on such verification as compared with the records of fixed assets maintained by the Company.
- (c) No substantial part of fixed assets has been disposed off during the year. The going concern concept is not affected.
- (ii) (a) As explained to us the Company has conducted physical verification of inventory during the year at reasonable intervals.
- (b) The procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification.
- (iii) (a) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly clause 4(iii) (b), (c) and (d) of the Companies (Auditor's Report) Order 2003 is not applicable.
- (b) The Company has taken unsecured loan from one company and one party covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 1,195.98 Lacs and year end balance from such company and party was ₹ 727.51 Lacs.
- (c) The rate of interest and other terms and conditions of loans taken are prima facie not prejudicial to the interest of the Company.
- (d) The payment of the principal amount and interest is regular.
- (iv) The Company has an adequate internal control procedure commensurate with the size and nature of business of the Company for the purchase of inventory, fixed assets and the sale of goods and services. In view of this, the question of failure to correct weaknesses in internal control does not arise.
- (v) Transactions that need to be entered into register in pursuance of Section 301 of the Act have been so entered.
 - (a) In our opinion and according to the information and explanations given to us the particulars of contracts or arrangements which need to be entered in the register referred to in section 301 of the Companies Act, 1956 have been so entered.
 - (b) The transactions entered into register exceeding the value of ₹ 5 (Five) Lacs are reasonable having regard to the prevailing market prices.
- (vi) In our opinion and according to information and explanation given to us, the Company has complied with the provision of Section 58A and Section 58AA or other relevant provision of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regards to deposits accepted from the public.
- (vii) The Company has an adequate internal audit system commensurate with size and nature of its business which is being carried out by qualified external auditor.
- (viii) The maintenance of cost records has been prescribed by the Central Government under Clause (d) of Sub-section (1) of Section 209 of the Companies Act, 1956. We have broadly reviewed the books of accounts which are made and maintained in pursuance of the prescriptions.
- (ix) (a) The Company is regular in depositing undisputed statutory dues in respect of Provident Fund, Investors Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other Statutory dues (wherever applicable) with the appropriate authorities. There are no arrears of any statutory dues as at the last day of the financial year for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and Cess which have not been deposited on account of any dispute other than the following:

Sr. No.	Nature of Dues	Amount (₹ in Lacs)	Forum where matter is pending
1	Income Tax	30.58	CIT (Appeal) – A.Y. 07-08
2	Income Tax	24.88	CIT (Appeal) – A.Y. 08-09
3	Excise	0.62	Commissioner (Appeal)
4	Service Tax	4.14	Commissioner (Appeal)

- (x) There are no accumulated losses at the end of the financial year. The Company has not incurred cash loss either in the current or in the preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in re-payment of dues to banks.
- (xii) The Company has not granted any loans and advances on the basis of security. In view of this the question of maintenance of records and adequacy of documents does not arise.
- (xiii) The Company not being chit fund/nidhi/mutual benefit fund/societies, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable.
- (xiv) The Company is not dealing or trading in shares, securities, debentures and other investments.
- (xv) The Company has not given any guarantee for loans taken by others either from banks or financial institutions.
- (xvi) The term loans obtained have been applied for the purpose for which they were taken.
- (xvii) On the basis of overall examination of the Balance Sheet of the Company, we report that no funds raised on short term basis have been used for long term investments.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- (xix) The Company has not issued any debentures.
- (xx) The Company has not raised monies by way of public issue during the year.
- (xxi) In our opinion and according to information and explanation given to us, no fraud on or by the Company has been noticed or reported during the year.

For V.C. Darak & Associates
Chartered Accountants
(Firm Registration No: 119336W)

Place : Mumbai
Date : 28th May, 2011

V.C. Darak
Proprietor
M.No: 6307

BALANCE SHEET AS AT 31ST MARCH, 2011

(₹ in Lacs)

PARTICULARS	SCHEDULE	AS AT 31-03-2011		AS AT 31-03-2010	
I. SOURCES OF FUNDS					
1. Shareholders' Funds					
(a) Share Capital	A	1,100.00		1,100.00	
(b) Reserves and Surplus	B	3,354.17	4,454.17	2,663.57	3,763.57
2. Loan Funds					
(a) Secured Loans	C	7,193.86		6,054.11	
(b) Unsecured Loans	D	1,140.21	8,334.07	794.78	6,848.89
3. Deferred Tax Liability			382.20		329.22
TOTAL			13,170.44		10,941.68
II. APPLICATION OF FUNDS					
1. Fixed Assets	E				
Gross Block		6,436.23		4,758.72	
Less : Depreciation		2,034.32		1,705.56	
Net Block		4,401.91		3,053.16	
Add : Work-in-Progress		182.22	4,584.13	0.00	3,053.16
2. Investments	F		43.88		40.00
3. a) Current Assets, Loans & Advances					
(i) Inventories	G	1,314.89		1,598.17	
(ii) Sundry Debtors	H	7,719.43		6,893.38	
(iii) Cash & Bank Balances	I	160.03		125.60	
(iv) Other Current Assets	J	152.74		119.62	
(v) Loans & Advances	K	1,818.35	11,165.44	1,536.14	10,272.91
b) Less : Current Liabilities & Provisions					
(i) Liabilities	L	948.52		1,206.04	
(ii) Provisions	M	1,674.49	2,623.01	1,218.35	2,424.39
Net Current Assets (a-b)			8,542.43		7,848.52
TOTAL			13,170.44		10,941.68
Significant accounting policies and notes on accounts	T				

The schedules referred to above form an integral part of the Balance Sheet and Profit and Loss Account.

