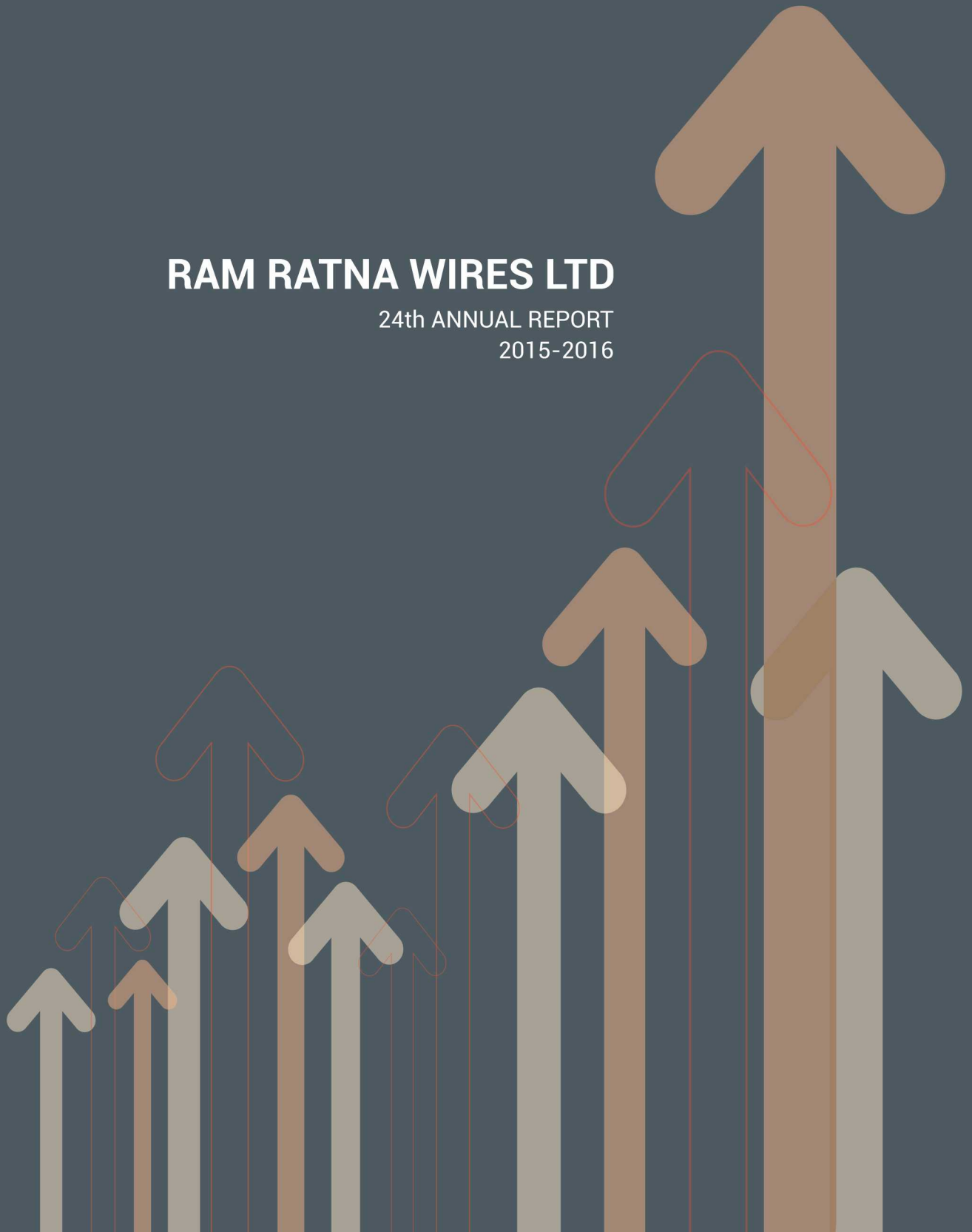


RAM RATNA WIRES LTD

24th ANNUAL REPORT
2015-2016





24th ANNUAL GENERAL MEETING

Day & Date : Saturday, 24th September, 2016

Venue : Sun Ville,
9, Dr. Annie Besant Road,
Worli,
Mumbai - 400 018

Time : 11:30 a.m.

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COMPANY INFORMATION

BOARD OF DIRECTORS

| | |
|----------------------------|--|
| Shri Rameshwarlal Kabra | Chairman |
| Shri Tribhuvanprasad Kabra | Managing Director |
| Shri Mahendrakumar Kabra | Joint Managing Director |
| Shri Satyanarayan Loya | Director |
| Smt. Kirtidevi Kabra | Director |
| Shri Mukund Chitale | Independent Director |
| Shri Sandeep Jhanwar | Independent Director |
| Shri R. Kannan | Independent Director |
| Shri Prashant Deshpande | Independent Director |
| Dr. Ajai Singh | Independent Additional Director (w.e.f. 6 th February, 2016) |

REGISTERED OFFICE

Ram Ratna House,
Oasis Complex, P.B. Marg, Worli, Mumbai - 400 013
Website: www.ramratna.com
CIN : L31300MH1992PLC067802

CORPORATE OFFICE

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

WORKS

1) Salasar Copper

Survey No. 142/2,
Madhuban Dam Road,
Village : Rakholi, Silvassa - 396 240
U.T. of Dadra & Nagar Haveli

2) Salasar Copper (Unit -2)

Survey No. 212/2,
Near Dadra Check Post,
Village : Dadra, Silvassa - 396 193
U.T. of Dadra & Nagar Haveli

AUDITORS

V.C. Darak & Associates

Chartered Accountants

CONSULTANT

Khanna & Co.

Practicing Company Secretaries

COMPANY SECRETARY

Shri Ramesh Chamadia

Shri Madan Vaishnawa
(w.e.f. 1st July, 2016)

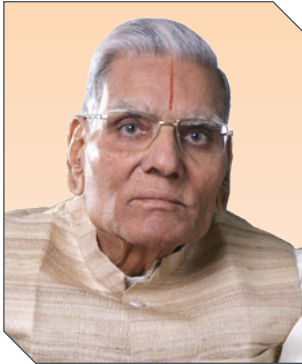
BANKERS

State Bank of India
Corporation Bank
Allahabad Bank
Standard Chartered Bank
Kotak Mahindra Bank Limited
Yes Bank
RBL Bank Limited

REGISTRAR AND SHARE TRANSFER AGENT (w.e.f. 1st July, 2016)

Bigshare Services Private Limited,
E-2/3, Ansa Industrial Estate,
Saki Vihar Road,
Sakinaka, Andheri (E),
Mumbai - 400 072.

BOARD OF DIRECTORS



Shri Rameshwarlal Kabra
Chairman



Shri Tribhuvanprasad Kabra
Managing Director



Shri Mahendrakumar Kabra
Joint Managing Director



Shri Satyanarayan Loya
Director



Smt. Kirtidevi Kabra
Director



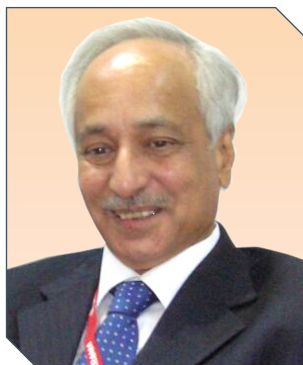
Shri Mukund Chitale
Independent Director



Shri Sandeep Jhanwar
Independent Director



Shri R. Kannan
Independent Director



Shri Prashant Deshpande
Independent Director



Dr. Ajai Singh
Independent Additional Director



Shri Hemant Kabra
Chief Financial Officer

FINANCIAL HIGHLIGHTS -- Standalone

(₹ In Lacs)

| Description | 2015-16 | 2014-15 | 2013-14 | 2012-13 | 2011-12 | 2010-11 | 2009-10 |
|-----------------------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|
| A. Operating Results: | | | | | | | |
| Gross Sales and related income | 80,124.86 | 82,704.27 | 77,579.77 | 76,280.07 | 61,305.92 | 54,601.96 | 43,871.44 |
| Net Sales and related income | 71,904.81 | 74,091.18 | 69,859.49 | 68,550.34 | 56,031.24 | 49,901.91 | 40,536.25 |
| Other Income | 170.24 | 230.53 | 112.48 | 101.09 | 106.39 | 39.44 | 31.54 |
| Net Profit before Taxation | 1,447.32 | 1,508.38 | 1,080.40 | 1,263.79 | 710.56 | 1,448.75 | 1,788.39 |
| Provision for Taxation | 512.59 | 526.18 | 387.47 | 394.42 | 201.93 | 501.61 | 617.70 |
| Net Profit after Taxation | 934.73 | 982.20 | 692.93 | 869.37 | 508.63 | 947.14 | 1,170.69 |
| B. Financial Position: | | | | | | | |
| Fixed Assets (Net) | 5,203.73 | 4,590.28 | 4,599.22 | 4,649.64 | 4,711.49 | 4,584.13 | 3,053.16 |
| Non- Current Assets | 643.57 | 729.90 | 655.86 | 462.23 | 384.60 | 1,502.47 | 1,536.14 |
| Current Assets | 14,830.97 | 15,376.86 | 15,155.85 | 16,136.54 | 12,518.65 | 9,665.74 | 8,736.77 |
| Investments | 284.29 | 284.42 | 251.91 | 206.19 | 146.75 | 43.88 | 40.00 |
| TOTAL ASSETS | 20,962.56 | 20,981.46 | 20,662.84 | 21,454.60 | 17,761.49 | 15,796.22 | 13,366.07 |
| Share Capital | 1,100.00 | 1,100.00 | 1,100.00 | 1,100.00 | 1,100.00 | 1,100.00 | 1,100.00 |
| Reserves and Surplus | 6,278.69 | 5,542.55 | 4,848.52 | 4,348.63 | 3,671.03 | 3,354.17 | 2,663.57 |
| SHAREHOLDERS' FUND | 7,378.69 | 6,642.55 | 5,948.52 | 5,448.63 | 4,771.03 | 4,454.17 | 3,763.57 |
| Non-Current Liabilities | 1,224.04 | 1,338.40 | 1,239.27 | 1,249.70 | 1,327.70 | 1,524.10 | 6,848.89 |
| Current Liabilities | 12,057.74 | 12,658.63 | 13,079.33 | 14,351.01 | 11,235.27 | 9,435.75 | 2,424.39 |
| Deferred Tax | 302.09 | 341.88 | 395.72 | 405.26 | 427.49 | 382.20 | 329.22 |
| TOTAL CAPITAL EMPLOYED | 20,962.56 | 20,981.46 | 20,662.84 | 21,454.60 | 17,761.49 | 15,796.22 | 13,366.07 |
| C. Equity Share Data: | | | | | | | |
| Earning per share (₹) | 4.25 | 4.46 | 3.15 | 3.95 | 2.31 | 4.31 | 10.64 |
| Book value (₹) | 33.54 | 30.19 | 27.04 | 24.77 | 21.69 | 20.25 | 36.55 |
| Final/Interim Dividend (%) | 15.00 | 20.00 | 15.00 | 15.00 | 15.00 | 20.00 | 20.00 |
| Number of Shares (in Lacs) | 220.00 | 220.00 | 220.00 | 220.00 | 220.00 | 220.00 | 110.00 |

Managing Director's Message



Dear Shareholders,

The journey of Ram Ratna Wires Limited from the days of Shramik Winding Wires has been an eventful one. We have been able to successfully negotiate the roller coaster ride electrical industry has had over these years. Today, we can proudly say that `RR Shramik' is a symbol of Trust, a symbol of quality, enjoying the unflinching loyalty of our customers. "Shramik" is a name which is firmly established and which carries a rich legacy from its inception in early 1970s, by founder promoter Shri Rameshwarlal Kabra.

The overall performance of the Industry has been far from satisfactory in the past two years. The demand has been sluggish with the Electrical Equipment Manufacturing Sector not having adequate business from Power and infrastructure projects. The world seems to be now recovering from the turmoil of past two years. Amongst the developing economies, India has emerged as among the most promising prospects for the future. The icing on the cake has been the recent Union Budget which is hugely focused on infrastructure development nationwide. Naturally, we look forward to being a significant contributor in our segment.

We believe in pioneering technology and present the latest trends and product lines to our customers. The research effort is definitive and a continual process. Both the facilities of Ram Ratna Wires Ltd are dust free plants - a key to producing consistently top quality. Our Manufacturing facilities are equipped with the latest state of art machinery, a fully equipped world class QC. Our products meet and are certified by highest of the quality standards.

Though all our products are majorly used by Original Equipment Manufacturers, we have created sufficient presence in the Dealer markets nation-wide, to cater not only to the original equipment manufacturers but also to the replacement market, which erstwhile has been dominated by the un-organized segment.

As rightly said - **“Growth is never by mere chance; it is the result of multiple forces working together”**. With professional team and ambitious growth plans, the company is well placed to address risks and capitalize on growth opportunities, coming our way. The company has a significant depth of talent to execute its growth strategy and enhance its strength, as opportunities rise on the horizon of Indian and international industry.

Ram Ratna Wires Limited is now a brand of international repute, a symbol of quality and trust. The transformation from Ram Ratna Group to R R GLOBAL – Ram Ratna Group, depicts freshness, youthfulness & a global outlook. The recent change in RR Shramik logo makes it so vibrant and appealing.

Company reaffirms its commitment to doing business in a responsible manner, fulfilling its social responsibilities, under CSR, with all sincerity. We provided Computers to Balwatika Girls Hostel at Dadra (DNH), sponsored the women’s chess tournament at Kolkata and made a contribution to Durgavati Chatravas for girls at Silvassa (DNH), through Vanvasi Kalyan Ashram.

I offer my sincere gratitude to our customers and employees for their unwavering commitment to the company. Finally a note of appreciation for my colleagues on Board for their support to the management team in its endeavors.

With Best Wishes,

Tribhuvanprasad Kabra
Managing Director

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Company will be held at Sunville, 9, Dr. Annie Besant Road, Worli, Mumbai- 400 018 on Saturday, 24th September, 2016 at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss for the year ended on that date together with Reports of the Board of Directors and Auditors thereon.
2. To confirm the interim dividend declared and in this regard, pass the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** interim dividend at the rate of ₹ 0.75 (Seventy Five Paise) per equity share of ₹ 5/- (Five rupees) each declared by the Board of Directors of the Company at its meeting held on March 15, 2016, be and is hereby confirmed as final dividend for the financial year ended March 31, 2016.”
3. To appoint a Director in place of **Shri Rameshwarlal Kabra (DIN 00150875)**, who retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment
4. To appoint a Director in place of **Shri Mahendrakumar Kabra (DIN 00473310)**, who retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.
5. To ratify the appointment of Auditors of the Company and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) the appointment of M/s. V.C. Darak & Associates, Chartered Accountants (Firm Registration No. 119336W) retiring Auditors of the Company, (who were appointed to hold office from the conclusion of the 22nd Annual General Meeting until the conclusion of the 25th Annual General Meeting of the Company, to audit the annual accounts for three consecutive financial years beginning on 1st April, 2014 and ending on 31st March, 2017), to hold office till the conclusion of the 25th Annual General Meeting be ratified on such remuneration as shall be fixed by the Board of Directors in consultation with the said Auditors.”

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** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules and regulations, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Ajai Singh (DIN- 00281743), who was appointed as an Independent Additional Director of the Company on 6th February, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 along with the necessary deposit from a member proposing his candidature for the office of the Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five (5) consecutive years up to 5th February, 2021, who shall not be liable to retire 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** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Poddar & Co., Cost Accountants (Firm Registration No. 29474) appointed as the Cost Auditors of the Company for conducting audit of the cost records for the financial year ending 31st March, 2017, on a remuneration not exceeding ₹ 4,00,000 (Rupees Four Lacs only) excluding service tax and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the audit.
RESOLVED FURTHER THAT the Managing Director and/or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

For and on behalf of the Board

Place: Mumbai

Date: 15th June, 2016

REGISTERED OFFICE:

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

Ramesh Chamadia
Company Secretary

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 6 and 7 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 3, 4 and 6 of the Notice, are also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the Annual General Meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital carrying voting rights may appoint single person as a proxy and such person shall not act as proxy for any other member.

Members may refer proxy related provisions given in para 6 of the SS 2 - secretarial standard on general meeting issued by the ICSI and approved by the central government.
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 relevant information and answer them in the Meeting.
4. Authorized representatives of corporate members intending to attend the Meeting must be authorized by proper Board resolution. A copy of the Board resolution must be sent to the Company before the Meeting.
5. Pursuant to Section 124 of Companies Act, 2013 and Section 205A of the Companies Act, 1956, all unclaimed dividends, remaining 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 unclaimed dividends for the financial years 1995-96 to 2007-08 to the IEPF. Members are requested to contact the Company's Registrar and Share Transfer Agents, for payment in respect of unclaimed dividends for the years after 2008-09. Please note that the unclaimed portion of the dividend declared by the Company for the financial year 2008-2009 will be transferred to IEPF in the month of October, 2016.
6. 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 Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (E), Mumbai - 400 072 in respect of their physical share folios.
7. Members are requested to bring duly filled admission / attendance slip and their copy of Annual Report to the Meeting. Members who hold shares in electronic form are requested to bring their Client ID and DP ID details for identification.
8. All the documents referred in the accompanying notice 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 Twenty Fourth Annual General Meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant (DP) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar & Share Transfer Agent.
10. The Register of Members and Share Transfer Books of the Company will be closed from Sunday, 18th September, 2016 to Saturday, 24th September, 2016.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
12. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules issued there under. Nomination forms can be downloaded from the Company's website www.ramratna.com Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled to Bigshare Services Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
13. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

PROCEDURE OF VOTING AT AGM

Members who do not vote by e-voting are entitled to vote at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.

Voting to the resolutions as contained in the Notice shall be conducted through ballot/poll or other appropriate process. Relevant facility for voting shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting. Members who are entitled to vote can cast their vote through ballot paper in the AGM. The Company will make arrangement in this respect including distribution of ballot papers under the supervision of a scrutinizer appointed for the purpose. Members will need to write on the ballot paper, inter alia, relevant Folio No, DP ID & Client ID No. and number of shares held etc.

Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 hereinafter referred to as 'Listing Regulations' (including any statutory modification(s) and / or re-enactment(s) for the time being in force), the members are provided with the following alternatives by which they may cast their votes:

- (i) by electronic means through the remote e-voting platform provided by NSDL. The remote e-voting period will commence on Wednesday, 21st September, 2016 at 9.00 a.m. and will end on Friday, 23rd September, 2016 at 5.00 p.m. During this period, members of the Company holding shares either in physical or dematerialized form, may cast their vote electronically. The remote e-voting module will be disabled by NSDL for voting thereafter.
- (ii) Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Anup Khanna, Practicing Company Secretary, (Membership No. 6786, COP: 12906), at the Registered Office of the Company not later than by 5.00 p.m. on Friday, 23rd September, 2016. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Saturday, 17th September, 2016 have the option to request for physical copy of the Ballot Form by sending an e-mail to investor_grievance@rrglobal.in by mentioning their Folio / DP ID and Client ID No.
- (iii) The facility of e-voting shall also be made available at the AGM venue for the members who have not cast their votes earlier.
- (iv) Members who have cast their votes by remote e-voting or by Ballot Form prior to the AGM may also attend the Meeting but they shall not be entitled to cast their vote again.
- (v) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on the cut-off date i.e. Saturday, 17th September, 2016

The instructions for e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Depository Participants(s)]:

- (i) Open email and open PDF file viz; The said PDF file contains your user ID and password/PIN for e-voting.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login.
- (iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password / PIN with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" (E-Voting Event Number) of **Ram Ratna Wires Limited**.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional & Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rrwl.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

| EVEN (E Voting Event Number) | USER ID | PASSWORD/ PIN |
|------------------------------|---------|------------------|
| | | |

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The facility for voting, either through electronic voting system or ballot paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Mr. Anup Khanna, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall after the conclusion of voting at the general meeting will first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

C. Process for members opting for Ballot Form

- In case of those Members, who do not have access to e-voting facility, they can use the assent / dissent form sent herewith or can be downloaded from our website www.ramratna.com and convey their assent / dissent to each one of the items of business to be transacted at the ensuing AGM and send the form to reach Mr. Anup Khanna, Scrutinizer appointed by the Company at the registered office of the Company on or before 23rd September, 2016 by 5 p.m.
- Members can choose only one of the two options, namely e-voting or voting through physical assent / dissent form. In case the votes are casted through both the formats, then votes casted through e-voting shall stand cancelled and those votes casted through physical assent / dissent form would be considered, subject to the assent / dissent from being found to be valid.
- The Results of e-voting, physical assent / dissent and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ramratna.com and on the website of NSDL within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchange.

For and on behalf of the Board

Place: Mumbai
Date: 15th June, 2016

Ramesh Chamadia
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 6

In terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors have reviewed the declaration made by Dr. Ajai Singh that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made there-under and is independent of the management.

In terms of section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for reappointment on passing of a special resolution by the company for a further period of up to five years. Any tenure of an Independent Director on the date of commencement of Companies Act, 2013 shall not be counted as a term.

In view of the above provisions, the proposal for appointment of Dr. Ajai Singh as Independent Director, not liable to retire by rotation, for a period of five years from 6th February, 2016 has been put up for the approval of members. The resolution is accordingly recommended for approval of the members.

Except Dr. Ajai Singh, none of the Directors nor Key Managerial Personnel or their relatives are concerned or interested, whether financially or otherwise in the above resolution.

ITEM No. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Poddar & Co. as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2017.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution proposed at item no. 7 of the Notice.

Profile of Directors being appointed / re-appointed in the order of the items mentioned in the notice.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, following information is furnished in respect of Directors proposed to be appointed / re-appointed at the Annual General Meeting.

| Name | Shri Rameshwarlal Kabra | Shri Mahendrakumar Kabra | Dr. Ajai Singh |
|-------------------------------------|---|--|--|
| Date of Birth | 13/11/1933 | 13/05/1957 | 05/07/1956 |
| Date of Appointment on the Board | 31/10/1992 | 21/07/1992 | 06/02/2016 |
| Qualification & Nature of Expertise | Industrialist | Licentiate Mechanical Engineer, Industrialist | B.A., M.B.A., D.B.A. |
| Experience | He has over 48 years experience in enameled copper winding wire and cable industry. | He has over 28 years of experience in the wire industry. He has knowledge of extrusion line, insulation and enameled wire. He has successfully led many projects and has been an inspiration for his team members. | He has over 36 years of work experience. He started his career as a Management Consultant. He was the CEO of Modi Entertainment Limited and Managing Director of Professional Assessment and Training Systems Pvt. Ltd. He is a Certified Professional Behaviour Analyst, Certified Professional Value Analyst, Certified Achieve Global Master Trainer, Certified Synergic Master Trainer, Certified Entretel Master Trainer and Certified Leadership Foundation Master Trainer, Certifier Master Trainer in Change Works System. |

| Name | Shri Rameshwarlal Kabra | Shri Mahendrakumar Kabra | Dr. Ajai Singh |
|--|--|--|---|
| | | | He is a Certified Master Leadership Coach. He is the CEO of Organization Transformation International, India (OTI) – a management consulting firm. He attained his Doctorate in Business Administration from Apollos University, California, USA. |
| Name of Companies in which also holds Directorship | 1. Ram Ratna Research and Holdings Pvt. Ltd. 2. Jag-bid Finvest Pvt. Ltd. | 1. R R Kabel Limited 2. Ram Ratna Research & Holdings Private Limited 3. Ram Ratna Infrastructure Private Limited 4. World Electrical Hub Private Limited | None |
| Name of the Companies in Committees of which holds Membership / Chairmanship | None | None | None |
| Number of Shares held in Ram Ratna Wires Limited | 1,05,200 Equity Shares | 18,67,966 Equity Shares | NIL Equity Shares |

Shri **Rameshwarlal Kabra**, Shri **Mahendrakumar Kabra** and **Dr. Ajai Singh** are interested in the Ordinary Resolutions set out at Item Nos. 3, 4 and 6 respectively, of the Notice with regard to their appointment/ re-appointment. The relatives of Shri **Rameshwarlal Kabra** and Shri **Mahendrakumar Kabra** may be deemed to be interested in the said Resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out above.

For and on behalf of the Board

Place: Mumbai
Date: 15th June, 2016

Ramesh Chamadia
Company Secretary

Sunville™
—BANQUET & CONFERENCE ROOMS—

Address-
Sunville Banquets, 9 Dr A B Road,
Opp China bistro Restaurant,
Near H P petrol pump,
Diagonally opp Atria Mall,
Middle of Worli flyover, Worli,
Mumbai – 400 018
Tel: 24978082, 24935546.
Fax: 24921604,
Email: info@sunvillebanquets.com

Directions:

- 1 - From worli sea link- take left below love groove flyover enter first building
- 2 - prabhadevi - after worli naka take u turn under love groove flyover, 1st building on your left
- 3 - haji ali. Take the road below after atria mall crossed the signal below flyover, first building on your left.
- 4 - mahalaxmi. Take left at worli naka take u turn under love groove flyover 1st building on left.

ROAD MAP

DIRECTORS' REPORT

To,
The Members,

Your Directors have the pleasure in presenting the 24th Annual Report on the business and operations of the Company and the Audited Accounts for the financial year ended 31st March, 2016.

FINANCIAL HIGHLIGHTS

(₹ In Lacs)

| Particulars | Year ended 31 st March, 2016 | Year ended 31 st March, 2015 |
|--|--|--|
| Sales and other Income | 72,075.05 | 74,321.71 |
| Total Expenditure | 68,521.38 | 70,679.61 |
| Profit before Interest, Depreciation & Tax | 3,553.67 | 3,642.10 |
| Less: Finance Costs | 1,369.29 | 1,482.91 |
| Depreciation | 737.06 | 650.81 |
| Profit before Tax | 1,447.32 | 1,508.38 |
| Less: Tax | 512.59 | 526.18 |
| Net Profit after tax | 934.73 | 982.20 |
| Balance brought forward from Previous Year | 4,341.35 | 3,747.32 |
| Less: Adjustment as per Schedule II to the Companies Act, 2013 | - | 23.12 |
| Profit available for appropriation | 5,276.08 | 4,706.40 |
| Appropriations: | | |
| Interim Dividend | 165.00 | - |
| Proposed Dividend | - | 220.00 |
| Corporate Tax on Dividend | 33.59 | 45.05 |
| Transfer to General Reserve | 75.00 | 100.00 |
| Balance Carried Forward | 5,002.49 | 4,341.35 |

OPERATIONS AND FINANCIAL PERFORMANCE

In the face of overall market conditions, your Company has delivered satisfactory growth.

During the Financial Year 2015-16, your Company posted sales & other income of ₹ 72,075.05 Lacs as against ₹ 74,321.71 Lacs in the previous year. Your Company registered a net profit after tax of ₹ 934.73 Lacs as against the previous year's net profit of ₹ 982.20 Lacs.

SUBSIDIARY

The Company has no subsidiary, therefore, disclosures regarding the same are not provided in the report.

MATERIAL CHANGES AND COMMITMENTS

There is no change in the nature of the business of your Company. There are no material orders passed by the regulators impacting the ongoing concern status and operations. There are no material changes or commitments affecting the financial position of your Company occurring between the financial year ended 31st March, 2016 and the reporting date of the Directors' report.

TRANSFER TO RESERVES

Your Company has transferred ₹ 75.00 Lacs to the General Reserve. An amount of ₹ 5,002.49 Lacs is proposed to be carried forward and retained in the Profit and Loss Account.

DIVIDEND

During the financial year 2015-16, your Company declared and paid an Interim Dividend of ₹ 0.75 per equity share of face value of ₹ 5 each in the month of March 2016. Total dividend payout was ₹ 165 Lacs excluding dividend distribution tax. The Directors recommend the interim dividend to be considered as final dividend and no additional dividend is recommended.

EXPANSION PLAN

The modernization and expansion plan as envisaged by your Company at its plants for increasing the production capacity, widening the product range and improving production processes, is a continuous one and is being taken from time to time as required.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Companies Act, 2013 and Accounting Standards (AS) – 21 on Consolidated Financial Statements read with AS – 27 on Financial Reporting of Interests in Joint Ventures, the audited consolidated financial statements is provided in the Annual Report.

JOINT VENTURE IN BANGLADESH

Your Company has Joint Venture at Bangladesh with RR-Imperial Electricals Limited. Your Company has decided to invest upto \$ 5,35,000 in the above Joint Venture Company which would manufacture Enamelled Copper Wire, Cables and Enamelled Strips. The Company has so far made an investment of \$ 4,52,190.

DIRECTORS

Pursuant to Section 152(6) of the Companies Act, 2013, Shri Mahendrakumar Kabra, Joint Managing Director and Shri Rameshwarlal Kabra, Director, retire by rotation and being eligible offer themselves for re-appointment at the ensuing Meeting.

Dr. Ajai Singh and Shri Naveen Kumar Mandhana resigned as Directors with effect from 27th July 2015 and 31st October 2015 respectively. Dr. Ajai Singh, was appointed as an Independent Additional Director with effect from 6th February 2016. Pursuant to the provisions of Section 161, the term of office of Dr. Ajai Singh expires at the ensuing Annual General Meeting of the Company. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 along with the necessary deposit from a member proposing his candidature for the office of the Independent Director of the Company. Necessary resolution in this regard is included in the notice convening the Annual General Meeting.

In terms of Sections 149, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors have reviewed the declaration made by Dr. Ajai Singh that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that he fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management.

The aforesaid appointment / re-appointment shall require approval of the shareholders of the Company. The necessary resolutions in this regard have been included in the notice convening the Annual General Meeting.

Brief profile of the Directors 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 134(3)(c) of the Companies Act, 2013, the Directors to the best of their knowledge hereby state and confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2015-16 and of the profit and loss of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report has been separately furnished and forms an integral part of this Report.

CORPORATE GOVERNANCE

The Company has abided by the Corporate Governance pertaining to earlier provisions of Clause 49 of the Listing Agreement entered into with Stock Exchange and the new provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. During the year, the Company's Board of Directors comprised of 10 (Ten) members consisting of 2 (Two) Executive Director and 8 (Eight) Non-Executive Directors (including 1 (One) Woman Director) of which 5 (Five) are Independent. The Chairman of the Board is a Non-Executive Director.

The Corporate Governance Report giving details as mentioned in Clause 49 under the Listing Agreement and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith and forms part of this Report. The following are also annexed with and forms part of Corporate Governance Report:

- (i) Certificate from M/s. Khanna & Co., Practicing Company Secretaries, confirming compliance with the conditions of Corporate Governance Report;
- (ii) Certificates from Shri Tribhuvanprasad Kabra, Managing Director and Shri Hemant Kabra, Chief Financial Officer of the Company, under Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding annual financial statements for the year ended 31st March, 2016; and
- (iii) Certificate from the Managing Director under Schedule V (Regulation 34(3)) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance of Code of Conduct of the Company for the year ended as on 31st March, 2016.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013 that he meets the criteria of independence laid down under Section 149(6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

LISTING AGREEMENT

The Securities and Exchange Board of India on 2nd September, 2015 issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations were effective from 1st December, 2015. Accordingly, all Listed Companies were required to enter into Listing Agreement within six months from the effective date. The Company has entered into Listing Agreement with BSE Limited pursuant to the new regulations.

BOARD EVALUATION

In terms of the provisions of the Companies Act, 2013 read with the rules issued there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have evaluated the effectiveness of the Board / Director(s) for the financial year 2015-16. The Board has monitored and reviewed the evaluation framework. The evaluation of all the Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

ANNUAL RETURN

Pursuant to Section 134 of the Companies Act, 2013 read with rules made thereunder, extract of the Annual Return as provided under sub-section (3) of section 92 in Form MGT – 9 is attached as **Annexure I** and forms part of this Report.

BOARD MEETINGS

The Board of Directors met 5 (five) times during the financial year ended 31st March, 2016 in accordance with the provisions of the Companies Act, 2013 and rules made there under. The Directors actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time. Additionally, during the financial year ended

31st March, 2016, the Independent Directors held a separate meeting in compliance with the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of the Board and Committee meetings are set out in the Corporate Governance Report which forms part of this Report.

AUDIT COMMITTEE

The composition of Audit Committee, terms of reference and number and dates of meetings held, attendance of Directors has been discussed in Corporate Governance Report which forms part of this Report. Further there are no such recommendations of Audit Committee which were not accepted by the Board.

VIGIL MECHANISM

Pursuant to the provisions of Section 177 of the Companies Act, 2013, the Board has established a vigil mechanism for Directors and employees. The vigil mechanism shall provide for adequate safeguards against victimization of employees and Directors who avail of the vigil mechanism and provide direct access to the Chairman of the Audit Committee. The Board has established the mechanism for employees to provide a channel to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's Code of Conduct and ethics. A policy has been adopted in this regard by the Board of Directors which is also disclosed by the Company on its website at www.rrshramik.com/investor-centre/corporate-governance.

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The composition of Corporate Social Responsibility Committee, terms of reference and number and dates of meetings held, attendance of Directors has been discussed in Corporate Governance Report which forms part of this Report. The Committee has formulated Corporate Social Responsibility Policy pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, on the recommendations of the CSR Committee. This policy is available on Company's website at www.rrshramik.com/investor-centre/corporate-governance.

The initiatives undertaken by your Company during the financial year 2015-16 in CSR were providing of Computers at Balwatika Girls Hostel at Dadra (D&NH), participating by way of sponsorship for the women's chess tournament at Kolkatta and contributing through the Vanvasi Kalyan Ashram for the Durgavati Chatravas for girls at Randha (D&NH). The details of all these activities have been provided in the Annual Report. The Annual Report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014, is set out herewith as **Annexure II** to this Report.

NOMINATION AND REMUNERATION COMMITTEE

The composition of Nomination and Remuneration Committee, terms of reference and number and dates of meetings held, attendance of Directors at the Committee meeting, functions of the Committee and the remuneration policy formulated by the Committee has been discussed in Corporate Governance Report which forms part of this Report.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition of Stakeholders Relationship Committee, terms of reference and number of meetings held has been discussed in Corporate Governance Report which forms part of this Report. The Committee has delegated the responsibility relating to shares maintenance work and other routine matters to Company Secretary and M/s Sharepro Services (India) Private Limited, the erstwhile Registrars and Share Transfer Agents of the Company. All the requests for dematerialization, rematerialization, transfer or transmission of shares and other share maintenance matters are completed within 15 days of receipt of valid and complete documents. Minutes of the Committee are circulated to all the Directors of the Company and are discussed at the Board meetings. The Committee also reports to the Board about matters regarding shareholding of the Company and any complaints / grievances of the stakeholders and their redressal, reports on SCORES to SEBI, etc.

CHANGE IN THE REGISTRAR AND TRANSFER AGENTS

Pursuant to SEBI's interim order dated 22nd March 2016 against Sharepro Services (I) Private Limited (which was the Company's RTA) and its management, directors and some of its employees and their relatives, the Board of Directors have decided to appoint Bigshare Services Private Limited as the new Registrar and Transfer Agents of the Company.

RISK MANAGEMENT POLICY

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans.

Your Company, through its risk management process, strives to contain impact and likelihood of the risks within the risk appetite as agreed from time to time with the Board of Directors.

The Risk Management Policy is integral to the Company's business model and is based on core values and ethics. Under this Policy, risks are identified across all business processes of the Company on continuous basis. This Policy covers long term interests of the Company as well as the regular functioning of each of the processes and the risks associated with incorrect or untimely financial and non-financial reporting. Each risk is mapped to the concerned department for further and effective action to be taken.

There are no risks which in the opinion of the Board threaten the existence of your Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis which forms part of this Report.

AUDITORS & AUDITORS' REPORT

M/s. V.C. Darak & Associates, Chartered Accountants, Statutory Auditors of the Company, hold office up to the conclusion of the 25th Annual General Meeting. However, their appointment as Statutory Auditors of the Company is subject to ratification by the members at every Annual General Meeting. The Company has received a certificate from the Statutory Auditors that they are eligible to hold office as the Auditors of the Company and are not disqualified for being so appointed.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules framed thereunder, it is proposed to ratify the appointment of M/s. V.C. Darak & Associates, Chartered Accountants, as the Statutory Auditors of the Company and necessary resolution in this regard is included in the Notice of the Annual General Meeting for seeking approval of members.

There are no observations or qualifications or remarks made by the Auditors in their Report.

SECRETARIAL AUDITORS REPORT

A Secretarial Audit was conducted during the year by the Secretarial Auditor, M/s. Khanna & Co., Practicing Company Secretaries, in accordance with the provisions of Section 204 of the Companies Act, 2013. The Secretarial Audit report is attached as **Annexure III** and forms part of the Board's Report. There are no qualifications or remarks made by the Secretarial Auditor in their Report.

COST AUDITORS

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Poddar & Co., as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017. In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. The necessary resolution in this regard is included in the notice convening the Annual General Meeting.

INTERNAL AUDIT AND CONTROL

Pursuant to Section 139 of the Companies Act, 2013, the Board of Directors have appointed M/s. O.P. Rath & Co., Chartered Accountants, Vadodara, Gujarat, as the Internal Auditors of your Company. The Audit Committee periodically reviews and implements the recommendations of Internal Auditors. Their reports are considered in Audit Committee meetings.

RELATED PARTY TRANSACTIONS

During the financial year 2015-16, your Company has entered into transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with the Companies (Specification of Definitions Details) Rules, 2014, which were in the ordinary course of business and on arms' length basis. Accordingly, there are no particulars to report in Form AOC-2.

During the financial year 2015-16, there were no transactions with related parties which qualify as material transactions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or that were not on arms' length basis.

The details of the related party transactions as required under Accounting Standard - 18 are set out in financial statements forming part of this Annual Report.

PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors / employees of your Company is set out in **Annexure IV** and forms part of this Report.

PUBLIC DEPOSITS

During the financial year 2015-16, your Company has not accepted any deposits within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014. No Deposits have remained unpaid or unclaimed as at the end of the year and there has been no default in repayment of deposits or payment of interest thereon during the year.

LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans given, investments made, guarantees given and securities provided are disclosed in the financial statements (Please refer to Note 13, 14 and 28 of the Notes to Financial Statements).

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

The prescribed particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under Section 134 of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 is attached as **Annexure V** and forms part of this Report.