As per our report of even date

For V.C. Darak & Associates
 Chartered Accountants
 Firm Registration No: 119336W

V.C. Darak
 Proprietor
 M.No: 6307

Place : Mumbai
 Date : 28th May, 2011

Rameshwarlal Kabra
 Chairman

Satyanarayan Loya
 Director

For and on behalf of the Board

Tribhuvanprasad Kabra
 Managing Director

Mukund Chitale
 Director

Ramesh Chamadia
 Company Secretary

Mahendra Kumar Kabra
 Director

Sandeep Jhanwar
 Director

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(₹ in Lacs)

PARTICULARS	SCHEDULE	For the Year ended 31-03-2011		For the Year ended 31-03-2010	
INCOME					
Sales and Related Income	N	54,601.96		43,871.44	
Less : Excise Duty		4,700.05	49,901.91	3,335.19	40,536.25
Other Income			39.63		31.54
TOTAL			49,941.54		40,567.79
EXPENDITURE					
Decrease / (Increase) in Stock	O		364.80		(946.71)
Consumption of Raw & Packing Materials	P		44,821.24		36,644.97
Employees Cost	Q		651.89		545.93
Other Expenditure	R		1,696.84		1,615.86
Interest	S		580.22		560.56
Depreciation	E		369.05		344.35
TOTAL			48,484.04		38,764.96
Profit before tax and extraordinary items			1,457.50		1,802.83
Extraordinary items					
(Loss) / Profit on Sale / discard of Assets		(4.24)	(4.24)	(14.47)	(14.47)
Profit before prior period adjustments			1,453.26		1,788.36
Income/(Expenses) Prior period adjustments			3.09		0.03
Profit before taxes			1,456.35		1,788.39
Provision for :					
- Previous year's Tax		5.84		(3.72)	
- Current year's Tax		450.40		595.10	
- Deferred Tax		52.97	509.21	26.32	617.70
Net Profit after Tax			947.14		1,170.69
(Used for computing Earning Per Share)					
Balance brought forward from previous year			1,768.37		944.23
Profit available for appropriations			2,715.51		2,114.92
Less : Appropriations					
General Reserve		100.00		90.00	
Proposed Dividend		220.00		220.00	
Corporate Tax on Proposed Dividend		36.54	356.54	36.55	346.55
Balance carried to Balance Sheet			2,358.97		1,768.37
Earnings Per Share (Basic and Diluted) (₹)			4.31		5.32
Number of Shares used in computing Earning Per Share (In Lacs)			220.00		220.00
Significant accounting policies and notes on accounts	T				

The schedules referred to above form an integral part of the Balance Sheet and Profit and Loss Account

As per our report of even date

For V.C. Darak & Associates
Chartered Accountants
Firm Registration No: 119336W

V.C. Darak
Proprietor
M.No: 6307

Place : Mumbai
Date : 28th May, 2011

Rameshwarlal Kabra
Chairman

Satyanarayan Loya
Director

For and on behalf of the Board

Tribhuvanprasad Kabra
Managing Director

Mukund Chitale
Director

Ramesh Chamadia
Company Secretary

Mahendra Kumar Kabra
Director

Sandeep Jhanwar
Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

(₹ in Lacs)

	2010-11	2009-10
(A) CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before tax and extraordinary items	1,457.50	1,802.83
Adjustments for:		
Depreciation	369.05	344.35
Interest Charged	580.22	560.56
Dividend Income	(10.40)	(10.40)
Prior Period Items	3.09	0.03
Operating profit before working capital changes	2,399.46	2,697.37
Adjustments for:		
Trade and other receivables	(859.17)	(3,051.21)
Inventories	283.28	(907.03)
Trade payables	(257.52)	217.45
Cash generation from operations	1,566.05	(1,043.42)
Interest paid	(586.76)	(563.90)
Direct taxes (Paid)/Refund	(595.55)	(345.43)
Dividend Paid (Inclusive of dividend tax)	(256.55)	(96.52)
Net cash from operating activities (A)	127.20	(2,049.27)
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchases of fixed assets	(1,906.72)	(389.75)
Sale of assets	2.48	3.38
Dividend Income	10.40	10.40
Investment in Shares	(3.88)	0.00
Loans and advances	313.24	113.80
Interest received	6.54	3.34
Net cash used in investing activities (B)	(1,574.94)	(258.83)
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from share capital	0.00	0.00
Proceeds from Premium on shares	0.00	0.00
Proceeds from long term borrowing	1,485.18	2,281.78
Net cash used in financing activities (C)	1,485.18	2,281.78
Net increase / (decrease) in cash and equivalents (A)+(B)+ (C)	34.43	(26.32)
Cash and cash equivalents as at 1st April,	125.60	151.92
Cash and cash equivalents as at 31st March,	160.03	125.60
Net increase / (decrease) in cash and equivalents	34.43	(26.32)

Note : i) Figures in brackets represents cash outflows.

ii) Previous year figures have been regrouped wherever considered necessary.

As per our report of even date

For V.C. Darak & Associates
 Chartered Accountants
 Firm Registration No: 119336W

V.C. Darak
 Proprietor
 M.No: 6307

 Place : Mumbai
 Date : 28th May, 2011

Rameshwarlal Kabra
 Chairman

Satyanarayan Loya
 Director

For and on behalf of the Board

Tribhuvanprasad Kabra
 Managing Director

Mukund Chitale
 Director

Ramesh Chamadia
 Company Secretary

Mahendra Kumar Kabra
 Director

Sandeep Jhanwar
 Director

SCHEDULES FORMING PART OF THE BALANCE SHEET

(₹ in Lacs)

PARTICULARS	AS AT 31-03-2011	AS AT 31-03-2010
SCHEDULE "A"		
SHARE CAPITAL		
Authorised		
3,00,00,000 (P.Y. 1,50,00,000) Equity Shares of ₹ 5/- (P.Y. ₹ 10/-) each	<u>1,500.00</u>	<u>1,500.00</u>
Issued, Subscribed and Paid-Up		
2,20,00,000 (P.Y. 1,10,00,000) Equity Shares of ₹ 5/- (P.Y. ₹ 10/-) each Fully paid-up	<u>1,100.00</u>	<u>1,100.00</u>
TOTAL	<u>1,100.00</u>	<u>1,100.00</u>
SCHEDULE "B"		
RESERVES AND SURPLUS		
SECURITY PREMIUM ACCOUNT	763.20	763.20
GENERAL RESERVE		
Balance as per previous Balance Sheet	132.00	42.00
Add : Balance Transferred from Profit & Loss account	<u>100.00</u> <u>232.00</u>	<u>90.00</u> <u>132.00</u>
PROFIT AND LOSS ACCOUNT		
Balance as per Profit & Loss Account	<u>2,358.97</u>	<u>1,768.37</u>
TOTAL	<u>3,354.17</u>	<u>2,663.57</u>
SCHEDULE "C"		
SECURED LOANS		
From Banks		
(i) Working Capital Loans	5,288.80	5,122.41
(ii) Term Loans	1,905.06	931.55
(iii) Vehicle Loan	<u>0.00</u>	<u>0.15</u>
TOTAL	<u>7,193.86</u>	<u>6,054.11</u>
Notes :-		
A) The Working Capital Loans at item (i) are pari passu secured by first charge with the consortium lenders over the entire Current Assets such as stocks, book debts, etc. and pari passu second charge with the consortium lenders over fixed assets and secured by personal guarantees of Promoters and some Directors.		
B) The Term Loans at item (ii) are secured by first exclusive charge over the existing and future fixed assets of the Company and pari passu second charge over current assets of the Company and secured by personal guarantees of Promoters and some Directors.		

SCHEDULES FORMING PART OF THE BALANCE SHEET

(₹ in Lacs)

PARTICULARS	AS AT 31-03-2011	AS AT 31-03-2010
SCHEDULE "D"		
UNSECURED LOANS		
Others		794.78
Including interest accrued & due ₹ 34.34 Lacs (P.Y. ₹ Nil)	1,140.21	
TOTAL	1,140.21	794.78

SCHEDULES FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

SCHEDULE "E"

FIXED ASSETS

(₹ in Lacs)

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 31-03-10	Addi- tions	Deduc- tions/ Adjust- ments	As at 31-03-11	Upto 31-03-10	For the year	Deduc- tions/ Adjust- ments	Upto 31-03-11	As at 31-03-11	As at 31-03-10
Land - Free Hold	81.65	12.96	0.00	94.61	0.00	0.00	0.00	0.00	94.61	81.65
Factory Buildings	670.66	322.06	0.00	992.72	170.38	26.08	0.00	196.46	796.26	500.28
Residential Buildings	197.31	0.00	0.00	197.31	19.96	3.22	0.00	23.18	174.13	177.35
Plant & Machineries	3,478.02	1,269.32	42.33	4,705.01	1,382.89	313.41	38.84	1,657.46	3,047.55	2,095.13
Electrical Installations	66.71	13.26	0.00	79.97	50.93	2.94	0.00	53.87	26.10	15.78
Furniture & Fixtures	80.49	12.21	0.00	92.70	26.43	5.23	0.00	31.66	61.04	54.06
Office and Other Equipments	103.96	57.48	4.15	157.29	28.50	9.28	1.24	36.54	120.75	75.46
Vehicles	79.92	37.21	0.51	116.62	26.47	8.89	0.21	35.15	81.47	53.45
	4,758.72	1,724.93	47.42	6,436.23	1,705.56	369.05	40.29	2,034.32	4,401.91	3,053.16
Capital Work in Progress	0.00	182.22	0.00	182.22	0.00	0.00	0.00	0.00	182.22	0.00
Total	4,758.72	1,907.15	47.42	6,618.45	1,705.56	369.05	40.29	2,034.32	4,584.13	3,053.16
Previous Year	4,437.98	786.20	465.46	4,758.72	1,412.35	344.35	51.14	1,705.56	3,053.16	

SCHEDULES FORMING PART OF THE BALANCE SHEET

(₹ in Lacs)

PARTICULARS	AS AT 31-03-2011	AS AT 31-03-2010
SCHEDULE "F"		
INVESTMENTS		
Long Term		
Unquoted - at cost		
5,20,000 Fully paid up Equity Shares of ₹ 10/- each in RR Kabel Limited a company under the same management.	40.00	40.00
60,000 Fully paid up Equity Shares of Taka 10/- each in RR Imperial Electricals Limited - Bangladesh	3.88	0.00
TOTAL	43.88	40.00
SCHEDULE "G"		
INVENTORIES		
Raw Materials	242.97	168.65
Finished Goods	447.74	716.83
Work-in-progress	443.63	489.97
Goods in transit	0.00	157.52
Packing Materials	37.30	27.93
Fuel	8.11	10.28
Scrap	135.14	26.99
TOTAL	1,314.89	1,598.17
SCHEDULE "H"		
SUNDRY DEBTORS		
(Unsecured and Considered Good)		
Debts outstanding for a period exceeding six months	206.64	104.00
Others	7,512.79	6,789.38
(Debts due from entities under same management Ref Note No. 7 of Schedule "T")		
TOTAL	7,719.43	6,893.38
SCHEDULE "I"		
CASH & BANK BALANCES		
Cash in hand	2.51	0.97
BALANCES WITH SCHEDULED BANKS		
In Current Accounts	140.10	108.94
In Term Deposit Accounts	0.83	0.78
In Margin Money Accounts	16.59	14.91
TOTAL	157.52	124.63
	160.03	125.60