PREVENTION OF SEXUAL HARASSMENT POLICY

Your Company has a policy for the prevention of sexual harassment which has been implemented. It ensures prevention and deterrence towards the commissioning of acts of sexual harassment and communicates procedures for their resolution and settlement. A Committee has been constituted in accordance with the requirements under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which ensures implementation and compliance with the Law as well as the policy at unit level. During the year your Company did not receive any complaints on sexual harassment.

ENVIRONMENT, SAFETY AND HEALTH

Safety, Health and Environment continue to be top priorities of your Company. Your Company continues to make improvements in environmental and safety performance mainly through the involvement and training of its personnel at all levels.

Salasar Copper, unit of your Company has successfully undergone the certification under ISO 50001:2011, the International Standard on Energy Management. It is amongst the first few companies in India to get certified for ISO 50001:2011. The company is committed to make continual improvements in the areas of environment, safety, health and energy.

During the year, your Company has undergone successful surveillance audits for all the management systems. ESHE committee has met every month to discuss and improve its performance related to environment, safety, health and energy.

SIGNIFICANT / MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant / material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

DISCLOSURES IN RELATION TO THE COMPANIES (SHARE CAPITAL AND DEBENTURE) RULES, 2014

- (a) The Company has not issued any equity shares with differential rights during the year under review and hence no information as per provisions of Rule 4(4) has been furnished;
- (b) the Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Rule 8(13) has been furnished; and
- (c) the Company does not have any ESOP scheme for its employees / Directors and hence no information as per provisions of Rule 12(9) has been furnished.

ACKNOWLEDGEMENTS

Your Directors wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year.

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

For and on behalf of the Board of Directors,

Place : Mumbai
Date : 15th June, 2016

Rameshwarlal Kabra
Chairman
DIN 00150875

ANNEXURE-I
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2016

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

I REGISTRATION & OTHER DETAILS:

| | | |
|-----|---|---|
| i | CIN | L31300MH1992PLC067802 |
| ii | Registration Date | 21 st July 1992 |
| iii | Name of the Company | Ram Ratna Wires Limited |
| iv | Category/Sub-category of the Company | Public Company/Company having Share Capital |
| v | Address of the Registered office & contact details | Ram Ratna House, Oasis Complex, P. B. Marg, Worli, Mumbai - 400 013. Tel : 91-22-24924144/24949009 |
| vi | Whether listed company | Yes |
| vii | Name , Address & contact details of the Registrar & Transfer Agent, if any. | Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (E), Mumbai - 400 072. |

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

| SL. No. | Name & Description of main products/services | NIC Code of the Product /service | % to total turnover of the company |
|---------|---|----------------------------------|------------------------------------|
| 1 | Manufacturing of Engineering goods such as Enameled Copper wire & strips, Enameled Aluminum wire, Submersible Winding wire, Fibre Glass Covered Copper wire & strips, Paper Covered Copper wire & strips. | 27201 & 27203 | 100% |

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

| SI No | Name & Address of the Company | CIN/GLN | HOLDING/ SUBSIDIARY/ ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
|-------|-------------------------------|---------|--------------------------------|------------------|--------------------|
| | Nil | | | | |

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

i) CATEGORY-WISE SHARE HOLDING

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % change during the year |
|--|---|------------------|--------------------|-------------------|---|----------|--------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/HUF | 85,71,800 | - | 85,71,800 | 38.97 | 85,71,800 | - | 85,71,800 | 38.97 | - |
| b) Central Govt.or State Govt. | - | - | - | - | - | - | - | - | - |
| c) Bodies Corporates | 60,87,554 | - | 60,87,554 | 27.67 | 60,87,554 | - | 60,87,554 | 27.67 | - |
| d) Bank/FI | - | - | - | - | - | - | - | - | - |
| e) Any other | - | - | - | - | - | - | - | - | - |
| SUB TOTAL:(A) (1) | 1,46,59,354 | - | 1,46,59,354 | 66.64 | 1,46,59,354 | - | 1,46,59,354 | 66.64 | - |
| (2) Foreign | | | | | | | | | |
| a) NRI- Individuals | - | - | - | - | - | - | - | - | - |
| b) Other Individuals | - | - | - | - | - | - | - | - | - |
| c) Bodies Corp. | - | 14,00,000 | 14,00,000 | 6.36 | 14,00,000 | - | 14,00,000 | 6.36 | - |
| d) Banks/FI | - | - | - | - | - | - | - | - | - |
| e) Any other | - | - | - | - | - | - | - | - | - |
| SUB TOTAL: (A) (2) | - | 14,00,000 | 14,00,000 | 6.36 | 14,00,000 | - | 14,00,000 | 6.36 | - |
| Total Shareholding of Promoter (A)= (A)(1) + (A)(2) | 1,46,59,354 | 14,00,000 | 1,60,59,354 | 73.00 | 1,60,59,354 | - | 1,60,59,354 | 73.00 | - |

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % change during the year |
|---|---|------------------|--------------------|-------------------|---|-----------------|--------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| B. PUBLIC SHAREHOLDING | | | | | | | | | |
| (1) Institutions | | | | | | | | | |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - |
| b) Banks/FI | - | 3,600 | 3,600 | 0.02 | - | 3,600 | 3,600 | 0.02 | - |
| c) Central govt | - | - | - | - | - | - | - | - | - |
| d) State Govt. | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Fund | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIIS | 2,036 | - | 2,036 | 0.01 | - | - | - | - | 0.01 |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (specify) | - | - | - | - | - | - | - | - | - |
| SUB TOTAL (B)(1): | 2,036 | 3,600 | 5,636 | 0.03 | - | 3,600 | 3,600 | 0.02 | 0.01 |
| (2) Non Institutions | | | | | | | | | |
| a) Bodies corporates | | | | | | | | | |
| i) Indian | 2,48,201 | 34,602 | 2,82,803 | 1.29 | 1,45,465 | 34,602 | 1,80,067 | 0.82 | 0.47 |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs | 22,17,865 | 8,80,300 | 30,98,165 | 14.08 | 29,17,757 | 8,79,700 | 37,97,457 | 17.25 | 3.17 |
| ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs | 24,85,346 | 40,000 | 25,25,346 | 11.47 | 19,25,713 | - | 19,25,713 | 8.75 | 0.23 |
| c) Others (specify) | 28,696 | - | 28,696 | 0.13 | 33,809 | - | 33,809 | 0.15 | 0.02 |
| SUB TOTAL (B)(2): | 49,80,108 | 9,54,902 | 59,35,010 | 26.97 | 50,22,744 | 9,14,302 | 59,37,046 | 26.98 | 0.01 |
| Total Public Shareholding (B) = (B)(1) + (B)(2) | 49,82,144 | 9,58,502 | 59,40,646 | 27.00 | 50,22,744 | 9,17,902 | 59,40,646 | 27.00 | - |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 1,96,41,498 | 23,58,502 | 2,20,00,000 | 100.00 | 2,10,82,098 | 9,17,902 | 2,20,00,000 | 100.00 | - |

(ii) SHARE HOLDING OF PROMOTERS

| SI No. | Shareholders Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding during the year |
|--------|------------------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|---|
| | | No. of shares | % of total shares of the company | % of shares pledged encumbered to total shares | No. of shares | % of total shares of the company | % of shares pledged encumbered to total shares | |
| 1 | Mahendrakumar Kabra | 18,67,966 | 8.49 | - | 18,67,966 | 8.49 | - | - |
| 2 | Rameshwarlal Kabra (HUF) | 12,41,000 | 5.64 | - | 12,41,000 | 5.64 | - | - |
| 3 | Umadevi Tribhuvanprasad Kabra | 10,95,000 | 4.98 | - | 10,95,000 | 4.98 | - | - |
| 4 | Kirti Shreegopal Kabra | 9,82,200 | 4.46 | - | 9,82,200 | 4.46 | - | - |
| 5 | Shreegopal Rameshwarlal Kabra | 7,03,268 | 3.20 | - | 7,03,268 | 3.20 | - | - |
| 6 | Mahesh Kabra | 6,02,800 | 2.74 | - | 6,02,800 | 2.74 | - | - |
| 7 | Rajesh Kabra | 5,31,000 | 2.41 | - | 5,31,000 | 2.41 | - | - |
| 8 | Tribhuvanprasad Rameshwarlal Kabra | 4,35,466 | 1.98 | - | 4,35,466 | 1.98 | - | - |
| 9 | Vidhi Kabra | 3,05,000 | 1.39 | - | 3,05,000 | 1.39 | - | - |
| 10 | Sumeet Kabra | 2,73,100 | 1.24 | - | 2,73,100 | 1.24 | - | - |

| SI No. | Shareholders Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | % change in share holding during the year |
|--------------|---------------------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|---|
| | | No. of shares | % of total shares of the company | % of shares pledged encumbered to total shares | No. of shares | % of total shares of the company | % of shares pledged encumbered to total shares | |
| 11 | Late Smt. Hemlata Kabra | 1,95,200 | 0.89 | - | 1,95,200 | 0.89 | - | - |
| 12 | Rameshwarlal Kabra | 1,05,200 | 0.48 | - | 1,05,200 | 0.48 | - | - |
| 13 | Asha Kabra | 96,800 | 0.44 | - | 96,800 | 0.44 | - | - |
| 14 | Ratnadevi Kabra | 65,800 | 0.30 | - | 65,800 | 0.30 | - | - |
| 15 | Priti Saboo | 40,000 | 0.18 | - | 40,000 | 0.18 | - | - |
| 16 | Hemant Kabra | 32,000 | 0.15 | - | 32,000 | 0.15 | - | - |
| 17 | Ram Ratna Research & Holding Pvt Ltd. | 34,00,000 | 15.46 | - | 34,00,000 | 15.46 | - | - |
| 18 | Jag-Bid Finvest Pvt. Ltd. | 7,37,686 | 3.35 | - | 7,37,686 | 3.35 | - | - |
| 19 | Ram Ratna Electricals Pvt. Ltd. | 5,00,000 | 2.27 | - | 5,00,000 | 2.27 | - | - |
| 20 | MEW Electricals Pvt. Ltd. | 4,00,000 | 1.82 | - | 4,00,000 | 1.82 | - | - |
| 21 | R R Kabel Ltd. | 8,02,428 | 3.65 | - | 8,02,428 | 3.65 | - | - |
| 22 | RSquare Realty Pvt. Ltd. | 1,08,340 | 0.49 | - | 1,08,340 | 0.49 | - | - |
| 23 | Ram Ratna Infrastructure Pvt. Ltd. | 99,100 | 0.45 | - | 99,100 | 0.45 | - | - |
| 24 | Kabel Buildcon Solutions Pvt. Ltd. | 40,000 | 0.18 | - | 40,000 | 0.18 | - | - |
| 25 | TMG Global FZCO | 14,00,000 | 6.36 | - | 14,00,000 | 6.36 | - | - |
| Total | | 1,60,59,354 | 73.00 | - | 1,60,59,354 | 73.00 | - | - |

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE): There is no change in Promoter's Shareholding

| Sr. No. | Shareholder's Name | Shareholding | | | | Date | Increase/ (Decrease) in shareholding | Reason | Cumulative Shareholding during the year (01.04.15 to 31.03.2016) | |
|---------|--------------------|---|----------------------------------|---|----------------------------------|------|--------------------------------------|--------|--|----------------------------------|
| | | No. of Shares at the beginning (01.04.2015) | % of total Shares of the Company | No. of Shares at the end of the year (31.03.2016) | % of total Shares of the Company | | | | No. of Shares | % of total Shares of the Company |
| | - | - | - | - | - | - | - | - | - | - |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

| Sr. No. | Shareholder's Name | Shareholding | | | | Date* | Increase/ (Decrease) in shareholding | Reason | Cumulative Shareholding during the year (01.04.15 to 31.03.2016) | |
|---------|-----------------------|---|----------------------------------|---|----------------------------------|-------|--------------------------------------|--------|--|----------------------------------|
| | | No. of Shares at the beginning (01.04.2015) | % of total Shares of the Company | No. of Shares at the end of the year (31.03.2016) | % of total Shares of the Company | | | | No. of Shares | % of total Shares of the Company |
| 1 | Lata Shyam Parwane | 638,635 | 2.90 | 638,635 | 2.90 | - | No change | - | 638,635 | 2.90 |
| 2 | Amit Saboo | 136,000 | 0.62 | 136,000 | 0.62 | - | No change | - | 136,000 | 0.62 |
| 3 | Kishori Dinesh Modani | 119,998 | 0.55 | 119,998 | 0.55 | - | No change | - | 119,998 | 0.55 |
| 4 | Neeraj Rajendra Gupta | 108,547 | 0.49 | 108,547 | 0.49 | - | No change | - | 108,547 | 0.49 |

| Sr. No. | Shareholder's Name | Shareholding | | | | Date* | Increase/ (Decrease) in shareholding | Reason | Cumulative Shareholding during the year (01.04.15 to 31.03.2016) | |
|---------|-----------------------------|---|----------------------------------|---|----------------------------------|----------|--------------------------------------|----------|--|----------------------------------|
| | | No. of Shares at the beginning (01.04.2015) | % of total Shares of the Company | No. of Shares at the end of the year (31.03.2016) | % of total Shares of the Company | | | | No. of Shares | % of total Shares of the Company |
| 5 | Neeraj Rajendra Gupta (HUF) | 1,00,000 | 0.45 | 1,00,000 | 0.45 | - | No change | - | 1,00,000 | 0.45 |
| 6 | Madhu Gupta | 1,00,000 | 0.45 | 1,00,000 | 0.45 | - | No change | - | 1,00,000 | 0.45 |
| 7 | Kiran Bajaj | 84,370 | 0.38 | 84,370 | 0.38 | - | No change | - | 84,370 | 0.38 |
| 8 | Yogesh S Garodia | 80,988 | 0.37 | 80,988 | 0.37 | - | No change | - | 80,988 | 0.37 |
| 9 | Dilipkumar H Parmar | 77,000 | 0.35 | 77,000 | 0.35 | - | No change | - | 77,000 | 0.35 |
| 10 | Padmakant Devidas Shah | 63,220 | 0.29 | 63,220 | 0.29 | - | No change | - | 63,220 | 0.29 |
| 11 | Jaykal Exports Pvt Ltd | 65,125 | 0.30 | - | - | 1-Apr-15 | (65,125) | Transfer | - | - |

* Date of transfer has been considered as the date on which the beneficiary position was provided by the depositories to the Company.

(v) Shareholding of Directors & KMP

| Sr. No. | Name | Shareholding | | | | Date | Increase/ (Decrease) in shareholding | Reason | Cumulative Shareholding during the year (01.04.15 to 31.03.2016) | |
|---------|-----------------------|---|----------------------------------|---|----------------------------------|------|--------------------------------------|--------|--|----------------------------------|
| | | No. of Shares at the beginning (01.04.2015) | % of total Shares of the Company | No. of Shares at the end of the year (31.03.2016) | % of total Shares of the Company | | | | No. of Shares | % of total Shares of the Company |
| 1 | Tribhuvanprasad Kabra | 4,35,466 | 1.98 | 4,35,466 | 1.98 | - | No change | - | 4,35,466 | 1.98 |
| 2 | Rameshwarlal Kabra | 1,05,200 | 0.48 | 1,05,200 | 0.48 | - | No change | - | 1,05,200 | 0.48 |
| 3 | Mahendrakumar Kabra | 18,67,966 | 8.49 | 18,67,966 | 8.49 | - | No change | - | 18,67,966 | 8.49 |
| 4 | Satyanarayan Loya | 21,400 | 0.10 | 21,400 | 0.10 | - | No change | - | 21,400 | 0.10 |
| 5 | Kirtidevi Kabra | 9,82,200 | 4.46 | 9,82,200 | 4.46 | - | No change | - | 9,82,200 | 4.46 |
| 6 | Hemant Kabra | 32,000 | 0.15 | 32,000 | 0.15 | - | No change | - | 32,000 | 0.15 |

V INDEBTEDNESS

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

(₹ in Lacs)

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|---------------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 7,092.10 | 3,775.38 | 308.55 | 11,176.03 |
| ii) Interest due but not paid | 24.52 | 28.97 | 7.58 | 61.07 |
| iii) Interest accrued but not due | 3.24 | - | - | 3.24 |
| Total (i+ii+iii) | 7,119.86 | 3,804.35 | 316.13 | 11,240.34 |

(₹ in Lacs)

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|-------------------------------------|--------------------|-----------------|-----------------------|
| Change in Indebtedness during the financial year | | | | |
| Additions | - | 1,257.60 | - | 1,257.60 |
| Reduction | 661.80 | - | 156.66 | 818.46 |
| Net Change | (661.80) | 1,257.60 | (156.66) | 439.14 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 6,448.39 | 5,018.97 | 158.30 | 11,625.66 |
| ii) Interest due but not paid | 8.46 | 42.00 | 1.17 | 51.63 |
| iii) Interest accrued but not due | 1.21 | 0.98 | - | 2.19 |
| Total (i+ii+iii) | 6,458.06 | 5,061.95 | 159.47 | 11,679.48 |

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole Time Director and/or Manager:

(₹ in Lacs)

| Sl. No | Particulars of Remuneration | Name of the Managing / Joint Managing Director | |
|-----------|---|--|--------------------------|
| | | Shri Tribhuvanprasad Kabra | Shri Mahendrakumar Kabra |
| 1 | Gross salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | 39.69 | - |
| | (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 | - | - |
| | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | - | - |
| 2 | Stock option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission | 35.30 | - |
| | as % of profit | 2.44 | - |
| | others (specify) | - | - |
| 5 | Others, please specify - Sitting Fees | - | 0.20 |
| | Total (A) | 74.99 | 0.20 |

B. Remuneration to other Directors:

(₹ in Lacs)

| | | | | | |
|------|---------------------------------------|---|-------------------|--------------|---------------------|
| 1 | Independent Directors | | | | |
| | Name Of Director | Fee for attending Board Committee Meetings | Commission | Other | Total Amount |
| i) | Mukund Chitale | 1.00 | - | - | 1.00 |
| ii) | Dr. Ajai Singh | 0.60 | - | - | 0.60 |
| iii) | Naveen Kumar Mandhana* | 0.10 | - | - | 0.10 |
| iv) | Sandeep Jhanwar | 1.60 | - | - | 1.60 |
| v) | R. Kannan | 1.00 | - | - | 1.00 |
| vi) | Prashant Deshpande | 0.90 | - | - | 0.90 |
| | Total (1) | 5.20 | - | - | 5.20 |
| 2 | Other Non Executive Directors | | | | |
| i) | Rameshwarlal Kabra | 0.20 | - | - | 0.20 |
| ii) | Satyanarayan Loya | 1.40 | - | - | 1.40 |
| iii) | Kirtidevi Kabra | 0.30 | - | - | 0.30 |
| | Total (2) | 1.90 | - | - | 1.90 |
| | Total (B) = (1 + 2) | 7.10 | - | - | 7.10 |
| | Total Managerial Remuneration | | | | 82.29 |
| | Overall Ceiling as per the Act | | | | 162.12 |

* Shri Naveen Kumar Mandhana resigned w.e.f. 31st October, 2015.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ in Lacs)

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | Total |
|---------|--|--------------------------|--------------|--------------|
| | | Company Secretary | CFO | |
| 1 | Gross Salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. | 19.93 | 18.00 | 37.93 |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | 0.15 | - | 0.15 |
| | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | - | - | - |
| 2 | Stock Option | - | - | - |
| 3 | Sweat Equity | - | - | - |
| 4 | Commission | - | - | - |
| | as % of profit | - | - | - |
| | others, specify | - | - | - |
| 5 | Others, please specify | - | - | - |
| | Total | 20.08 | 18.00 | 38.08 |

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

 There were no Penalties / Punishment / Compounding of offences for the year ending 31st March, 2016.