SCHEDULES FORMING PART OF THE BALANCE SHEET

(₹ in Lacs)

PARTICULARS	AS AT 31-03-2011	AS AT 31-03-2010
SCHEDULE "J"		
OTHER CURRENT ASSETS		
Interest Accrued but not due	1.71	1.38
Export Incentive Receivable	80.05	99.78
Balance in dividend a/c	14.91	11.58
Sundries	56.07	6.88
TOTAL	152.74	119.62
SCHEDULE "K"		
LOANS & ADVANCES		
(Unsecured and Considered Good)		
Advances recoverable in cash or in kind or for value to be received	13.36	12.18
Loan	2.50	2.50
Advance Income Tax	1,378.71	783.26
Pre-paid Expenses	17.31	20.93
Balances with Excise Authorities	50.99	51.90
Advance for Purchases	227.84	595.63
Advance for Capital Goods	72.31	6.58
Deposits	55.33	63.16
TOTAL	1,818.35	1,536.14
SCHEDULE "L"		
LIABILITIES		
Sundry Creditors	619.13	510.88
Advances from Customers	113.41	115.92
Forward Contracts	0.00	94.94
Unclaimed dividend	14.91	11.58
Other Current Liabilities	201.07	472.72
TOTAL	948.52	1,206.04
SCHEDULE "M"		
PROVISIONS		
For Income Tax	1,417.95	961.80
For Proposed Dividend	220.00	220.00
For Corporate Tax on Proposed Dividend	36.54	36.55
TOTAL	1,674.49	1,218.35

SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT

(₹ in Lacs)

PARTICULARS	For the Year ended 31-03-2011	For the Year ended 31-03-2010
SCHEDULE "N"		
SALES AND RELATED INCOME		
Sales (Including Excise Duty)	54,454.17	43,755.12
Processing Charges	147.79	116.32
TOTAL	54,601.96	43,871.44
SCHEDULE "O"		
DECREASE / (INCREASE) IN STOCKS		
Opening Stocks		
Finished Goods	716.83	273.94
Work-in-progress	489.97	144.34
Goods in transit	157.52	0.00
Scrap	26.99	26.32
Less : Closing Stocks		
Finished Goods	447.74	716.83
Work-in-progress	443.63	489.97
Goods in transit	0.00	157.52
Scrap	135.14	26.99
TOTAL	364.80	(946.71)
SCHEDULE "P"		
CONSUMPTION OF RAW & PACKING MATERIALS		
Raw Materials	44,403.69	36,257.69
Packing Materials	417.55	387.28
TOTAL	44,821.24	36,644.97
SCHEDULE "Q"		
EMPLOYEES COST		
Salaries and Bonus	533.86	420.62
Director's Remuneration	76.65	94.13
Contribution to Provident Fund	23.09	15.80
Staff Welfare	18.29	15.38
TOTAL	651.89	545.93

SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT

(₹ in Lacs)

PARTICULARS	For the Year ended 31-03-2011	For the Year ended 31-03-2010
SCHEDULE "R"		
OTHER EXPENDITURE		
Auditor's Remuneration	6.80	4.81
Bank Charges	34.33	33.77
Bad Debts	26.07	1.40
Cash Discount	13.94	9.03
Commission on Sales	54.50	55.81
Consumable Stores & Spares	89.66	67.37
Electricity	4.75	4.63
Freight & Octroi on Sales	311.52	275.81
Insurance	29.09	17.77
Power & Fuel	725.22	832.99
Rates and Taxes	2.69	3.04
Rent	15.20	9.67
Repairs		
- Buildings	4.62	7.88
- Machineries	118.10	76.89
- Others	24.47	14.36
Travelling Expenses	22.38	24.71
Miscellaneous Expenses	213.50	175.92
TOTAL	1,696.84	1,615.86
SCHEDULE "S"		
INTEREST		
Banks	470.07	406.57
Others	116.69	157.33
	586.76	563.90
Less : Interest Income (Gross) TDS ₹ 0.13 Lac (P.Y. ₹ 0.11 Lac)	6.54	3.34
TOTAL	580.22	560.56

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011 AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE

SCHEDULE "T"

A) SIGNIFICANT ACCOUNTING POLICIES:

i) Basis of Preparation:

The financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting with Generally Accepted Accounting Principles (GAAP) and Accounting Standards issued by Institute of Chartered Accountants of India, as applicable and relevant provisions of Companies Act, 1956.

ii) Use of Estimation:

The preparation of financial statements is in conformity with Generally Accepted Accounting Principles (GAAP) in India, requires the management to make estimation and assumptions that affect the reporting amounts of assets and liabilities and the disclosure of contingent liabilities on the date of financial statements.

(iii) Depreciation:

Depreciation on Fixed Assets is provided on straight-line method at the rates prescribed under Schedule XIV to the Companies Act, 1956.

(iv) Fixed Assets:

Fixed Assets are stated at cost net of CENVAT/ Value Added Tax, less accumulated depreciation and impairment loss, if any.

(v) Valuation of Inventories:

- a) Raw materials, Work-in-progress and Finished goods are valued at the lower of cost or realisable value. The cost is determined using FIFO method.
- b) The cost of purchase comprises of the purchase price including duties and taxes (other than those subsequently recoverable by the Company from the taxing authorities), freight inward and other expenditure directly attributable to the acquisition but net of trade discount, rebates and other similar items.
- c) Packing Materials and Fuel are valued at lower of cost or net realisable value. The cost is determined using FIFO method.
- d) Scrap is valued at net realizable value.
- e) Consumable Stores and Spares being negligible percentage of Finished Goods are charged off to Profit and Loss account in the year of purchase.
- f) The cost of inventories comprises the cost of purchases, the cost of conversion and the cost of packing materials in case of Finished Goods.
- g) The cost of conversion comprises of Depreciation on Factory Building and Plant & Machinery, Power & Fuel, Factory Management and Administration Expenses, Repairs & Maintenance and Consumable Stores & Spares.