“Annexure II” to Directors’ Report
CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. Brief Outline of the Company’s CSR Policy:

Ram Ratna Group is dedicated to operate and develop its business in a socially responsible way with a vision to be an environmental friendly corporate citizen. As a responsible corporate citizen, we attempt to contribute for social and environment causes. Ram Ratna’s CSR policy is embedded with the Company’s core values of quality, reliability and trust guided by high standards and best practices and driven by our aspiration for excellence in the overall performance of our business.

Areas of functioning

While we strive to undertake suitable activity as specified in Schedule VII to the Companies Act, 2013 and Rules made there under that will benefit the local areas around the Company where it operates. Your Company has undertaken and completed the following projects during the year 2015-16:

- a. Installation of Computers at The Helpers of Mary, Balwatika Society, Dadra (D&NH).
- b. Women’s Chess Tournament at Kolkata.
- c. Durgavati Chatravas for girls at Vanvasi Kalyan Ashram, Randha (D&NH).

2. Composition of the CSR Committee:

| Name of the Member(s) | Nature of Directorship |
|---------------------------------|-------------------------------------|
| Shri Sandeep Jhanwar (Chairman) | Non-Executive Director/ Independent |
| Shri Satyanarayan Loya | Non-Executive Director |
| Shri Mahendrakumar Kabra | Joint Managing Director |

Shri Ramesh Chamadia acts as the Secretary to the Committee.

3. Average Net profit of the Company for the last three financial years : ₹ 1,298.93 Lacs

4. Prescribed CSR Expenditure (2% of the amount as in Sr. No. 3 above) : ₹ 25.98 Lacs

5. Details of CSR spent during the financial year:

- (a) Total amount spent for the financial year : ₹ 28.09 Lacs
- (b) Amount unspent, if any : Nil
- (c) Manner in which the amount spent during the financial year is detailed below:

(₹ in Lacs)

| CSR projects/ activities | Sector in which the Project is covered | Location where project is undertaken State (Local Area/ District) | Amount outlay (budget) Project / Program wise | Amount Spent on the Projects or Programs | Cumulative Expenditure upto the reporting period | Amount spent: Direct or through implementing agency |
|--------------------------------|---|--|--|---|--|---|
| Installation of Computers | Promoting education, including special education and employment enhancing vocational skills especially among children | The Helpers of Mary, Balwatika Ashram, Dadra & Nagar Haveli | 11.00 | 11.00 | 11.00 | Direct |
| Women’s Chess Tournament | Promotion of rural sports, nationally recognized sports and Olympic sports. | Kolkata | 6.09 | 6.09 | 6.09 | Direct |

(₹ in Lacs)

| CSR projects/ activities | Sector in which the Project is covered | Location where project is undertaken State (Local Area/ District) | Amount outlay (budget) Project / Program wise | Amount Spent on the Projects or Programs | Cumulative Expenditure upto the reporting period | Amount spent: Direct or through implementing agency |
|-------------------------------------|---|--|--|---|--|---|
| Durgavati Chatravas for Girls | Promoting education, including special education and employment enhancing vocational skills especially among children | At Randha, Dadra & Nagar Haveli | 11.00 | 11.00 | 11.00 | Direct and Through Vanvasi Kalyan Ashram |
| Total | | | 28.09 | 28.09 | 28.09 | |

6. In case the Company fails to spend the 2% of the average net profit of the last three financial years or any part thereof, the reasons for not spending the amount shall be stated in the Board Report - Not Applicable.
7. The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of your Company.

Tribhuvanprasad Kabra
Managing Director
DIN:00091375

Sandeep Jhanwar
Chairman
CSR Committee
DIN:0012490

Place : Mumbai
Date : 15th June, 2016

“Annexure III” to the Directors’ Report

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Ram Ratna Wires Limited
Mumbai

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RAM RATNA WIRES LIMITED** (hereinafter referred to as the “**Company**”), a public company listed on BSE Limited. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; and
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

The following regulations and guidelines prescribed under the SEBI Act were not applicable to the Company during the Audit Year as there were no events during the Audit Year attracting the applicability of these regulations and guidelines:

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

We have also examined compliance by the Company with the applicable clauses of the Listing Agreement entered into by the Company with the Stock Exchange, including compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

During the Audit Year, the Company has complied with the provisions of the Act, Rules, Regulations, etc. mentioned above.

The Secretarial Standards issued by the Institute of Company Secretaries of India were applicable effective 1st July, 2015 and the Company has complied with the requirements as laid down in Secretarial Standards – 1 and Secretarial Standards – 2 in relation to the board and general meetings and resolutions.

We further report that having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- (i) Factories Act, 1948; and
- (ii) Environment Protection Act, 1986 and other environmental laws.

We further report that, based on the information provided by the Company, respective department heads and other officers, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws, such as labour laws, legal metrology related rules, dangerous goods and petroleum storage related laws and Motor Vehicles Act.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit Year there were no specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

For **KHANNA & CO.**
Practicing Company Secretary

Place : Mumbai
Dated : 15th June, 2016

Anup Vaibhav C Khanna
Partner
ACS No.: 6786
COP No.: 12906

“Annexure IV” to Director’s Report

Information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- A. Ratio of remuneration of each Director to the median remuneration of all the employees of the Company for the financial year 2015-16 is as follows:

(₹ in Lacs)

| Name of Director(s) | Remuneration Per Annum | Ratio of remuneration of Director to the Median Remuneration |
|----------------------------|------------------------|--|
| Shri Rameshwarlal Kabra | 0.20 | 0.11 |
| Shri Tribhuvanprasad Kabra | 74.99 | 40.01 |
| Shri Mahendrakumar Kabra | 0.20 | 0.11 |
| Shri Satyanarayan Loya | 1.40 | 0.75 |
| Smt. Kirtidevi Kabra | 0.30 | 0.16 |
| Shri Mukund Chitale | 1.00 | 0.53 |
| Dr. Ajai Singh | 0.60 | 0.32 |
| Shri Naveen Kumar Mandhana | 0.10 | 0.05 |
| Shri Sandeep Jhanwar | 1.60 | 0.85 |
| Shri R Kannan | 1.00 | 0.53 |
| Shri Prashant Deshpande | 0.90 | 0.48 |

Notes:

- The aforesaid details are calculated on the basis of remuneration for the financial year 2015-16.
- Median remuneration of the Company for all its employees is ₹ 1.87 Lacs for the financial year 2015-16.

- B. Details of percentage increase in the remuneration of each Director, CFO & Company Secretary in the financial year 2015-16 are as follows:

(₹ in Lacs)

| Name | Designation | Remuneration | | Increase (%) |
|----------------------------|-------------------------|--------------|---------|--------------|
| | | 2015-16 | 2014-15 | |
| Shri Rameshwarlal Kabra | Chairman | 0.20 | 0.20 | * |
| Shri Tribhuvanprasad Kabra | Managing Director | 74.99 | 77.04 | (2.67)% |
| Shri Mahendrakumar Kabra | Joint Managing Director | 0.20 | 0.40 | * |
| Shri Satyanarayan Loya | Director | 1.40 | 0.90 | * |
| Smt. Kirtidevi Kabra | Director | 0.30 | 0.20 | * |
| Shri Mukund Chitale | Director | 1.00 | 1.00 | * |
| Dr. Ajai Singh | Director | 0.60 | 0.50 | * |
| Shri Naveen Kumar Mandhana | Director | 0.10 | 0.50 | * |
| Shri Sandeep Jhanwar | Director | 1.60 | 1.00 | * |
| Shri R Kannan | Director | 1.00 | 0.60 | * |
| Shri Prashant Deshpande | Director | 0.90 | 0.30 | * |
| Shri Hemant Kabra | Chief Financial Officer | 18.00 | 11.66 | 54.37% |
| Shri Ramesh Chamadia | Company Secretary | 20.08 | 19.79 | 1.47% |

- * Percentage increase in Remuneration not given as only sitting fees is paid to them as per their attendance in Board and Committee meetings and there is increase in sitting fees paid to Directors from ₹ 10,000 per meeting to ₹ 20,000 per meeting.

C. Percentage increase in the median remuneration of all employees in the financial year 2015-16:

The percentage increase in median remuneration of the employees in the financial year remained same as previous year. The average increase for employees eligible for increment was around 13%

D. Number of permanent employees on the rolls of the Company as on 31st March, 2016: 556 Employees

E. Explanation on the relationship between average increase in remuneration and Company Performance:

The increase in average remuneration of all employees in the financial year 2015-16 as compared to the financial year 2014-15 was 11%. The average increase in remuneration is largely dependent on market movements with the view to achieve higher retention of our employees. Revenue from operation was ₹ 71,904.81 Lacs as compared to ₹ 74,091.18 Lacs in the previous year.

F. Comparison of the remuneration of the Key Managerial Personnel against the performance of Your Company:

The remuneration of Key Managerial Personnel increased by 5.57% in 2015-16, compared to 2014-15, which was necessitated considering overall operation and size of the Company.

G. Details of Share Price and Market Capitalization:

The details of variation in the market capitalization and price earnings ratio as at the closing date of the current and previous financial years are as follows:

The market capitalisation as on March 31, 2016 was ₹ 7,700 Lacs and as on March 31, 2015 was ₹ 10,032 Lacs and Price earnings ratio of the Company as at March 31, 2016 was 8.24 and as on March 31, 2015 was 10.22

H. Comparison of average percentage increase in salary of employees other than the key managerial personnel and the percentage increase in the key managerial remuneration:

| | 2015-16 | 2014-15 | Increase (%) |
|---|---------|---------|--------------|
| Average Salary of all employees (other than key managerial personnel) | 2.55 | 2.30 | 11.00 |
| Key Managerial Personnel | | | |
| - Salary of MD | 74.99 | 77.04 | (2.67) |
| - Salary of CFO &CS | 38.08 | 31.45 | 21.08 |

I. Key Parameters for the variable component of remuneration paid to Director's:

The key parameters for the variable component of remuneration to the Directors are decided by the Nomination and Remuneration Committee in accordance with the principles laid down in the Nomination and Remuneration Policy.

J. There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.

K. Affirmation:

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of your Company.

“Annexure V” to Directors’ Report

Information as required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and forming part of the Directors’ Report for the year ended 31st March, 2016.

A. CONSERVATION OF ENERGY

Conservation of energy is one of the most effective means to check Global warming and consequent climate change which can lead to disaster to our planet, Mother earth.

This is of great concern to nations all over the world and hence, efforts are being made internationally at highest levels to minimize the effect of global warming

Your company has been vigorously striving to conserve energy in all its forms i.e. electricity, fuel, water etc. by adopting up to date, efficient Energy Management Systems(EnMS) of National as well as International Standards. Action program includes, technological upgradation of both machines and processing methods, monitoring of energy consumption on regular basis, energy consumption analysis, periodic internal auditing, corrective and preventive action, in case of any deviation from target level to achieve higher energy efficiency.

Energy conservation is a collective effort within the company. In order to percolate the awareness on energy conservation among all level of employees, Seminars & training programs have been conducted periodically, Company’s Energy Policy and tips for energy saving were displayed in flex boards at important location throughout the factory.

In recognition to it’s contribution in this regard, Salasar Copper Unit-1 of your Company has been awarded ISO 50001:2011 Energy Management System by TUV Rheinland (India) P. Ltd. In fact, your company is amongst the few who have been awarded this certificate by TUV Rheinland.

B. TECHNOLOGY ABSORPTION

Your company continues to import high speed energy efficient Wire Enamelling machines, Special purpose machines for processing value added products, and on line process monitoring systems which improves quality of products and reduces its wastage, while enhancing better customer satisfaction. Your Company continues to develop value added products like corona resistant wires, triple insulated wires as per customer’s requirements, keeping pace with developments across the world.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|-------------------------------|------------------|-----------|
| Total Foreign Exchange earned | 4,765.61 | 5,828.66 |
| Total Foreign Exchange spent | 21,003.93 | 26,875.03 |

Place : Mumbai
Date : 15th June, 2016

For and on behalf of the Board

Rameshwarlal Kabra
Chairman
DIN 00150875

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on code of Corporate Governance

Your Company believes that Corporate Governance is a prerequisite for attaining sustainable growth in this competitive world. It is your Company's unending mission to regularly nurture and develop steadfast professionalism, astute accountability and increased disclosures by taking all steps necessary towards superior growth in its value for its stakeholders. The Securities and Exchange Board of India ("SEBI") on 2nd September, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") with an aim to consolidate and streamline the provisions of the Listing Regulations for different segments of capital markets to ensure better enforceability. The Listing Regulations were effective from 1st December, 2015.

A report on compliance with the principles of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of Listing Regulations is given below:

1) Board of Directors:

1.1 Composition and Category of Directors:

At our Company, the Board is at the core of the Corporate Governance practice. Your Company has an optimum mix of eminent personalities on the Board of Directors with members from diverse experience and expertise. Out of 10 members on its Board, 5(Five) are Independent Directors. The Chairman of the Board is a Non-Executive Director.

The composition and other details of Board of Directors of the Company as on 31st March, 2016 is as under:

| Name of the Directors | Relationship of Directors with each other | Nature of Directorship | Shareholding in the Company (No. of Shares) |
|----------------------------|---|-------------------------------------|---|
| Shri Rameshwarlal Kabra | Father of Shri Tribhuvanprasad Kabra & Shri Mahendrakumar Kabra | Non Executive Chairman/ Promoter | 1,05,200 |
| Shri Tribhuvanprasad Kabra | Son of Shri Rameshwarlal Kabra | Managing Director | 4,35,466 |
| Shri Mahendrakumar Kabra | Son of Shri Rameshwarlal Kabra | Joint Managing Director | 18,67,966 |
| Shri Satyanarayan Loya | Father-in-Law of Shri Tribhuvanprasad Kabra | Non-Executive Director | 21,400 |
| Smt. Kirtidevi Kabra | Daughter-in-law of Shri Rameshwarlal Kabra | Non-Executive Director | 9,82,200 |
| Shri Mukund Chitale | - | Non-Executive/ Independent Director | Nil |
| Shri Sandeep Jhanwar | - | Non-Executive/ Independent Director | Nil |
| Shri R. Kannan | - | Non-Executive/ Independent Director | Nil |
| Shri Prashant Deshpande | - | Non-Executive/ Independent Director | Nil |
| Dr. Ajai Singh | - | Non-Executive/ Independent Director | Nil |

1.2 Board's functioning and Procedure:

The dates for meetings of the Board of Directors and its Committees are scheduled in advance and published as a part of the Annual Report. The Agenda and the explanatory notes are circulated well in advance to the Directors in accordance with the Secretarial Standards. The Managing Director/ Jt. Managing Director make presentations to the Board on matters including but not limited to the Company's performance, operations, plans, etc. The Board has complete access to any information within your Company which includes the information as specified in Regulation 17 of the Listing Regulation.

The draft minutes of the Board and its Committees are sent to the members for their comments and then the minutes are entered in the minutes book within 30 days of the conclusion of the meeting.

Familiarisation Programme

Your Company has in place a structured induction and familiarization programme for all its Directors including the Independent Directors. Your Company through such programmes familiarizes not only the Independent Directors but any new appointee on the Board with a brief background of your Company, their roles, rights, responsibilities, nature of the industry in which it operates, business model operations, ongoing events, etc. They are updated on all business related issues and new initiatives. They are also informed of the important policies of your Company including the Code of Conduct for Directors and Senior Management Personnel and the Code of Conduct for Prevention of Insider Trading.

Brief details of the familiarization programme are uploaded on the website of your Company and can be accessed through the following link: www.rrshramik.com/investor-centre/corporate-governance.

i) Independent Directors' Meeting

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Clause 49 of the Listing Agreement and new Regulation 25(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a meeting of the Independent Directors of the Company was held on 3rd March, 2016 without the attendance of other non-Independent Directors and members of the Management. All the Independent Directors were present at the meeting.

ii) Evaluation of Board Effectiveness

In terms of applicable provisions of the Companies Act, 2013 read with Rules framed thereunder and Part D of Schedule II of the Listing Regulations and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board, its Committees along with performance evaluation of each Director to be carried out on an annual basis. Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2015-16. Structured questionnaires were prepared to evaluate the performance of the Board as a whole, individual performance of each Director and self – assessment carried out by the Directors. These assessment sheets with respect to the evaluation of the performance of the Directors were based on various aspects which, inter alia, included assessment of the level of participation, understanding of the role and responsibilities, understanding of the business and competitive environment, effectiveness of the contributions made during the Board meetings, understanding of the strategic issues and challenges for your Company etc. In assessing the overall performance of the Board, the parameters included the assessment of time devoted by the Board on the Company's long term goals and strategies, Board effectiveness, quality of discussions at the meetings of the Board, time spent and quality of discussions on key subjects like risk assessment and minimization, succession planning, discharging fiduciary and governance duties and performance of specific duties. The questionnaires for assessing the performance of the Committees of the Board included aspects like understanding of the terms of reference by the Committee members, adequacy of the composition of the Committees, effectiveness of the discussions at the Committee meetings, information provided to the Committee to discharge its duties, performance of the Committee vis-à-vis its responsibilities, etc. The Chairman of the Nomination and Remuneration Committee plays a vital role in undertaking the evaluation of performance for the Board and the Directors.

iii) Number of Board Meetings held and the dates on which held During the financial year ended 31st March, 2016, five (5) meetings of the Board of Directors were held on 30th May, 2015, 27th July, 2015, 31st October, 2015, 6th February, 2016 and 15th March, 2016.

Attendance of Directors at Board meetings held during the year 2015-16, last Annual General Meeting and number of other Directorships and Chairmanships / Memberships of Committees held by each Director in various Companies is as under :

| Names of the Directors | No. of Board Meetings during the year- Five | Attended last AGM | Number of other | | |
|-----------------------------|---|-------------------|-----------------|-----------------------|-------------------------|
| | Attended | | Director-ships | Committee Memberships | Committee Chairmanships |
| Shri Rameshwarlal Kabra | 2 | No | 2 | - | - |
| Shri Tribhuvanprasad Kabra | 3 | Yes | 3 | - | - |
| Shri Mahendrakumar Kabra | 5 | Yes | 2 | - | - |
| Shri Satyanarayan Loya | 5 | Yes | 3 | - | - |
| Smt. Kirtidevi Kabra | 2 | Yes | 3 | - | - |
| Shri Mukund Chitale | 3 | Yes | 10 | 5 | 2 |
| Dr. Ajai Singh* | 2 | Yes | - | - | - |
| Shri Naveen Kumar Mandhana* | 1 | Yes | 4 | - | - |
| Shri Sandeep Jhanwar | 5 | Yes | - | - | - |
| Shri R. Kannan | 3 | Yes | 11 | 1 | 3 |
| Shri Prashant Deshpande | 5 | Yes | 1 | - | - |

Note: Private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 are excluded for the purposes of reckoning limit of committees. Only audit committee and stakeholders' relationship committee are considered for the purpose of committee positions as per Listing Agreement and new Regulation 26(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

*Dr. Ajai Singh resigned w.e.f. 27th July, 2015, Shri Naveen Kumar Mandhana resigned w.e.f. 31st October, 2015 and Dr. Ajai Singh was appointed as an Independent Additional Director w.e.f. 6th February, 2016.