(vi) Investments:

Long term investment in unquoted equity shares are stated at cost.

(vii) Sales:

Sales include sales of finished goods, semi finished goods, scrap and excise duty but net of sales returns and rate difference.

(viii) Foreign Currency Transactions:

- a) Foreign Currency Transactions are recorded at the exchange rate prevailing on the date of transaction.
- b) Current assets and liabilities in foreign currency at the balance sheet date are translated with reference to the year end exchange rates.
- c) The premium or discount that arises on entering into forward exchange contracts for hedging are measured by the difference between the exchange rate at the date of inception of the forward exchange contract and the forward rate.
- d) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the profit and loss account except related to fixed assets are adjusted to carrying cost of net assets. The premium or discount on forward contract entered into to hedge the foreign currency risks of a firm commitment is recognized over the life of contract.

- e) The Company uses foreign exchange forward contracts to hedge its exposure to fluctuations in foreign exchange rates. Net forward contracts liabilities are disclosed in Balance Sheet.

(ix) Employee Benefits:

- a) Short term benefits are recognized as an expense at the undiscounted amount in profit & loss account of the year in which related services are rendered.
- b) Defined Contribution plan:
Provident Fund deducted from employees together with employer's contribution is remitted to Employee's Provident Fund administered by the Central Government and employer's contribution is charged to Profit & Loss account.
- c) Defined Benefit Plan:
Gratuity liability is a defined benefit obligation and is provided for on the basis of actuarial valuation on Project Unit Credit Method made at the end of each financial year. The scheme is maintained and administered by LIC to which the trustees make periodical contributions.
- d) Leave Salary:
The liability towards compensated absence is recognized based on actuarial valuation carried out using the Projected Unit Credit Method.

(x) Provision for Current and Deferred Tax:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from 'timing difference' between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the Balance Sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realized in future.

(xi) Earnings per share:

In determining earnings per share, the Company considers the net profit after tax, extraordinary items and prior period items. The number of shares used in computing basic earning per share is the weighted average number of shares outstanding during the year.

(xii) Impairment of Assets:

An asset is treated as impaired when the carrying cost of the assets exceeds its recoverable value. An impairment loss is charged for when an asset is identified as impaired.

(xiii) Borrowing Costs:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

(xiv) Provision, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

B) NOTES ON ACCOUNTS:

1. Contingent Liabilities not provided for in respect of:

(₹ in Lacs)

Particulars	2010-11	2009-10
Bank Guarantees given	160.00	110.00
Estimated amount of contracts / Investment remained to be executed on Capital Account (Net of advance)	298.73	1.39
Bill Discounting	73.02	35.18
Income Tax	55.46	30.58
Excise / Service Tax	4.76	1.15

2. Foreign currency transactions:

(₹ in Lacs)

Particulars	2010-11	2009-10
a) Value of imports Calculated on CIF basis:		
Raw / Packing Material	3,955.97	1,746.75
Components and Spare Parts	20.97	11.13
Capital Goods	1,055.41	Nil
b) Expenditure:		
Travelling expenses	3.58	1.23
Interest	36.77	79.88
c) Dividend remitted:		
No. of Non-Resident Shareholder*	1	1
No. of Shares held by Non-Resident Shareholder	14,00,000	7,00,000
Dividend	14.00	5.25
d) Earnings:		
FOB value of export	Nil	Nil

* Face value of share split from ₹ 10/- to ₹ 5/- w.e.f. 16-10-2010

3. Management Remuneration:

(₹ in Lacs)

Particulars	2010-11	2009-10
Managing Director		
Remuneration	30.00	30.00
Commission	46.65	64.10
Perquisites	0.00	0.03
Total	76.65	94.13

Computation of net profit in accordance with Section 349 of the Companies Act, 1956 and calculation of commission payable to Managing Director:

(₹ in Lacs)

Particulars	2010-11	2009-10
Net profit before tax	1,456.35	1,788.39
Add:		
1. Remuneration	30.00	30.00
2. Perquisites	0.00	0.03
3. Commission	46.65	64.10
4. Depreciation as per books of accounts	369.05	344.35
	1,902.05	2,226.87
Less : Depreciation as envisaged under Section 350 of the Companies Act, 1956.	369.05	344.35
Net profit in accordance with Section 349 of the Companies Act, 1956	1,533.00	1,882.52
Managing Director's remuneration @ 5% of net profit	76.65	94.13

4. Auditors' Remuneration:

(₹ in Lacs)

Particulars	2010-11	2009-10
Audit Fees	5.00	3.50
Tax Audit Fees	1.00	0.75
Others	0.80	0.56
Total	6.80	4.81

5. Excise duty is accounted as and when the goods are cleared. Accordingly, excise duty amounting to ₹ 64.67 Lacs has not been accounted and considered for valuation of stocks. The said practice has no effect on the Profit and Loss Account for the year.

6. The Company has written to all suppliers enquiring about their status under MSMED Act, 2006. However information is not received from all the suppliers. In case of suppliers who have informed and are covered under the Act, the Company has made the payment in time.

7. Debts due from entities under the same Management:

(₹ in Lacs)

Names	2010-11	2009-10
Ram Ratna International	48.68	231.56
MEW Electricals Limited	201.63	119.12
Total	250.31	350.68

8. Value of Raw Material, components and spare parts consumed:

(₹ in Lacs)

Particulars	2010-11		2009-10	
	Amount	%	Amount	%
Imported	4,301.67	9.67	1,696.07	4.67
Indigenous	40,191.78	90.33	34,628.99	95.33

9. Capacity and Production :

(In MTs)

Finished Goods	Licensed Capacity	Installed Capacity	Actual Production
Enamelled Copper Winding Wire	N.A.	5388	9581.364*
		(4568)	(9893.370)
Enamelled Copper Strips	N.A.	200	332.620#
		(200)	(409.511)#
Submersible Winding Wire	N.A.	400	274.945
		(120)	(174.651)

* Including ECW Job work quantity 279.716 MTs (P.Y. 217.877 MTs)

Including ECS Job work quantity 23.881 MTs (P.Y. Nil MTs)

Notes:

- Installed capacity is on a single shift and single product basis.
- Production of Enamelled Copper Winding Wire, Enamelled Copper Strips and Enamelled Aluminium Winding Wire are exempt from the licensing requirement.
- Previous years figures are written in brackets.
- Major increase in capacity is effected in 4th quarter of the current year.

10. Deferred Tax Assets and Deferred Tax Liabilities comprises of the following:

(₹ in Lacs)

	Deferred Tax (Assets) / Liability As at 31-03-10	Current year Charges / (credit)	Deferred Tax (Assets) / Liability As at 31-03-11
A) Deferred Tax Liabilities			
Depreciation	337.95	53.42	391.37
B) Deferred Tax Assets			
Others	8.73	0.45	9.18

11. Disclosure in respect of Related Parties pursuant to Accounting Standard 18:
I) List of Related Parties where control exists and with whom transactions have taken place:

- a) Key Management Personnel:
Shri Tribhuvanprasad Kabra (Managing Director) Shri Mahendra Kumar Kabra (Director)
- b) Relatives of Key Management:
Shri Rameshwarlal Kabra Smt. Hemlata Kabra
Shri Shreegopal Kabra (HUF) Smt. Priti Saboo
Smt. Umadevi Kabra
- c) Entities over which Key Management Personnel and their Relatives are able to exercise significant influence/Control :
RR Kabel Limited MEW Electricals Ltd.
Ram Ratna Research and Holdings Pvt. Ltd. Jag-Bid Finvest Pvt. Ltd.
Kabel Buildcon Solutions Pvt. Ltd. Ram Ratna Infrastructure Pvt. Ltd.
M/s. Ram Ratna International

II) Transactions with the related parties in the ordinary course of business:

(₹ in Lacs)

Particulars	Referred in I (a) above		Referred in I (b) above		Referred in I (c) above	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Purchases: Goods and Services						
RR Kabel Ltd.	-	-	-	-	40.62	17.21
MEW Electricals Ltd.	-	-	-	-	3,336.88	2,085.42
Ram Ratna Research and Holdings Pvt. Ltd.	-	-	-	-	14.92	11.20
Ram Ratna Infrastructure Pvt. Ltd.	-	-	-	-	36.51	-
Sales: Goods and Services						
RR Kabel Ltd.	-	-	-	-	0.06	1.18
Ram Ratna International	-	-	-	-	4,380.21	3,416.21
MEW Electricals Ltd.	-	-	-	-	982.16	654.57
Capital Goods:						
MEW Electricals Ltd. (Purchases)	-	-	-	-	3.85	-
RR Kabel Ltd. (Purchases)	-	-	-	-	10.95	2.51
MEW Electricals Ltd. (Sales)	-	-	-	-	2.58	-
Expenses:						
Rent and Other Services	-	-	8.18	6.68	2.40	4.23
Interest Paid	-	-	2.37	2.22	59.50	77.92
Directors Sitting Fees	0.40	0.15	0.40	0.20	-	-
Directors Remuneration	76.65	94.13	-	-	-	-

Particulars	Referred in I (a) above		Referred in I (b) above		Referred in I (c) above	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Finance & Investment:						
Deposits						
Uma Devi Kabra (given)	-	-	8.50	-	-	-
Ram Ratna International (taken)	-	-	-	-	48.25	48.25
Unsecured Loans Accepted						
Ram Ratna Research and Holdings Pvt. Ltd.	-	-	-	-	1,754.20	520.51
RR Kabel Ltd.	-	-	-	-	-	775.00
Priti Saboo	-	-	1.40	3.48	-	-
Unsecured Loans Repaid						
Ram Ratna Research and Holdings Pvt. Ltd.	-	-	-	-	1,504.47	437.50
RR Kabel Ltd.	-	-	-	-	-	775.00
Priti Saboo	-	-	1.82	0.96	-	-
Jag-bid Finvest Pvt. Ltd	-	-	-	-	-	0.52
Outstandings (Net):						
Receivables						
Ram Ratna International	-	-	-	-	48.68	231.56
MEW Electricals Ltd.	-	-	-	-	188.89	131.14
RR Kabel Ltd.	-	-	-	-	-	1.16
Unsecured Loans Payable						
Ram Ratna Research and Holdings Pvt. Ltd.	-	-	-	-	706.93	397.71
Priti Saboo	-	-	20.58	18.62	-	-

During the year an amount of ₹ 27,00,000/- donated to Uttan Vividh Lakshyee Shikshan Sanstha in which certain directors of the Company are trustees.