None of the Director is a member of the Board of more than 10 Companies in terms of Section 165 of the Companies Act, 2013 or a member in more than 10 committees or Chairman in more than 5 committees across all companies in which he is a Director in terms of Listing Agreement and new Regulation 26(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

iv) Information placed before the Board of Directors

The Board is presented with all the materially significant information of the Company. The agenda papers with relevant explanatory notes and material documents relating to matters for perusal of the Board / Committee are circulated in advance, so as to facilitate discussions and informed decision-making in the meeting. The information regularly provided to the Board includes, inter alia, the following:

- a) Operating plans of business, capital budgets and other updates,
- b) Minutes of the meetings of the Audit Committee and other Committees,
- c) Legal compliance report and certificates,
- d) Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any,
- e) Any material default in financial obligations to and by the Company or substantial non-payment of goods sold by the Company, if any,
- f) Materially important litigations, show cause, demand, prosecution and penalty notices, if any,
- g) 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.,
- h) Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer, etc.,
- i) Issues relating to shareholders such as ratification of transfers, demat status, pending grievances, issue of duplicate share certificates, etc.,
- j) Contracts in which Director(s) are deemed to be interested,
- k) Details of investment of surplus funds available with the Company,
- l) General disclosure of interest of Directors,
- m) Appointment, remuneration and resignation of Directors,
- n) Details of any joint venture, etc.,
- o) Quarterly, Half yearly and Annual Financial results of the Company and its Business Segments,
- p) Appointment of Statutory Auditors, Cost Auditors, Secretarial Auditors and Internal Auditors,
- q) Dividend declaration,
- r) Reconstitution of Committees of the Company,
- s) The information on recruitment and remuneration of Senior Officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary,
- t) Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company,
- u) Sale of material nature, of investments, subsidiaries, assets, which is not in normal course of business,
- v) Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material,
- w) Generally, all other matters which are material in nature and are required to be presented to the Board.

v) 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 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 / Committee for noting by the Board / Committee respectively.

Non-executive Directors' compensation and disclosures

All non-executive Directors, including Independent Directors, are paid only sitting fees for attending the Board and Committee meetings. The sitting fees paid to non-executive Directors is fixed by the Board of Directors and is within the limits prescribed under the Companies Act, 2013 and Rules made there under.

vi) Compliance

The Company Secretary is responsible for and is required to ensure adherence to all the applicable laws and regulations including the Companies Act, 2013 read with the Rules issued there under, Listing Agreement and other applicable laws, if any.

1.3 Committees of the Board:

I. Audit Committee:

a) Primary objectives of the Audit Committee:

The Audit Committee is, inter alia, entrusted with the responsibility to monitor the financial reporting, audit process, determine the adequacy of internal controls, evaluate and approve transactions with related parties, disclosure of financial information and recommendation of the appointment of Statutory Auditors. The composition of the Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The members of the Audit Committee are financially literate and have experience in financial management. The Committee invites the Managing Director, CFO & Company Secretary, Statutory Auditor and Internal Auditor to attend the meetings of the Committee.

The Audit Committee meets the Statutory Auditors and the Internal Auditor independently without the management at least once in a year.

b) Broad terms of reference of the Audit Committee:

The Audit Committee is empowered, pursuant to its terms of reference and its role, inter alia, includes the following:

- i. 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.
- ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity.
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
- v. Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency and making appropriate recommendations to the board to take up steps in this matter;
- vii. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the Company with related parties.
- ix. Scrutiny of inter-corporate loans and investments.
- x. Valuation of undertakings or assets of the listed entity, wherever it is necessary;

- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing with the management, performance of statutory and internal auditors and adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv. Discussion with internal auditors of any significant findings and follow up there on.
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. To review the functioning of the Whistle Blower mechanism.
- xix. Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate.
- xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

c) Composition, name of members and Chairman:

The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year ended 31st March, 2016 is detailed below:

1. Shri Sandeep Jhanwar, Chairman
2. Shri Mukund Chitale, Member
3. Shri Satyanarayan Loya, Member
4. Shri R. Kannan, Member

Shri Ramesh Chamadia, Company Secretary, acts as the Secretary to the Committee.

d) Meetings and attendance during the year:

During the financial year ended 31st March, 2016, four (4) Audit Committee Meetings were held on 30th May, 2015, 27th July, 2015, 31st October, 2015 and 6th February, 2016. The table hereunder gives the attendance record of the Audit Committee members.

| Name of the Audit Committee Members | Category | No. of meetings attended |
|-------------------------------------|-------------------------------------|--------------------------|
| Shri Sandeep Jhanwar (Chairman) | Non-Executive, Independent Director | 4 |
| Shri Mukund Chitale | Non-Executive, Independent Director | 3 |
| Shri Satyanarayan Loya | Non-Executive Director | 4 |
| Shri R. Kannan | Non-Executive, Independent Director | 3 |

II. Nomination & Remuneration Committee:

a) Brief description and terms of reference:

The role of the Nomination and Remuneration Committee is governed by its Charter and its composition is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. The Nomination & Remuneration Committee comprises of the following members:

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

All the members of the Committee are Non-Executive Directors.

Shri Ramesh Chamadia, Company Secretary, acts as the Secretary to the Committee.

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.

During the financial year ended 31st March, 2016, Nomination & Remuneration Committee Meetings were held on 30th May, 2015 and 27th July, 2015. Shri Sandeep Jhanwar, Chairman of the Nomination & Remuneration Committee had attended the last Annual General Meeting held on 21st September, 2015. The table hereunder gives the attendance record of the Nomination & Remuneration Committee members:

| Name of the Nomination & Remuneration Committee Members | Category | No. of meetings attended |
|---|-------------------------------------|--------------------------|
| Shri Sandeep Jhanwar (Chairman) | Non-Executive, Independent Director | 2 |
| Shri Mukund Chitale | Non-Executive, Independent Director | 2 |
| Shri Satyanarayan Loya | Non-Executive Director | 2 |
| Dr. Ajai Singh* | Non-Executive, Independent Director | 1 |

* Dr. Ajai Singh resigned w.e.f. 27th July, 2015.

The Nomination and Remuneration Committee is empowered, pursuant to its terms of reference, inter alia, to:

1. Identify persons who are qualified to become directors and persons who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal,
2. Carry on the evaluation of every Directors' performance,
3. Formulate criteria for determining qualifications, positive attributes and independence of a Director,
4. Recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees,
5. Formulate criteria for evaluation of Independent Directors and the Board,
6. Devise a policy on Board Diversity,
7. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors and
8. Undertake any other matters as the Board may decide from time to time.

b) Remuneration Policy:

Your Company has formulated a Remuneration Policy which is applicable to all the Directors and senior managerial personnel of the Company.

The Remuneration Policy of the Company provides the following:

1. The Key Objectives of the Nomination and Remuneration Committee;
2. Responsibilities of the Nomination and Remuneration Committee;
3. Principles, including appointment criteria, remuneration, evaluation, removal, retirement, disclosures and dissemination of information in relation to the remuneration and the policy.

Pursuant to the Remuneration Policy, Non-Executive Directors are paid sitting fees for each meeting of the Board and certain 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 is recommended by the Nomination & Remuneration Committee, approved by the Board and is within the limits set by the Shareholders at the General Meeting.

c) **Details of Remuneration paid to the Directors for the Financial Year ended 31st March, 2016 are as under:**

Executive Directors

(₹ in Lacs)

| Name & Position | Pay & Allowance | Perquisites | Total | Retirement Benefits |
|---|-----------------|-------------|-------|---------------------|
| Shri Tribhuvanprasad Kabra, Managing Director | 74.99 | Nil | 74.99 | Nil |
| Shri Mahendrakumar Kabra, Joint Managing Director | 0.20* | Nil | Nil | Nil |

* Sitting fees.

Non-Executive Directors

(₹ in Lacs)

| Name of the Directors | Sitting Fees paid for attending Meetings of | | | |
|----------------------------|---|-----------------|-------------------------------|------------------------|
| | Board | Audit Committee | Independent Directors Meeting | Remuneration Committee |
| Shri Rameshwarlal Kabra | 0.20 | Nil | Nil | Nil |
| Shri Satyanarayan Loya | 0.70 | 0.50 | Nil | 0.20 |
| Smt. Kirtidevi Kabra | 0.30 | Nil | Nil | Nil |
| Shri Mukund Chitale | 0.30 | 0.30 | 0.20 | 0.20 |
| Dr. Ajai Singh | 0.30 | Nil | 0.20 | 0.10 |
| Shri Naveen Kumar Mandhana | 0.10 | Nil | Nil | Nil |
| Shri Sandeep Jhanwar | 0.70 | 0.50 | 0.20 | 0.20 |
| Shri R. Kannan | 0.40 | 0.40 | 0.20 | Nil |
| Shri Prashant Deshpande | 0.70 | Nil | 0.20 | Nil |

III. Stakeholders Relationship Committee:

The composition of the Stakeholder Relationship Committee is in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. This Committee comprises of the following members:

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

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

Meetings and Attendance:

During the financial year ended 31st March, 2016, six (6) Stakeholders Relationship Committee Meetings were held i.e. on 15th May, 2015, 15th July, 2015, 21st August, 2015, 25th September, 2015, 14th October, 2015 and 8th March, 2016. The table hereunder gives the attendance record of the Stakeholders Relationship Committee members.

| Name of the Stakeholders Relationship Committee members | Category | No. of meetings attended |
|---|------------------------|--------------------------|
| Shri Satyanarayan Loya, Chairman | Non-Executive Director | 6 |
| Shri Rameshwarlal Kabra, Member | Non-Executive Director | 6 |

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

During the year, the Company has received no investor complaints.

As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 meet once in a fortnight or as and when required to approve all the matters related to shares i.e. share transfers, transmissions, dematerialization and re-materialization of shares, etc.

IV. Corporate Social Responsibility (CSR) Committee:

a) Terms of reference:

The composition of the CSR Committee is in alignment with provisions of Section 135 of the Companies Act, 2013.

The CSR policy has been laid down and recommended by the Committee for its necessary implementation. Your Company believes in inclusive growth and reach out to assist the communities around them - not because it is the magic formula for sustainability, but simply because that is, and always has been, part of the collective character of your Company.

The CSR Committee is empowered pursuant to its terms of reference, inter alia, to:

1. Recommend the amount of expenditure to be incurred on the CSR activities,
2. Monitor implementation and adherence to the CSR Policy of the Company from time to time,
3. Prepare a transparent monitoring mechanism for ensuring implementation of the projects / programmes / activities proposed to be undertaken by the Company and
4. Such other activities as the Board of Directors may determine from time to time.

b) Scope:

The initiatives undertaken by your Company during the financial year 2015-16 in CSR are providing of Computers at Balwatika Girls Hostel at Dadra (D&NH), participating by way of sponsorship for the women's chess tournament at Kolkatta and contributing through the Vanvasi Kalyan Ashram for the Durgavati Chatravas for girls at Randha (D&NH). The details of all these activities have been provided in the Annual Report.

c) Composition:

Under Section 135 of the Companies Act, 2013 read with the (Corporate Social Responsibility) Rules, 2014 every Company is required to constitute a CSR Committee. This Committee comprises of the following members:

1. Shri Sandeep Jhanwar, Chairman
2. Shri Satyanarayan Loya, Member
3. Shri Mahendrakumar Kabra, Member

Shri Ramesh Chamadia, Company Secretary, acts as the Secretary to the Committee.

d) Meetings and Attendance:

During the financial year ended 31st March, 2016, three (3) CSR Committee Meetings were held i.e. on 30th May, 2015, 31st October, 2015 and 6th February, 2016. The table hereunder gives the attendance record of the CSR Committee members.

| Name of the CSR Committee members | Category | No. of meetings attended |
|-----------------------------------|-------------------------------------|--------------------------|
| Shri Sandeep Jhanwar (Chairman) | Non-Executive, Independent Director | 3 |
| Shri Satyanarayan Loya | Non-Executive Director | 3 |
| Shri Mahendrakumar Kabra | Joint Managing Director | 3 |

The details of the CSR initiatives of the Company form part of the Director's Report in the Annual Report. The CSR Policy has been placed on the website of the Company and can be accessed through the following link:

www.rshramik.com/investor-centre/corporate-governance.

V. Risk Management Committee:

a) Terms of Reference

The Board of Directors has constituted a Risk Management Committee and defined its roles and responsibilities in accordance with the provisions of Regulation 21 of the Listing Regulations. The Committee's terms of reference, inter alia, include framing risk management policy and identifying Company's risk appetite set for various elements of risk, review the risk management practices & structures and recommend changes to ensure their adequacy, approve & review the risk treatment plans put in place by management and ensure adequacy of risk management practices in the Company.

It prescribes the roles and responsibilities of various stakeholders within the Company, the structure for managing risks and the framework for risk management.

This policy and the Internal Financial Controls comprehensively address the key strategic / business risks and operational risks respectively.

b) Scope:

The Committee shall be responsible for framing, implementing and monitoring the risk management plan for the Company.

c) Composition:

The Committee comprises of the following members:

1. Shri Tribhuvanprasad Kabra, Chairman
2. Shri Satyanarayan Loya
3. Shri Mahendrakumar Kabra
4. Shri Hemant Kabra - CFO
5. Shri Iqbal Singh – AGM - Finance

Shri Ramesh Chamadia, Company Secretary, acts as the Secretary to the Committee.

d) Meetings and Attendance:

During the financial year ended 31st March, 2016, two (2) Risk Management Committee Meetings were held on 7th November, 2015 and 13th February, 2016. The table hereunder gives the attendance record of the Risk Management Committee members.

| Name of the Risk Management Committee Members | Category | No. of meetings attended |
|---|-------------------------|--------------------------|
| Shri Tribhuvanprasad Kabra, Chairman | Managing Director | 2 |
| Shri Satyanarayan Loya | Non-Executive Director | 1 |
| Shri Mahendrakumar Kabra | Joint Managing Director | 2 |
| Shri Hemant Kabra | CFO | 2 |
| Shri Iqbal Singh | AGM - Finance | 2 |

2) 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 |
|------|------------|---|------------|------------------------------|
| 2013 | 26-08-2013 | Sunville, 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018 | 11:00 a.m. | None |
| 2014 | 23-09-2014 | Sunville, 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018 | 11:00 a.m. | Three |
| 2015 | 21-09-2015 | Sunville, 9, Dr. Annie Besant Road, Worli, Mumbai – 400 018 | 11:00 a.m. | Two |

3) Secretarial Compliance Report:

- a.** A Secretarial Audit on the compliance of corporate laws and SEBI Regulations was conducted as per the provisions of Section 204 of Companies Act, 2013 by M/s. Khanna & Co., Practicing Company Secretaries during the financial year ended 31st March, 2016.

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 |
|----------------------------------|--------------------------------|
| 30 th June, 2015 | 17 th July, 2015 |
| 30 th September, 2015 | 15 th October, 2015 |
| 31 st December, 2015 | 29 th January, 2016 |
| 31 st March, 2016 | 26 th April, 2016 |

4) **Quarterly Compliance Report on Corporate Governance:**

The Company has submitted for each of the four quarters during the year 2015-16, the Compliance Report on Corporate Governance to the Stock Exchange Limited in the prescribed format within 15 days from the close of the respective quarters.

5) **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 Financial Statements forming part of this Annual Report. All the transactions are in ordinary course of business and on an arm's length basis and approved by the Audit Committee.

(ii) **Disclosure of Accounting Treatment:**

In the preparation of financial statements, the Company has followed Accounting Standards and the financial statements represent true and fair view of the underlying business transaction.

(iii) **Compliances by the Company:**

Your Company has complied with all the requirements of the Stock Exchange and the Securities Exchange Board of India (SEBI) on matters related to Capital Markets. There were no penalties imposed or strictures passed against the Company by the statutory authorities in this regard.

(iv) **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. The Company has laid down a Vigil Mechanism Policy on its website.

(v) **Code of Conduct:**

Your Company has adopted a Code of Conduct for all the employees including Board Members and Senior Management Personnel of the Company in accordance with the requirement of Regulation 17(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Code of Conduct has been posted on the website of the Company. All the Board Members and the Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year ended 31st March, 2016. The declaration to this effect signed by the Managing Director of the Company forms part of this Report.

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

The Company has complied with the mandatory requirements of the Corporate Governance in accordance with erstwhile Clause 49 of the Listing Agreement and new regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, your Company has adopted non-mandatory requirements of Regulation 27(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as mentioned below:

(i) **The Board**

The Chairman of the Company is entitled to a Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties.

(ii) **Audit qualifications**

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

(iii) **Separate posts of Chairman and CEO**

The Company have appointed separate persons to the post of Chairman and CEO.

(iv) **Reporting of Internal Auditor**

The Internal auditor may report directly to the Audit Committee.

6) **Means of Communication:**

1. **Publication of Results:**

Quarterly, half-yearly and annual financial results of the Company were published in leading English and vernacular language newspaper, viz., Economic Times, Times of India Surat Edition and Maharashtra Times.

2. Website and News Releases:

In compliance with Regulation 46 of the Listing Regulations, a separate dedicated section under 'Investors' on the Company's website gives information on various announcements made by the Company, Annual Report, Quarterly/ Halfyearly/Nine-months and Annual financial results along with the applicable policies of the Company.

3. Stock Exchange:

Your Company makes timely disclosures of necessary information to BSE Limited in terms of the Listing Regulations and other rules and regulations issued by the SEBI.

4. BSE Corporate Compliance & the Listing Centre :

BSE Listing is a web-based application designed by BSE for corporates. All periodical compliance filings, inter alia, shareholding pattern, Corporate Governance Report, corporate announcements, amongst others are in accordance with the Listing Regulations filed electronically.

7) **Certificate on Corporate Governance:**

As required by erstwhile Clause 49 of Listing Agreement and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate issued by M/s. Khanna & Co., Practicing Company Secretaries, regarding compliance with Corporate Governance norms is given as an annexure to the Board's Report.

8) **CEO/ CFO declaration:**

As required by erstwhile Clause 49 of Listing Agreement and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO / CFO certificate for the financial year ended 31st March, 2016, signed by Shri Tribhuvanprasad Kabra, Managing Director and Shri Hemant Kabra, CFO is annexed herewith and forms a part of this Report.

9) **General Shareholders Information: Annual General Meeting**

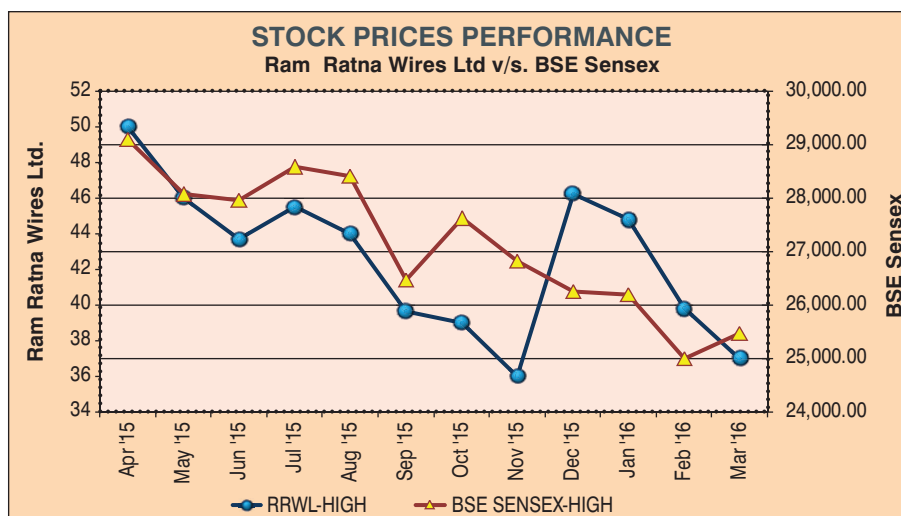
| | | | |
|--|---|---|---|
| (i) Date and Time | | : | Saturday, 24 th September, 2016, 11:30 a.m. |
| Venue | | : | Sunville, 9, Dr. Annie Besant Road, Worli, Mumbai 400018 |
| (ii) Financial Calendar (tentative and subject to change) | Reporting for Un-audited Financial Results for the quarter ending | | |
| | June 30, 2016 | : | On or around 14 th August, 2016 |
| | September 30, 2016 | : | On or around 14 th November, 2016 |
| | December 31, 2016 | : | On or around 14 th February, 2017 |
| | March 31, 2017 | : | On or around 14 th May, 2017 |
| | Annual General Meeting | : | On or around 30 th September, 2017 for year ending 31 st March, 2017 |
| (iii) Dates of book closure | | : | 18 th September, 2016 to 24 th September, 2016 |
| (iv) Dividend Payment Date | | : | For Interim Dividend for FY 2015-16 declared on 15 th March, 2016 was paid in March 2016. |
| (v) Registered Office | | : | Ram Ratna House, Oasis Complex, P.B.Marg, Worli, Mumbai -400013. Tel. No.: 91-22-2492 4144/2494 9009 Fax No.: 91-22-2491 0819 Email: madan.vaishnawa@rrglobal.in |
| (vi) Listing of Equity Shares | | | |
| (a) Stock Exchange | | : | The Equity Shares of the Company are listed on BSE Limited |
| (b) Depository | | : | Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Ltd. (NSDL) |
| Annual Listing Fees as prescribed has been paid for the year 2016 – 2017. | | | |

| | | |
|--|---|---|
| (vii) Stock Exchange Code | : | BSE Limited – 522281 |
| (viii) Disclosures regarding appointment / re-appointment of Directors: | : | <p>Pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Mahendrakumar Kabra and Shri Rameshwarlal Kabra shall retire by rotation at the forthcoming Annual General Meeting.</p> <p>Dr. Ajai Singh appointed as an Independent Additional Director w.e.f. 6th February, 2016 and whose term of office expires at the ensuing Annual General Meeting of the Company is proposed to be appointed as an Independent Director of the Company.</p> <p>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 appended to the notice of the Meeting.</p> |

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

Monthly high and low at the BSE Limited for financial year ended 31st March, 2016:

| Month | Volume of Shares | Bombay Stock Exchange Limited | | BSE Indices |
|-----------------|------------------|-------------------------------|-----------|-------------|
| | | High (Rs.) | Low (Rs.) | High |
| April, 2015 | 1,06,257 | 50.00 | 42.50 | 29,094 |
| May, 2015 | 60,778 | 46.00 | 40.10 | 28,071 |
| June, 2015 | 72,907 | 43.70 | 37.00 | 27,968 |
| July, 2015 | 1,61,933 | 45.50 | 37.70 | 28,578 |
| August, 2015 | 1,75,802 | 44.00 | 36.50 | 28,417 |
| September, 2015 | 49,757 | 39.65 | 35.50 | 26,471 |
| October, 2015 | 57,585 | 39.00 | 35.75 | 27,618 |
| November, 2015 | 60,449 | 36.00 | 30.50 | 26,824 |
| December, 2015 | 2,00,445 | 46.25 | 35.45 | 26,256 |
| January, 2016 | 95,209 | 44.80 | 35.10 | 26,197 |
| February, 2016 | 30,249 | 39.80 | 30.50 | 25,002 |
| March, 2016 | 56,710 | 37.00 | 32.65 | 25,479 |



(x) Registrar and Share Transfer Agent:

The Company's shares being in compulsory dematerialized (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 15 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 2015-16 was 2,400 shares.

(xi) Share Transfer System:

- a) 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 dematted 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.
- b) The Stakeholders' Relationship Committee meets as often as required. As per erstwhile Clause 49 of the Listing Agreement and new regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.
- c) Nomination facility for shareholding: As per the provisions of the amended Companies Act, 2013, facility for making nomination is available to Shareholders in respect of shares held by them. Nomination forms can be obtained from the share transfer agents or can be downloaded from company's website.
- d) 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.
- e) During the year under review, the Company has credited Rs. 2.15 Lacs lying in the unclaimed dividend account, to the Investor Education and Protection Fund (IEPF) pursuant to Section 205A of the Companies Act, 1956 & Section 124 of Companies Act, 2013 read with the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001.
- f) Unclaimed dividends: The Company is required to transfer dividends which have remained unclaimed for a period of seven years to the Investor Education & Protection Fund established by the Government. Unclaimed dividend for the year 31st March, 2009, if any, will be transferred to the Investor Education and Protection Fund within the prescribed time-limit.

(xii) Dividend History

(₹ in Lacs)

| Financial Year | Dividend % | Total Dividend | Unclaimed |
|-------------------|------------|----------------|-----------|
| 2008-09 | 7.50 | 82.50 | 1.49 |
| 2009-10 | 20.00 | 220.00 | 3.38 |
| 2010-11 | 20.00 | 220.00 | 3.34 |
| 2011-12 | 15.00 | 165.00 | 2.75 |
| 2012-13 | 15.00 | 165.00 | 2.81 |
| 2013-14 | 15.00 | 165.00 | 2.97 |
| 2014-15 | 20.00 | 220.00 | 3.78 |
| 2015-16 (Interim) | 15.00 | 165.00 | 8.89 |

(xiii) Distribution of Shareholding as on 31st March, 2016:

| No. of Equity Shares held | Shareholders | | Shares | |
|---------------------------|--------------|-------------------------|-------------|--------------------|
| | Numbers | % to total Shareholders | Numbers | % to total Capital |
| 1 - 500 | 4,074 | 79.35 | 7,96,888 | 3.62 |
| 501 - 1000 | 449 | 8.74 | 3,74,465 | 1.70 |
| 1001 - 5000 | 434 | 8.45 | 11,30,642 | 5.14 |
| 5001 - 10000 | 72 | 1.40 | 5,58,363 | 2.54 |
| 10001 & above | 106 | 2.06 | 1,91,39,642 | 87.00 |
| Total | 5,135 | 100.00 | 2,20,00,000 | 100.00 |

(xiv) Categories of Shareholding as on 31st March, 2016:

| Category | Shareholders | | Shares | |
|--------------------------------------|--------------|-------------------------|--------------------|--------------------|
| | Number | % to total Shareholders | Number | % to total Capital |
| PROMOTERS' HOLDING | | | | |
| Indian Promoters | 24 | 0.47 | 1,46,59,354 | 66.64 |
| Foreign Promoter | 1 | 0.02 | 14,00,000 | 6.36 |
| Total of Promoter Holding | 25 | 0.49 | 1,60,59,354 | 73.00 |
| NON- PROMOTERS' HOLDING | | | | |
| Institutional Investors | | | | |
| Banks, FIs, Insurance Cos. | 1 | 0.02 | 3,600 | 0.02 |
| Others | | | | |
| Indian Public | 4,976 | 96.90 | 57,23,170 | 26.01 |
| Bodies Corporate, NRI, Others | 133 | 2.59 | 2,13,876 | 0.97 |
| Total of Non-Promoter Holding | 5,110 | 99.51 | 59,40,646 | 27.00 |
| Grand Total | 5,135 | 100.00 | 2,20,00,000 | 100.00 |

(xv) Dematerialization of shares and liquidity:

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

As on 31st March 2016

| Form | No. of shares | % |
|--------------|--------------------|---------------|
| Demat | 2,10,82,098 | 95.83 |
| Physical | 9,17,902 | 4.17 |
| Total | 2,20,00,000 | 100.00 |

(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.

(xvii) Plant Locations:

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

(xviii) Address for correspondence:

| | |
|---|--|
| Registrar and Share Transfer Agent (Share transfer and Communication regarding share certificates, dividends and change of address) | Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (E), Mumbai - 400 072. Phone: 022-40430212 Email: investor@bigshareonline.com |
| Compliance Officer | Shri Ramesh Chamadia, Company Secretary Shri Madan Vaishnawa (w.e.f. 1 st July, 2016) 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: madan.vaishnawa@rrglobal.in |

10) 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 dematerialize 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 can be downloaded from the Company's website.
- 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, 2009 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 124 of Companies Act, 2013.

For and on behalf of the Board

Place : Mumbai
Date : 15th June, 2016

Rameshwarlal Kabra
Chairman
DIN: 00150875

MANAGEMENT DISCUSSION AND ANALYSIS

I INDUSTRY SCENARIO

A) Industry structure

Over the last year, we have seen a revival in the Indian economy with macroeconomic indicators now starting to trend favourably. With policy reforms and de-bottlenecking of processes initiated by the government, the global sentiment towards India has improved substantially. The World Bank, in its report – Global Economic Prospects– 2016, states that for FY 2016-17, India, the dominant economy in the South Asian region, is projected to grow at a faster rate of 7.8%. At the same time, global growth has slowed to 2.4% in 2015 and is expected to recover at a slower pace than previously envisioned. Accordingly, India has once again entered the spotlight. With the government pushing for smart cities, there will be a greater demand for solutions to make homes, commercial complexes, industries and cities smarter. Initiatives by the government like “Make in India” and “Digital India”, amongst others, will further boost interest in India as it gives a fillip to the manufacturing sector.

Winding wires & strips form a very important segment of Indian Electrical Equipment Industry which includes both power generation, Transmission and Distribution (T&D) equipment. If the coil of any electrical equipment like Generator, Motor, Transformer, Relay or Switchgear, Domestic appliances etc. burns or fails, the equipment is dead and hence, winding wire/strip is often known as the “Heart” of the equipment. It is used in all sectors namely Railways, Defence, Agriculture, Infrastructure etc. of Indian economy.

The demand for winding wire is directly linked with the growth in power sector. The Union budget for the financial year 2016-2017 focus on accelerated growth within power sector with increased outlay of the tune of ₹ 79,884 crores, apart from ₹ 3,000 crores allocated to the nuclear power generation. This combined with programs like “Make in India” and “Skill India” will give a big boost to domestic production of Electrical & electronic equipment and hence greater demand for winding wires is expected.

Your company, as you are aware, has been manufacturing winding wires, mainly enamelled copper wires. Based on market demand, company’s products have been diversified into enamelled copper strips, enamelled aluminum wires, submersible winding wires, paper covered round wires and strips, fiber glass covered strips and enamelled fiberglass covered and varnished strips. The company also extended the range of super fine enamelled copper wire from 47 swg i.e. 51 microns down to thinner size i.e. 50 Swg; upto 20 microns.

B) Development, Modernization & Expansion

Modernization and expansion into more value added products and Technological development has been the tradition of your Company. Your company continues to import sophisticated processing machines, especially for production of more value added items. The production of enamelled copper wire, copper strip and enameled copper strip, submersible winding wires witnessed higher growth. Other value added items like fiberglass insulated wires & strips and paper covered wires & strips have also shown substantial increase in production, compared to that of previous years.

Innovation & development is the key for growth in any forward looking company. Your Company has developed, processed and supplied the high tech products like corona resistant enameled wires as per RDSO specification. This product has the capacity to safeguard the electrical equipment from the danger of premature burning of coils of equipment like Motors which are fed from inverter. Likewise, triple insulated wires manufactured as per Japanese specification (JIS :3005) and UL safety Standards 60950 is ideal for items like power supply units of in Electrical & Electronic equipment.

C) Outlook

As per the projection by Union Power Ministry, by the year 2020, every home in the country will be electrified. This coupled with the success of UDAY (Ujwal DISCOM Assurance Yojana) scheme of the Energy & Power ministry to strengthen the working of State electricity boards to supply electricity to it’s consumers will increase per capita consumption of electricity in India. The Union Budget 2016-2017, have given prominence to Agriculture and Rural sector, apart from infrastructural development. All these factors will boost the demand for Electrical equipment for Industry and domestic consumption in the vast rural sector which in turn will result in huge demand for winding wires.

On the export side, Indian Electrical equipment Industry is quite matured and competent as per world standards, having export markets in countries like, USA, Germany, UAE, Saudi Arabia, France, UK, Nigeria, Kenya and Brazil etc. This sector is backed by diversified, matured and strong manufacturing base either directly or through foreign collaboration with proven performance in rugged design of equipment to meet the stringent international Standards. All these factors will contribute to the demand for best quality winding wires. The very fact that, Salasar Copper (Unit-1) of your company is credited with maximum no. of International certifications, such as ISO 9001: 2008; ISO 14001:2004; ISO 50001: 2011; OHSAS 18001: 2007 speaks of it’s quality, reliability and competitiveness which will definitely help demand for your company’s products.

Opportunities & Threats

A) Opportunities

India emerges as the World's fastest growing large economy with projected GDP growth at 7.5% during FY 2016-2017. Indian Electrical equipment Industry is set for revival and higher growth based on good support from union budget and growth in power sector. This is an opportunity for demand in winding wires & strips, which is one of the principal inputs to electrical machines & electronic equipment.

B) Threats

Highly fluctuating price of copper, which is the principle input to the winding wire Industry, continues to be of serious concern. The rising cost of production, especially due to wage increase and rise in prices of other materials & services, short & stringent delivery schedule by customers in the background of highly volatile copper prices, Fiscal policy of government encouraging imports of inputs which are detrimental to Indian Electrical Industry, competition from other leading winding wire manufacturers etc. continue to threaten the profitability of your Company. Competition, whether domestic or international, is always a challenge and transforming challenges into opportunities has been a practice at Ram Ratna.

II REVIEW OF OPERATIONS

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 your Company's turnover. Your 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. Your Company also continuously keeps working on getting approvals from new and renowned customers to increase its market share commensurate with its 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 your 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.

Your 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 your 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 your Company's performance.

III FINANCIAL REVIEW

(₹ In Lacs)

| Description | 2015-16 | 2014-15 |
|---|-----------|-----------|
| Net Sales and Other Income | 72,075.05 | 74,321.71 |
| Total Expenditure | 68,521.38 | 70,679.61 |
| Profit before Interest, Depreciation & Taxation | 3,553.67 | 3,642.10 |
| Finance Costs | 1,369.29 | 1,482.91 |
| Depreciation | 737.06 | 650.81 |
| Profit before Tax | 1,447.32 | 1,508.38 |
| Net Profit after tax | 934.73 | 982.20 |
| Earnings Per Share (in ₹) | 4.25 | 4.46 |
| Receivables | 11,333.11 | 11,608.72 |
| Inventory | 1,902.16 | 1,496.61 |
| Fixed Assets | 5,203.73 | 4,590.28 |

The financial statements have been prepared in accordance with the requirement of the Companies Act, 2013 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 your Company's state of affairs and the profit for the year.

IV INTERNAL CONTROL SYSTEMS

Your Company has in place adequate internal control systems and review mechanism commensurate with the size and nature of its business. Your Company strives to maintain a dynamic system of internal controls procedures – including internal control over financial reporting- designed to ensure reliable financial record-keeping, transparent financial reporting and disclosure and protection of physical and intellectual property. 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, your Company is committed to develop and maintain Environmental Management System (EMS). The environment policy focuses on:

1. Constant endeavor 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. In order to create pervasive awareness, your Company involves employees and their family members in the celebration and observance of designated days like World Water Day, Earth Day, World Environment Day.

VI HUMAN RESOURCES DEVELOPMENT

Training

Training to employees at all levels is provided regularly to develop the knowledge and skills. Your Company is following the guidelines of ISO 10015 – the standard on training. This will ensure that the best practices are followed in developing functional and other skills of our employees.

Your Company adopts a proactive approach in sensitizing its employees on issues related to Environment, Safety, Health and Energy by meaningfully engaging them in several events during National Road Safety Week, National Safety Week, World Water Day, World Environment Day, Engineers Day and World Standards Day. The monthly in house continued education program newsletter 'SETU' is very well received by employees and their family members.

The management is fully committed to the development of its human resources. Your 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. Your Company continues to promote and support sports and promotes sports activities amongst its employees at its various units and offices. 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. This has been formalized by having a daily Business Meeting which is held at all locations of the group companies.

Industrial Relations

Your 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 employee's strength as at 31st March, 2016 was 655.

VII SAFETY AND HEALTH

Safety and Health are the overriding considerations of your Company which 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

Your 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 FORWARD- LOOKING STATEMENTS

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. These are based on certain assumptions and expectations of future events and your Company cannot guarantee that these are accurate or will be realized. Your Company's actual results, performance or achievements 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

Place : Mumbai
Date : 15th June, 2016

Rameshwarlal Kabra
Chairman
DIN: 00150875

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I hereby confirm that :

The Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the financial year ended 31st March, 2016.

Place : Mumbai
Date : 15th June, 2016

Tribhuvanprasad Kabra
Managing Director
DIN 00091375

COMPLIANCE CERTIFICATE FROM PRACTICING COMPANY SECRETARIES REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members,
Ram Ratna Wires Limited
Mumbai

We have examined the compliance of conditions of Corporate Governance by **Ram Ratna Wires Limited** (the 'Company') for the year ended on 31st March, 2016 as stipulated in clause 49 of the erstwhile Listing Agreement for the period April 1, 2015 to November 30, 2015 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable for the period December 1, 2015 to March 31, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examinations were limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the management, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the respective periods of applicability as specified above during the year ended March 31, 2016.

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 Khanna & Co.
Practicing Company Secretaries

Place : Mumbai
Date : 15th June, 2016

Anup Khanna
Partner
Mem. No: F6786
C.P. No.: 12906

MANAGING DIRECTOR'S AND CFO CERTIFICATION

We hereby certify that for the financial year ended 31st March, 2016, on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that:

- A.** We have reviewed financial statements and the cash flow statement for the financial year ended 31st March, 2016 and that to the best of our knowledge and belief:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2) 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 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:
- 1) significant changes in internal control over financial reporting during the year;
 - 2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - 3) instances of significant fraud of which we 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.

Hemant Kabra
Chief Financial Officer

Tribhuvanprasad Kabra
Managing Director
DIN: 00091375

Place : Mumbai
Date : 15th June, 2016

INDEPENDENT AUDITOR'S REPORT

To,
The Members,
Ram Ratna Wires Limited
Mumbai

1. Report on the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of **Ram Ratna Wires Limited** ("the Company"), which comprise the Balance Sheet **as at March 31, 2016**, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. Management's Responsibility for the Standalone Financial Statements

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

3. Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

- A. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of sub-section (11) of Section 143 of the Act, we give in **Annexure "A"**, a statement on the matters specified in paragraphs 3 and 4 of the Order.
- B. As required by Section 143(3) of the Act, we report that:
 - (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (iii) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (iv) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (v) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (vi) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure "B"** and
- (vii) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 28 on Contingent Liabilities to the Standalone Financial Statements;
 - (b) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - (c) There has been no delay in transferring amount required to be transferred, to the Investor Education and Protection Fund by the Company.