12. Quantitative Details:

Particulars	2010-11		2009-10	
	Quantity (MTs)	Amount (₹ in Lacs)	Quantity (MTs)	Amount (₹ in Lacs)
Opening Stocks				
Raw Material /Work –in-Progress				
Copper	28.806	108.99	71.737	158.98
Enamels/Thinner	50.105	53.48	38.850	42.69
Work-in-Progress Copper	-	485.88	-	144.34
Work-in-Progress Alluminium	-	4.09	-	-
Other Raw Material	-	6.18	-	6.16
Finished Goods				
Enamelled Copper Winding Wire	145.016	586.95	87.748	235.56
Enamelled Copper Strip	21.141	85.86	12.308	33.14
Enamelled Aluminium Winding Wire	0.067	0.09	1.074	1.25
Copper Wire	0.094	0.37	0.132	0.31
Copper Strips	3.247	12.86	1.538	3.56
Submersible Winding Wire	6.352	26.34	-	-
Copper Scrap	7.645	26.91	11.580	26.32

Particulars	2010-11		2009-10	
	Quantity (MTs)	Amount (₹ in Lacs)	Quantity (MTs)	Amount (₹ in Lacs)
Aluminium Scrap	0.111	0.08	-	-
Other Finished Goods	1.177	4.36	0.381	0.54
Purchases				
Copper*	10,836.183	43,058.56	10,952.688	34,991.64
Aluminium	22.132	29.30	41.323	45.15
Enamels/Thinner	1,102.154	1,330.40	1,067.118	1,155.65
Other Raw Material	-	59.75	-	26.06
Consumption				
Copper	10,840.823	43,054.15	10,991.952	35,041.63
Aluminium	15.969	21.00	41.323	45.15
Enamels/Thinner	1,041.255	1,275.35	1,055.863	1,144.86
Other Raw Material	-	53.19	-	26.04
Sales (Net)				
Enamelled Copper Winding Wire	9,369.834	46,473.96	9,618.225	38,241.83
Enamelled Copper Strips	325.913	1,624.12	400.678	1,510.49
Copper Wire	179.851	886.59	236.882	912.72
Copper Strips	227.399	1,057.27	126.490	438.10
Submersible Winding Wire	276.200	1,380.62	168.299	661.66
Scrap –Copper	583.960	2,315.34	556.250	1,793.01
Scrap – Aluminium	5.151	4.68	3.680	2.90
Enamelled Aluminium Winding Wire	10.277	25.23	38.691	85.11
Other Items	145.876	686.36	33.281	109.30
Closing Stocks				
Raw Material / Work –in-Progress				
Copper **	24.166	113.40	28.806	108.99
Enamels/Thinner	81.037	108.52	50.105	53.48
Aluminium	6.163	8.30	-	-
Work-in-Progress Copper	-	439.24	-	485.88
Work-in-Progress Aluminium	-	4.39	-	4.09
Other Raw Material	-	12.75	-	6.18
Finished Goods				
Enamelled Copper Winding Wire	76.830	375.51	145.016	586.95
Enamelled Copper Strips	3.967	19.48	21.141	85.86
Copper Wire	0.530	2.55	0.094	0.37
Copper Strips	0.940	4.52	3.247	12.86
Submersible Winding Wire	5.097	24.75	6.352	26.34
Copper Scrap	32.014	135.10	7.645	26.91
Aluminium Scrap	0.023	0.02	0.111	0.08
Enamelled Aluminium Winding Wire	1.650	3.45	0.067	0.09
Other Finished Goods	4.001	17.50	1.177	4.36

*Includes 34.620 MTs (P.Y. 18.134 MTs) on account of conversion of copper scrap into Copper.

** Excluding Copper in Transit Nil (P.Y. 48.895 MTs ₹ 157.52 Lacs)

13. Calculation of Earnings Per Share:

(₹ in Lacs)

Particulars	2010-11	2009-10
Profit after tax before extraordinary items	948.29	1,185.13
Profit after tax and extraordinary items	947.14	1,170.69
Weighted average number of equity shares o/s during the year	220.00	220.00
Face value of equity share (₹)	5.00	5.00
EPS before extraordinary items:		
Basic earnings per share (₹)	4.31	5.39
Diluted earnings per share (₹)	4.31	5.39
EPS after extraordinary items:		
Basic earnings per share (₹)	4.31	5.32
Diluted earnings per share (₹)	4.31	5.32

14. Financial and Derivatives Contract:

The Company used forward contract to mitigate the risks associated with foreign currency fluctuations. The Company does not enter into any forward contract which is intended for trading or speculative purposes.

a) The details of forward contract outstanding as at 31st March. (₹ in Lacs)

	2010-11	2009-10
Booked against FCNR Loan (USD)	Nil	21.00
Booked against Buyers' Credit (USD)	Nil	3.82

b) The details of foreign currency exposure that is not hedged by derivatives instrument or otherwise as at 31st March.

(₹ in Lacs)

	2010-11	2009-10
Buyers' Credit (USD)	1,575.00	3.42
Other (EURO)	34.53	Nil

15. Disclosures under Accounting Standard 15:
Defined benefit Plans :

(₹ in Lacs)

Particulars	Gratuity		Leave Salary	
	2010-11	2009-10	2010-11	2009-10
i) Change in Benefit Obligation				
Liability at the beginning of the year	39.22	31.18	17.91	16.26
Interest Cost	3.04	2.34	1.39	1.22
Current Service Cost	8.36	5.68	5.47	3.68
Benefit Paid	(1.95)	(1.65)	(0.88)	(1.51)
Actuarial (gain)/loss on obligations	7.83	1.67	0.35	(1.74)
Liability at the end of the year	56.50	39.22	24.24	17.91
ii) Fair value of Plan Assets				
Fair value of plan assets at the beginning of the year	43.33	33.45	-	-
Expected Return on plan assets	4.06	3.11	-	-
Employer Contributions	18.81	8.42	-	-
Benefit Paid	(1.95)	(1.65)	-	-
Actuarial gain/(loss) on Plan Assets	-	-	-	-
Fair value of plan assets at the end of the year	64.25	43.33	-	-

Defined benefit Plans :

(₹ in Lacs)