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

V. C. Darak
Proprietor
(M. No.6307)

Place : Mumbai
Date : 15th June, 2016

ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 1 under “Report on Other Legal and Regulatory Requirements” in the Independent Auditor’s Report of even date to the members of RAM RATNA WIRES LIMITED

- (1) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Some of the fixed assets were physically verified during the year by the Management in accordance with a program of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- (c) On the basis of documents produced before us and information provided, the Title Deeds in respect of all the immovable properties of the Company are in the name of the Company.
- (2) (a) 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.
- (3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, sub clauses (a), (b) & (c) of clause 3(iii) of the Order are not applicable to the Company.
- (4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act in respect of investments, guarantees and securities provided by it. Further the Company has not granted any loans to those who are covered by the provisions of section 185 & 186 of the Act.
- (5) In our opinion and according to the information and explanations given to us, the Company has complied with the directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 of the Act and the rules framed there under with regard to the acceptance of deposits. Further, as informed, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits.
- (6) We have broadly reviewed the books of account maintained by the Company in respect of products where the maintenance of cost records has been specified by the Central Government under sub-section (1) of Section 148 of the Act and the rules framed there under and we are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have however, not made a detailed examination of the cost records with a view to determine whether they are accurate and/or complete.
- (7) According to the information and explanations given to us, in respect of statutory dues :-
 - (a) The Company has generally been regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues applicable to it with appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of provident fund, employees’ state insurance, income tax, sales tax, wealth tax, service tax, value added tax, duty of customs, duty of excise, cess and other material statutory dues in arrears, as at March 31, 2016 for a period of more than six months from the date they became payable.
 - (c) There are no dues with respect to income tax, sales tax, wealth tax, service tax, value added tax, duty of customs, duty of excise, cess and any other material statutory dues applicable to it, 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 | Excise | 666.00 | Tribunal |
| 2 | Service Tax | 8.95 | Tribunal |

- (8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in re-payment of loans or borrowings to the financial institutions and banks. The Company does not have any loan from Government. Further, the Company has not issued any debentures.

- (9) The Company has not raised any money by way of Initial Public offer or further Public Offer (including debt instruments) and Term Loans during the year.
- (10) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such instance by the management.
- (11) In our opinion and according to the information and explanations given to us, the managerial remuneration paid or provided is in accordance with requisite approvals mandated by the provisions of section 197 read with schedule V of the Act.
- (12) The Company is not a Nidhi Company and hence report under clause 3(xii) of the Order 2016 is not applicable to the Company.
- (13) In our opinion and according to the information and explanations given to us and on the basis of examination of the books and records of the Company carried out by us, all the transactions with the related parties are in compliance with the provisions of section 177 and 188 of the Act, where applicable. The details thereof have been disclosed in the financial statements as required under Accounting Standards (AS 18 - Related Party Disclosures).
- (14) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year hence reporting under this clause is not applicable to the company.
- (15) In our opinion and according to the information and explanations given to us and on the basis of examination of the books and records of the Company carried out by us the Company has not entered into any non-cash transactions with directors or persons connected with such directors and hence provisions of section 192 of the Act are not applicable.
- (16) The Company is not required to be registered under section 45IA of the RBI Act, 1934.

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

V. C. Darak
Proprietor
(M. No.6307)

Place : Mumbai
Date : 15th June, 2016

ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 2(vi) under “Report on Other Legal and Regulatory Requirements” in the Independent Auditor’s Report of even date to the members of RAM RATNA WIRES LIMITED

1. Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Ram Ratna Wires Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

2. Management’s Responsibility for Internal Financial Controls

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

3. Auditors' Responsibility

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

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

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

4. Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting include those policies and procedures that:-

- (i) pertain to the maintenance of records, in reasonable detail, that accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial Statements.

5. Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

6. Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

V. C. Darak
Proprietor
(M. No.6307)

Place : Mumbai
Date : 15th June, 2016

BALANCE SHEET as at 31st March, 2016

(₹ in Lacs)

| Particulars | Notes | As at 31.03.2016 | As at 31.03.2015 |
|--|-------|---------------------|---------------------|
| EQUITY AND LIABILITIES | | | |
| SHAREHOLDERS' FUND | | | |
| Share Capital | 3 | 1,100.00 | 1,100.00 |
| Reserves and Surplus | 4 | 6,278.69 | 5,542.55 |
| NON-CURRENT LIABILITIES | | | |
| Long Term Borrowings | 5 | 1,161.25 | 1,285.61 |
| Deferred Tax Liabilities (Net) | 6 | 302.09 | 341.88 |
| Long Term Provisions | 7 | 62.79 | 52.79 |
| CURRENT LIABILITIES | | | |
| Short Term Borrowings | 8 | 10,240.30 | 9,639.66 |
| Trade Payables | 9 | 452.29 | 1,454.25 |
| Other Current Liabilities | 10 | 1,109.62 | 1,101.03 |
| Short Term Provisions | 11 | 255.53 | 463.69 |
| | | 20,962.56 | 20,981.46 |
| ASSETS | | | |
| NON-CURRENTS ASSETS | | | |
| Fixed Assets | 12 | | |
| Tangible Assets | | 5,033.58 | 4,584.71 |
| Intangible Assets | | 4.44 | 5.57 |
| Capital Work-in-Progress | | 165.71 | - |
| Non-Current Investments | 13 | 284.29 | 284.42 |
| Long Term Loans and Advances | 14 | 643.57 | 729.90 |
| CURRENT ASSETS | | | |
| Inventories | 15 | 1,902.16 | 1,496.61 |
| Trade Receivables | 16 | 11,333.11 | 11,608.72 |
| Cash and Bank Balances | 17 | 298.64 | 418.95 |
| Short Term Loans and Advances | 18 | 1,113.89 | 1,607.51 |
| Other Current Assets | 19 | 183.17 | 245.07 |
| | | 20,962.56 | 20,981.46 |
| Significant Accounting Policies | 2 | | |
| Notes to Financial Statements | 1-43 | | |
| Notes are an integral part of the Financial Statements | | | |

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
Dated : 15th June, 2016

Hemant Kabra

Chief Financial Officer

Place : Mumbai
Dated : 15th June, 2016

For and on behalf of the Board

Rameshwarlal Kabra

Chairman - DIN 00150875

Mahendrakumar Kabra

Jt. Managing Director- DIN 00473310

Mukund Chitale

Director - DIN 00101004

Sandeep Jhanwar

Director - DIN 00124901

Kirtidevi Kabra

Director - DIN 00150796

Place : Mumbai
Dated : 30th May, 2016

Tribhuvanprasad Kabra

Managing Director - DIN 00091375

Satyanarayan Loya

Director - DIN 00091323

Ajai Singh

Director -DIN 00281743

R. Kannan

Director - DIN 00227980

Ramesh Chamadia

Company Secretary

STATEMENT OF PROFIT & LOSS for the year ended on 31st March, 2016

(₹ in Lacs)

| Particulars | Notes | 2015-16 | 2014-15 |
|--|-------|------------------|-----------|
| Revenue from Operations | 20 | 71,904.81 | 74,091.18 |
| Other Income | 21 | 170.24 | 230.53 |
| Total Revenue | | 72,075.05 | 74,321.71 |
| Cost of Materials Consumed | 22 | 64,200.63 | 66,991.82 |
| Changes in Inventories | 23 | (259.60) | (502.51) |
| Employee Benefits Expenses | 24 | 1,661.31 | 1,405.80 |
| Finance Costs | 25 | 1,369.29 | 1,482.91 |
| Depreciation | 12 | 737.06 | 650.81 |
| Other Expenses | 26 | 2,919.04 | 2,784.50 |
| Total Expenses | | 70,627.73 | 72,813.33 |
| Profit Before Tax | | 1,447.32 | 1,508.38 |
| Tax Expenses | | | |
| Excess Provision of earlier years tax | | (2.69) | (13.00) |
| Current Tax | | 555.07 | 581.12 |
| Deferred Tax | | (39.79) | (41.94) |
| | | 512.59 | 526.18 |
| Profit after tax | | 934.73 | 982.20 |
| Earnings per Equity Share of ₹ 5 each: | | | |
| Basic | | 4.25 | 4.46 |
| Diluted | | 4.25 | 4.46 |
| Significant Accounting Policies | 2 | | |
| Notes to Financial Statements | 1-43 | | |
| Notes are an integral part of the Financial Statements | | | |

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
Dated : 15th June, 2016

Hemant Kabra

Chief Financial Officer

Place : Mumbai
Dated : 15th June, 2016

For and on behalf of the Board
Rameshwarlal Kabra

Chairman - DIN 00150875

Mahendrakumar Kabra

Jt. Managing Director- DIN 00473310

Mukund Chitale

Director - DIN 00101004

Sandeep Jhanwar

Director - DIN 00124901

Kirtidevi Kabra

Director - DIN 00150796

Place : Mumbai

Dated : 30th May, 2016

Tribhuvanprasad Kabra

Managing Director - DIN 00091375

Satyanarayan Loya

Director - DIN 00091323

Ajai Singh

Director -DIN 00281743

R. Kannan

Director - DIN 00227980

Ramesh Chamadia

Company Secretary

CASH FLOW STATEMENT for the year ended 31st March, 2016

(₹ in Lacs)

| | 2015-16 | 2014-15 |
|--|-------------------|------------|
| (A) CASH FLOW FROM OPERATING ACTIVITIES : | | |
| Net Profit before tax and extraordinary items | 1,447.32 | 1,508.38 |
| Adjustments for: | | |
| Depreciation | 737.06 | 650.81 |
| Finance Costs | 1,369.29 | 1,482.91 |
| Interest Earned | (37.07) | (45.48) |
| Dividend Income | (41.60) | (15.60) |
| Loss on Sale of Fixed Assets | 1.98 | 3.58 |
| Wealth Tax | 0.00 | 0.92 |
| Operating profit before working capital changes | 3,476.98 | 3,585.52 |
| Adjustments for: | | |
| Trade Receivables | 275.61 | 689.57 |
| Loans and Advances and Other Current Assets | 631.61 | (378.50) |
| Inventories | (405.55) | (580.34) |
| Trade Payables | (1,001.96) | (727.08) |
| Other Current Liabilities & Provisions | 67.37 | 100.91 |
| Cash generation from operations | 3,044.06 | 2,690.08 |
| Taxes Paid (Net of Refund) | (535.96) | (450.22) |
| Net cash from operating activities (A) | 2,508.10 | 2,239.86 |
| (B) CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchases of Fixed Assets | (1,391.88) | (690.43) |
| Sale of Assets | 39.39 | 9.96 |
| Dividend Income | 41.60 | 15.60 |
| Share Application Money Refunded / (Paid) / (Investment in Shares) | 0.13 | (32.51) |
| Interest Received | 51.58 | 30.16 |
| Net cash used in investing activities (B) | (1,259.18) | (667.22) |
| (C) CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds from Borrowing | 449.63 | 104.59 |
| Finance Costs Paid | (1,355.22) | (1,448.25) |
| Dividend Paid (Inclusive of dividend tax) | (463.64) | (194.49) |
| Net cash used in financing activities (C) | (1,369.23) | (1,538.15) |
| Net increase / (decrease) in cash and equivalents (A+B+C) | (120.31) | 34.49 |
| Cash and cash equivalents as at 1st April, | 418.95 | 384.46 |
| Cash and cash equivalents as at 31st March, | 298.64 | 418.95 |
| Net increase / (decrease) in cash and equivalents | (120.31) | 34.49 |

Note : i) Previous year figures have been regrouped wherever considered necessary.

ii) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard-3 (AS-3) on Cash Flow Statement.

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
Dated : 15th June, 2016

Hemant Kabra

Chief Financial Officer

Place : Mumbai
Dated : 15th June, 2016

For and on behalf of the Board

Rameshwarlal Kabra

Chairman - DIN 00150875

Mahendrakumar Kabra

Jt. Managing Director- DIN 00473310

Mukund Chitale

Director - DIN 00101004

Sandeep Jhanwar

Director - DIN 00124901

Kirtidevi Kabra

Director - DIN 00150796

Place : Mumbai

Dated : 30th May, 2016

Tribhuvanprasad Kabra

Managing Director - DIN 00091375

Satyanarayan Loya

Director - DIN 00091323

Ajai Singh

Director -DIN 00281743

R. Kannan

Director - DIN 00227980

Ramesh Chamadia

Company Secretary

NOTES to Financial Statements for the year ended 31st March, 2016

1 COMPANY OVERVIEW

The Company is engaged in the business of manufacturing engineering goods such as Enamelled Copper Wire & Strips, Enamelled Aluminium Wire, Submersible Winding Wire, Fibre Glass Covered Copper Wire & Strips, Paper Covered Copper Wire & Strips.

2 SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation:

The financial statements have been prepared on accrual basis under the historical cost convention and in accordance with Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standard specified under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014.

2.2 Use of Estimates:

The preparation of financial statements is in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reporting amounts of assets and liabilities and the disclosures of contingent liabilities as at the date of financial statements and the reporting amounts of revenue and expenses during the reporting period.

2.3 Fixed Assets:

- a) Fixed Assets are stated at cost of acquisition or construction, less accumulated depreciation and accumulated impairment loss, if any. Cost include purchase price, tax & duty net of credit availed, if any and other direct cost attributable for acquisition or construction of assets upto the date the asset is ready for its intended use.
- b) The foreign currency differences on Long Term Borrowings for acquiring of fixed assets are adjusted to the cost of assets.
- c) Intangible assets are stated at cost of acquisition, less accumulated amortisation and accumulated impairment loss, if any.

2.4 Depreciation:

a) Tangible Assets:

Depreciation on tangible fixed assets has been provided on the Straight Line Method as per the useful lives of the assets prescribed under Schedule II of the Act read with notes thereon.

b) Intangible Assets:

Computer Softwares are amortised on Straight Line Method over the estimated useful life of 5 years.

2.5 Valuation of Inventories:

- a) Raw Materials, Work-in-progress and Finished goods are valued at the lower of cost or realizable 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, duties for import under advance licenses and other similar items.
- c) Packing Materials and Fuel are valued at lower of cost or net realizable 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 the Statement of Profit and Loss 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 Buildings and Plant & Machineries, Power & Fuel, Factory Management and Administration Expenses, Repairs & Maintenance and Consumable Stores & Spares.

2.6 Investments:

Long term investments are stated at cost, after providing for any diminution in value, if such diminution is "other than temporary" in nature.

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)

2.7 Sales:

Sales include sales of finished goods, semi finished goods, scrap and excise duty but net off value added tax, rate difference and sales returns. Revenue from Sales is recognised when the substantial risk & rewards of ownership are transferred to the buyer.

2.8 Foreign Currency Transactions:

- a) Foreign Currency Transactions are recorded at the exchange rate prevailing as at the date of transaction.
- b) Foreign currency monetary items are restated at the closing exchange rates. Non-monetary items are recorded at exchange rate prevailing on the date of transaction.
- 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 revenue or expense on account of exchange difference either on settlement or on translation is recognized in the statement of profit and loss except related to fixed assets are adjusted to carrying cost of net assets. The premium or discount on forward contracts entered into to hedge the foreign currency risks of a firm commitment is recognized over the life of contract. The mark to market loss in respect of outstanding derivative contracts as on the Balance Sheet date for highly probable forecasted transactions are charged to Statement of Profit & Loss.
- 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 the Balance Sheet.
- f) Profit or loss arising on cancellation or renewal of such forward exchange contracts are recognised as income or expenses for the year.

2.9 Employee Benefits:

- a) Short term benefits are recognized as an expense at the undiscounted amount in the Statement of Profit & Loss of the year in which related services are rendered.
- b) Defined Contribution plan:
A Defined Contribution Plan is a post employment benefit plan under which the Company makes contribution to Employee's Provident Fund administrated by the Central Government. The Company's contribution is charged to the Statement of Profit & Loss.
- 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 Company make periodical contributions through its trustees.
- d) Leave Salary:
The liability towards compensated absence is recognized based on actuarial valuation carried out using the Projected Unit Credit Method.

2.10 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.

2.11 Earnings per share:

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

2.12 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.

2.13 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 statement of profit and loss.

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)

2.14 Provisions, 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 on Financial Statements. Contingent Assets are neither recognized nor disclosed in the financial statements.

2.15 Cash Flow Statements:

The Cash Flow Statement is prepared under 'Indirect Method'

2.16 Segment Reporting:

The Company is primarily engaged in the business of Enamelled Wire & Strips. As such there is no separate reportable segment as defined by the Accounting Standard (AS-17) Segment Reporting.

3 SHARE CAPITAL

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|---|---------------------|---------------------|
| Authorised | | |
| 30,000,000 (P.Y. 30,000,000) Equity Shares of ₹ 5 each | 1,500.00 | 1,500.00 |
| Issued, Subscribed and Paid Up | | |
| 22,000,000 (P.Y. 22,000,000) Equity Shares of ₹ 5 each fully paid up | 1,100.00 | 1,100.00 |
| | 1,100.00 | 1,100.00 |

3.1 Reconciliation of number of Equity Shares outstanding at the beginning & at the end of the year

| Particulars | 31.03.2016 | | 31.03.2015 | |
|---------------------------------|-------------------|-----------------|------------|-------------|
| | Numbers | (₹ in Lacs) | Numbers | (₹ in Lacs) |
| As at the beginning of the year | 22,000,000 | 1,100.00 | 22,000,000 | 1,100.00 |
| Add/(Less) during the year | - | - | - | - |
| As at the end of the year | 22,000,000 | 1,100.00 | 22,000,000 | 1,100.00 |

3.2 Details of Shareholders holding more than 5% Equity Shares

| Name of Shareholder | 31.03.2016 | | 31.03.2015 | |
|--|------------------|--------------|---------------|--------------|
| | No. of Shares | % of Holding | No. of Shares | % of Holding |
| Ram Ratna Research & Holdings Pvt. Ltd. | 3,400,000 | 15.45 | 3,400,000 | 15.45 |
| Mahendrakumar Kabra | 1,867,966 | 8.49 | 1,867,966 | 8.49 |
| TMG Global FZCO | 1,400,000 | 6.36 | 1,400,000 | 6.36 |
| Rameshwarlal Kabra - As Karta of Rameshwarlal Kabra(HUF) | 1,241,000 | 5.64 | 1,241,000 | 5.64 |

As per the records of the Company.

3.3 Terms/ rights attached to Equity Shares

The Company has only one class of shares referred to as equity shares having face value of ₹ 5/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to approval of the Shareholders in the ensuring Annual General Meeting, except in the case of interim dividend.

As per the Companies Act, 2013 the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the event of liquidation of the Company. The distribution will be in proportion to the number of equity shares held by the Shareholders.