Particulars	Gratuity		Leave Salary	
	2010-11	2009-10	2010-11	2009-10
iii) Actual Return on Plan Assets				
Expected Return on plan assets	4.06	3.11	-	-
Actuarial gain/(loss) on Plan Assets	-	-	-	-
Actual Return on Plan Assets	4.06	3.11	-	-
iv) Amount Recognised in the Balance Sheet				
Liability at the end of the year	56.50	39.22	24.24	17.91
Fair value of plan assets at the end of the year	64.25	43.33	-	-
Difference (Funded Status)	(7.75)	(4.11)	24.24	17.91
Amount Recognised in the Balance Sheet	(7.75)	(4.11)	24.24	17.91
v) Expenses Recognised in the Income Statement				
Current Service Cost	8.36	5.68	5.47	3.68
Interest Cost	3.04	2.34	1.39	1.22
Expected Return on plan assets	(4.06)	(3.11)	-	-
Net Actuarial (Gain)/loss to be recognised	7.83	1.67	0.35	(1.74)
Expenses Recognised in Profit & Loss A/c	15.17	6.58	7.21	3.16
vi) Balance Sheet Reconciliation				
Opening Net Liability	(4.11)	(2.27)	17.91	16.26
Expenses as above	15.17	6.58	7.21	3.16
Employers Contribution	(18.81)	(8.42)	(0.88)	(1.51)
Amount Recognised in the Balance Sheet	(7.75)	(4.11)	24.24	17.91
vii) Investment Details				
L.I.C. Group Gratuity(Cash Accumulation) Policy	Yes	Yes	NA	NA
viii) Actuarial Assumptions for the year				
Discount rate (per annum)	8.00%	7.75%	8.00%	7.75%
Expected rate of return on plan assets (per annum)	9.15%	9.15%	-	-
Rate of escalation in salary (per annum)	7.00%	6.75%	7.00%	6.75%

The estimates of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

16. The Previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

Signature to Schedules "A" to "T"

The schedules referred to above form an integral part of the Balance Sheet and Profit and Loss Account.

As per our report of even date

For and on behalf of the Board

For V.C. Darak & Associates
Chartered Accountants
Firm Registration No: 119336W

Rameshwarlal Kabra
Chairman

Tribhuvanprasad Kabra
Managing Director

Mahendra Kumar Kabra
Director

V.C. Darak
Proprietor
M.No: 6307

Satyanarayan Loya
Director

Mukund Chitale
Director

Sandeep Jhanwar
Director

Place : Mumbai
Date : 28th May, 2011

Ramesh Chamadia
Company Secretary

ADDITIONAL INFORMATION AS REQUIRED UNDER PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956.

Balance Sheet Abstract And Company's General Business Profile

I. Registration Details

Registration No.	L	3	1	3	0	0	M	H	1	9	9	2	P	L	C	0	6	7	8	0	2
Balance Sheet Date	3	1	-	0	3	-	2	0	1	1	State Code									1	1

II. Capital Raised during the year: (Amount in ₹ Thousands)

Public Issue					N	I	L	Right Issue						N	I	L
Bonus Issue					N	I	L	Private Placement						N	I	L

III. Position of Mobilisation and Deployment of funds: (Amount in ₹ Thousands)

Total Liabilities	1	3	1	7	0	4	4	Total Assets	1	3	1	7	0	4	4
Sources of funds								Application of Funds							
Paid up Capital		1	1	0	0	0	0	Net Fixed Assets		4	5	8	4	1	3
Reserves & Surplus		3	3	5	4	1	7	Investments				4	3	8	8
Secured Loans		7	1	9	3	8	6	Net Current Assets		8	5	4	2	4	3
Unsecured Loans		1	1	4	0	2	1	Miscellaneous Expenditure					N	I	L
Deferred Tax Liability			3	8	2	2	0	Profit and Loss Account					N	I	L

IV. Performance of the Company: (Amount in ₹ Thousands)

Turnover	4	9	9	0	1	9	1	Total Expenditure	4	8	4	8	4	0	4
Profit/(Loss) Before Tax		1	4	5	6	3	5	Profit/(Loss) After Tax			9	4	7	1	4
Earning Per Share in ₹				4	.	3	1	Dividend Rate %			2	0	.	0	0

V. Generic Names of Principal Products of the Company

Item Code No.	8	5	4	4	1	1	1	0	Item Code No.	8	5	4	4	1	1	1	0
Product Description	Enamelled Copper Wire							Product Description	Enamelled Copper Strips								

As per our report of even date

For V.C. Darak & Associates
Chartered Accountants
Firm Registration No: 119336W

V.C. Darak
Proprietor
M.No: 6307

Place : Mumbai
Date : 28th May, 2011

Rameshwarlal Kabra
Chairman

Satyanarayan Loya
Director

For and on behalf of the Board

Tribhuvanprasad Kabra
Managing Director

Mukund Chitale
Director

Ramesh Chamadia
Company Secretary

Mahendra Kumar Kabra
Director

Sandeep Jhanwar
Director



Paper Covered Round and Rectangular Conductors & Fibre Glass Covered Rectangular Conductors

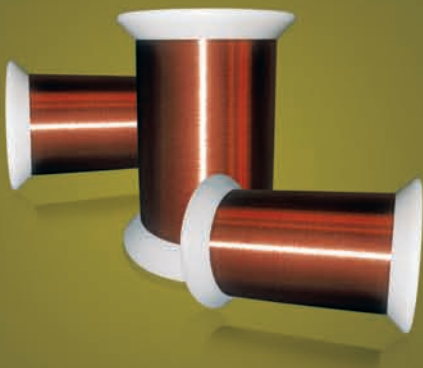
Bus Bar
Copper Tapes





Enameled Copper Wires
& Strips

Submersible Winding Wires



Super Fine Enameled Copper
Wires