3.4 For details of Basic and Diluted Earning Per Share (EPS) (Note 37)

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)

4 RESERVES & SURPLUS

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|---|---------------------|---------------------|
| Securities Premium Reserves | | |
| As per the last Balance Sheet | 763.20 | 763.20 |
| | 763.20 | 763.20 |
| General Reserve | | |
| As per the last Balance Sheet | 438.00 | 338.00 |
| Add : Transferred from Statement of Profit & Loss | 75.00 | 100.00 |
| | 513.00 | 438.00 |
| Profit & Loss Account | | |
| As per the last Balance Sheet | 4,341.35 | 3,747.32 |
| Add : Net Profit transferred from Statement of Profit & Loss | 934.73 | 982.20 |
| Less : Adjustment as per Schedule II of the Companies Act, 2013 | - | 23.12 |
| Less : Appropriations | | |
| Interim Dividend | 165.00 | - |
| Proposed Dividend | - | 220.00 |
| Tax on Dividend | 33.59 | 45.05 |
| Transferred to General Reserve | 75.00 | 100.00 |
| | 5,002.49 | 4,341.35 |
| | 6,278.69 | 5,542.55 |

5 LONG TERM BORROWINGS

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|---------------------------------|---------------------|---------------------|
| Secured | | |
| Term Loan from Bank | | |
| Foreign Currency Loan | - | 39.12 |
| Vehicle Loans | 21.62 | 34.23 |
| Unsecured | | |
| Public Deposits | - | 158.30 |
| Loan from Promoters & Relatives | 1,079.63 | 1,003.96 |
| Inter Corporate Loans | 60.00 | 50.00 |
| | 1,161.25 | 1,285.61 |

5.1 Term Loan from Bank

Foreign Currency Loan

(₹ in Lacs)

| Particulars | Rate of Interest | As at 31.03.2016 | As at 31.03.2015 |
|--|------------------|---------------------|---------------------|
| External Commercial Borrowing (ECB) - 2 Equal Quarterly Installments | LIBOR+ Spread | 41.46 | 117.36 |
| Less : Current maturities of long term borrowings (Note 10) | | 41.46 | 78.24 |
| | | - | 39.12 |

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)

5.2 Vehicle Loans

(₹ in Lacs)

| Particulars | Rate of Interest | As at 31.03.2016 | As at 31.03.2015 |
|---|------------------|---------------------|---------------------|
| Vehicle Loan - I | - | - | 0.66 |
| Vehicle Loan - II | - | - | 2.67 |
| Vehicle Loan - III - 19 Monthly Installments | 10.21% p.a. | 34.23 | 53.17 |
| Vehicle Loan - IV - 32 Monthly Installments | 9.26% p.a. | 7.61 | - |
| Vehicle Loan - V - 56 Monthly Installments | 10.50% p.a. | 4.13 | - |
| | | 45.97 | 56.50 |
| Less : Current maturities of long term borrowings (Note 10) | | 24.35 | 22.27 |
| | | 21.62 | 34.23 |

5.3 Term Loan is secured by way of first pari passu charge with the consortium lenders over the existing immovable properties (excluding immovable property at Rakholi, Silvassa) and the present and future movable fixed assets of the Company and pari passu second charge with the consortium lenders over the present and future current assets of the Company and further secured by personal guarantees of some Directors and a relative of Directors.

5.4 Vehicle Loans are secured by way of hypothecation of specific vehicle.

5.5 Interest on External Commercial Borrowing (ECB) is hedged through Interest rate swap @ 5.51% p.a.

5.6 Other Unsecured Loans carry interest rates from 11% p.a. to 12% p.a. with tenure more than two years.

6 DEFERRED TAX LIABILITIES (NET)

(₹ in Lacs)

| Particulars | Deferred Tax (Assets) / Liabilities as at 01.04.2015 | Current year Charge | Deferred Tax (Assets) / Liabilities as at 31.03.2016 |
|--|---|------------------------|---|
| Deferred Tax Liabilities | | | |
| Depreciation | 401.88 | (4.71) | 397.17 |
| Deferred Tax Assets | | | |
| Provision for expenses allowed for tax purpose on payment basis (net) | (36.06) | (25.01) | (61.07) |
| Provision for doubtful debts | (23.94) | (10.07) | (34.01) |
| | 341.88 | (39.79) | 302.09 |

7 LONG TERM PROVISIONS

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|--|---------------------|---------------------|
| Provision for Employee Benefits | | |
| Leave Encashment (Note 36) | 62.79 | 52.79 |
| | 62.79 | 52.79 |

8 SHORT TERM BORROWINGS

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|------------------------------|---------------------|---------------------|
| Secured | | |
| Working Capital Loans | | |
| From Banks | | |
| Foreign Currency Loans | 192.21 | 1,551.94 |
| Rupee Loans | | |
| Short Term | 1,850.00 | 2,645.00 |
| Repayable on demand | 4,318.75 | 2,721.30 |
| | 6,360.96 | 6,918.24 |

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)
(₹ in Lacs)

| | As at 31.03.2016 | As at 31.03.2015 |
|-----------------------------------|-----------------------------|-----------------------------|
| Unsecured | | |
| Working Capital Loans | | |
| From Banks | | |
| Foreign Currency Loans | 964.95 | - |
| Rupee Loans- Short Term | 2,438.09 | 1,940.20 |
| From Financial Institution | | |
| Rupee Loans | 476.30 | 717.74 |
| Loan from Promoters & Relatives | - | 63.48 |
| | 3,879.34 | 2,721.42 |
| | 10,240.30 | 9,639.66 |

- 8.1 Secured Working Capital Loans are secured by way of first pari passu charge with the consortium lenders over the entire current assets, present and future, such as stock, book debts, other receivables, etc. and pari passu second charge with the consortium lenders over the existing immovable properties (excluding immovable property at Rakholi, Silvassa) and the present and future movable fixed assets of the Company and further secured by personal guarantees of some Directors and a relative of Directors.
- 8.2 Personal guarantees have been given by some of the Directors for unsecured loans.

9 TRADE PAYABLES
(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|---|-----------------------------|-----------------------------|
| Trade Payables | | |
| - Micro, Small & Medium Enterprises (Note 38) | 14.88 | 12.22 |
| - Others | 437.41 | 1,442.03 |
| | 452.29 | 1,454.25 |

10 OTHER CURRENT LIABILITIES
(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|--|-----------------------------|-----------------------------|
| Current maturities of long term borrowings (Note 5) | | |
| Foreign Currency Loan | 41.46 | 78.24 |
| Vehicle Loans | 24.35 | 22.27 |
| Public Deposits | 158.30 | 150.25 |
| Interest accrued and due | 51.63 | 61.07 |
| Interest accrued but not due | 2.19 | 3.24 |
| Unclaimed dividends | 29.42 | 19.16 |
| Other Payables : | | |
| Accrued Salary & Benefits | 220.79 | 144.28 |
| Creditors for Expenses | 396.52 | 431.86 |
| Statutory Taxes Payable | 14.96 | 14.86 |
| Advances from Customers | 106.12 | 108.43 |
| Forward Contract (Net) | 16.45 | 9.22 |
| Creditors for Capital Expenditure | 47.28 | 58.00 |
| Deposits from Customers & Others | 0.15 | 0.15 |
| | 1,109.62 | 1,101.03 |

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)

11 SHORT TERM PROVISIONS

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|--|---------------------|---------------------|
| Provision for Employee Benefits | | |
| Leave Encashment (Note 36) | 22.15 | 10.51 |
| Other Provisions | | |
| Income Tax (Net of Advance Tax) | 233.38 | 187.21 |
| Wealth Tax | - | 0.92 |
| Proposed Dividend | - | 220.00 |
| Tax on Proposed Dividend | - | 45.05 |
| | 255.53 | 463.69 |

12 FIXED ASSETS

TANGIBLE ASSETS

(₹ in Lacs)

| Description | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | |
|------------------------------|-------------------|-----------------|----------------------------|--------------------|-------------------|-----------------|-----------------------------|--------------------|--------------------|--------------------|
| | As at 1-Apr-15 | Additions | Deductions/ Adjustments | As at 31-Mar-16 | As at 1-Apr-15 | For the Year | Deductions / Adjustments | As at 31-Mar-16 | As at 31-Mar-16 | As at 31-Mar-15 |
| Land - Free Hold | 151.87 | - | - | 151.87 | - | - | - | - | 151.87 | 151.87 |
| Factory Buildings | 1,103.03 | 86.96 | - | 1,189.99 | 331.13 | 37.03 | - | 368.16 | 821.83 | 771.90 |
| Residential Buildings | 197.30 | - | - | 197.30 | 35.91 | 3.10 | - | 39.01 | 158.29 | 161.39 |
| Plant & Machineries | 6,467.53 | 1,088.08 | 370.99 | 7,184.62 | 3,329.69 | 617.55 | 331.15 | 3,616.09 | 3,568.53 | 3,137.84 |
| Electrical Installations | 89.85 | 1.03 | - | 90.88 | 68.44 | 3.39 | - | 71.83 | 19.05 | 21.41 |
| Furniture & Fixtures | 96.97 | - | - | 96.97 | 68.25 | 8.84 | - | 77.09 | 19.88 | 28.72 |
| Office and Other Equipments | 241.36 | 34.75 | 1.51 | 274.60 | 125.27 | 33.43 | 0.57 | 158.13 | 116.47 | 116.09 |
| Vehicles | 286.63 | 15.35 | 11.73 | 290.25 | 91.14 | 32.59 | 11.14 | 112.59 | 177.66 | 195.49 |
| | 8,634.54 | 1,226.17 | 384.23 | 9,476.48 | 4,049.83 | 735.93 | 342.86 | 4,442.90 | 5,033.58 | 4,584.71 |
| Capital Work - in - Progress | - | 1,036.28 | 870.57 | 165.71 | - | - | - | - | 165.71 | - |
| Total | 8,634.54 | 2,262.45 | 1,254.80 | 9,642.19 | 4,049.83 | 735.93 | 342.86 | 4,442.90 | 5,199.29 | 4,584.71 |
| Previous Year | 8,067.93 | 684.52 | 117.91 | 8,634.54 | *3504.25 | 649.96 | 104.38 | 4,049.83 | 4,584.71 | - |

* Includes ₹ 35.02 Lacs amount of Depreciation adjusted to retained profit as per Schedule II of the Act.

INTANGIBLE ASSETS

(₹ in Lacs)

| Description | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | |
|--------------------|-------------------|-----------|----------------------------|--------------------|-------------------|-----------------|-----------------------------|--------------------|--------------------|--------------------|
| | As at 1-Apr-15 | Additions | Deductions/ Adjustments | As at 31-Mar-16 | As at 1-Apr-15 | For the Year | Deductions / Adjustments | As at 31-Mar-16 | As at 31-Mar-16 | As at 31-Mar-15 |
| Computer Softwares | 16.06 | - | - | 16.06 | 10.49 | 1.13 | - | 11.62 | 4.44 | 5.57 |
| Total | 16.06 | - | - | 16.06 | 10.49 | 1.13 | - | 11.62 | 4.44 | 5.57 |
| Previous Year | 10.15 | 5.91 | - | 16.06 | 9.64 | 0.85 | - | 10.49 | 5.57 | - |

12.1 For relevant Accounting Policies refer Notes 2.3, 2.4, 2.8 & 2.13

12.2 Details of addition on accounts of Foreign Exchange Difference and Borrowing Expenses:

(₹ in Lacs)

| Particulars | Foreign Exchange Difference | | Interest | |
|---------------------|-----------------------------|---------|----------|---------|
| | 2015-16 | 2014-15 | 2015-16 | 2014-15 |
| Factory Buildings | 0.82 | 0.98 | - | - |
| Plant & Machineries | 17.90 | 2.62 | 27.03 | 12.24 |

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)

13 NON - CURRENT INVESTMENTS

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|--|---------------------|---------------------|
| Trade Investments in Equity at Cost - Unquoted | | |
| R R Kabel Limited | 40.00 | 40.00 |
| 5,20,000 (P.Y. 5,20,000) Fully Paid Equity Shares of ₹ 10/- each | | |
| RR-Imperial Electricals Limited - (Bangladesh) | 244.29 | 211.61 |
| 35,24,400 (P.Y. 31,15,460) Fully Paid Equity Shares of Taka 10/- each | | |
| RR-Imperial Electricals Limited - (Bangladesh) | - | 32.81 |
| (Share Application Money pending allotment) | | |
| | 284.29 | 284.42 |

13.1 Details of Non - Current Investments

| Name of the Body Corporate | Subsidiary/ Associate/ JV/ Controlled Entity/ Others | Extent of Holding (%) | |
|--|--|-----------------------|---------------------|
| | | As at 31.03.2016 | As at 31.03.2015 |
| R R Kabel Limited | Others | 2.15% | 2.15% |
| RR-Imperial Electricals Limited - (Bangladesh) | Joint Venture | 10.00% | 10.00% |

14 LONG TERM LOANS & ADVANCES

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|-----------------------------------|---------------------|---------------------|
| Unsecured, Considered good | | |
| Capital Advances | 58.25 | 111.30 |
| Security Deposits | | |
| Electricity & Other Deposits | 6.38 | 49.38 |
| Rental Deposits | 32.63 | 32.63 |
| Excise Authorities | 27.03 | 23.25 |
| Other loans and advances | | |
| Advance Income Tax | 52.19 | 47.92 |
| Vat Receivable | 453.88 | 452.16 |
| Others - Gratuity | 13.21 | 13.26 |
| | 643.57 | 729.90 |

- 14.1 Rental Deposits include ₹ 28.00 Lacs (P.Y. ₹ 28.00 Lacs) due from related parties and ₹ 3.50 Lacs (P.Y. ₹ 3.50 Lacs) due from a Private Limited Company in which some of the Directors are director &/or member. (Note 34)

15 INVENTORIES

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|----------------------------|---------------------|---------------------|
| Raw Materials | 718.71 | 554.09 |
| Work-in-Process | 400.58 | 524.26 |
| Finished Goods | 563.90 | 303.60 |
| Finished Goods- in Transit | 92.68 | - |
| Others | | |
| Packing Materials | 28.31 | 46.07 |
| Scrap | 90.17 | 59.87 |
| Fuel | 7.81 | 8.72 |
| | 1,902.16 | 1,496.61 |

- 15.1 For mode of valuation for each class of Inventories (Note 2.5)

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)

16 TRADE RECEIVABLES

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|--|---------------------|---------------------|
| Trade receivables outstanding for a period exceeding six months | | |
| Unsecured, Considered good | 241.85 | 293.99 |
| Unsecured, Considered doubtful | 98.26 | 70.42 |
| | 340.11 | 364.41 |
| Less: Provision for doubtful debts | 98.26 | 70.42 |
| | 241.85 | 293.99 |
| Others | | |
| Secured, Considered good | 215.73 | 323.48 |
| Unsecured, Considered good (Note 16.1) | 10,875.53 | 10,991.25 |
| | 11,333.11 | 11,608.72 |

- 16.1 Includes ₹ 24.37 Lacs (P.Y. ₹ 50 Lacs) due from companies in which some of the Directors are director &/or member and ₹ 3.09 Lacs (P.Y. ₹ 407.45 Lacs) due from a partnership firm in which one of the director is a partner. (Note 34)

17 CASH AND BANK BALANCES

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|----------------------------|---------------------|---------------------|
| Cash on hand | 2.09 | 2.79 |
| Balances with Banks | | |
| In Current Accounts# | 189.72 | 228.87 |
| In Deposit Accounts * | 106.83 | 187.29 |
| | 298.64 | 418.95 |

| | | | |
|------|--|--------|--------|
| 17.1 | Deposit Accounts with more than 12 months maturity | 24.35 | - |
| | | 24.35 | - |
| | Restricted Cash & Bank Balances | | |
| | # Includes | | |
| | Balance in Unclaimed Dividend Accounts | 29.42 | 19.16 |
| | | 29.42 | 19.16 |
| | * Includes | | |
| | Margin Money Deposit against Bank Guarantees | 33.99 | 113.37 |
| | Security Deposit against Borrowings | 24.02 | 18.13 |
| | Security Deposit to Government Authorities | 0.82 | 0.79 |
| | Liquid Assets against Public Deposits | 48.00 | 55.00 |
| | | 106.83 | 187.29 |

18 SHORT TERM LOANS & ADVANCES

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|-----------------------------------|---------------------|---------------------|
| Unsecured, Considered good | | |
| Prepaid Expenses | 80.09 | 59.95 |
| Loans / Advances to Employees | 14.70 | 4.85 |
| Advances to Suppliers | 737.02 | 805.15 |
| Balance with Excise Authorities | 149.48 | 267.45 |
| Excise Duty Refundable | 117.17 | 443.64 |
| Others | 15.43 | 26.47 |
| | 1,113.89 | 1,607.51 |

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)

19 OTHER CURRENT ASSETS

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|---|---------------------|---------------------|
| Interest accrued but not due on deposits | 7.09 | 21.60 |
| Export Incentives Receivable | 171.73 | 220.07 |
| Unamortized premium on forward contract (Note 19.1) | 4.35 | 3.40 |
| | 183.17 | 245.07 |

19.1 *For relevant Accounting Policy (Note 2.8) and for forward contracts (Note 35)

20 REVENUE FROM OPERATIONS

(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|------------------------------------|------------------|-----------|
| Sales of Products | 78,557.70 | 81,224.97 |
| Other Operating Revenues | | |
| Sale of Scrap (Net of Excise) | 1,020.93 | 1,083.40 |
| Processing Charges (Net of Excise) | 253.17 | 138.57 |
| Export Incentive | 160.44 | 121.56 |
| Bad Debts Recovered | 5.00 | 2.00 |
| | 79,997.24 | 82,570.50 |
| Less : Excise Duty | 8,092.43 | 8,479.32 |
| | 71,904.81 | 74,091.18 |

(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|------------------------------------|------------------|-----------|
| Sales of Products (Gross) | | |
| Enamelled Copper Wires | 63,993.30 | 66,063.83 |
| Others | 14,564.40 | 15,161.14 |
| | 78,557.70 | 81,224.97 |

21 OTHER INCOME

(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|--|---------------|---------|
| Interest Income | | |
| On Bank Deposits | 9.79 | 15.89 |
| From Customers | 27.28 | 22.16 |
| From Others | - | 7.43 |
| Dividend Income | | |
| From Trade Investments | 41.60 | 15.60 |
| Gain on SHIS scrips utilization | 13.86 | 32.70 |
| Sundry Balances Written back (Net) | - | 13.41 |
| Net gain on foreign currency transactions and translations | 52.31 | 99.43 |
| Workers' Quarters Rent | 25.40 | 23.91 |
| | 170.24 | 230.53 |

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)

22 COST OF MATERIALS CONSUMED

(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|----------------------------------|------------------|------------------|
| Raw Materials Consumption | | |
| Copper | 59,252.70 | 61,873.80 |
| Others | 4,033.46 | 4,323.59 |
| Packing Materials | 914.47 | 794.43 |
| | 64,200.63 | 66,991.82 |

22.1 For determination of cost (Note 2.5)

23 CHANGE IN INVENTORIES

(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|-----------------------------|-----------------|-----------------|
| Closing Stocks | | |
| Finished Goods | 563.90 | 303.60 |
| Finished Goods - in Transit | 92.68 | - |
| Work-in-Process | 400.58 | 524.26 |
| Scrap | 90.17 | 59.87 |
| (A) | 1,147.33 | 887.73 |
| Opening Stocks | | |
| Finished Goods | 303.60 | 125.66 |
| Work-in-Process | 524.26 | 215.18 |
| Scrap | 59.87 | 44.38 |
| (B) | 887.73 | 385.22 |
| (B-A) | (259.60) | (502.51) |

24 EMPLOYEES BENEFITS EXPENSES

(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|--------------------------------|-----------------|-----------------|
| Salaries, Wages and Incentives | 1,438.95 | 1,210.39 |
| Director's Remuneration* | 74.99 | 77.04 |
| Contributions to | | |
| Provident Fund | 69.83 | 57.43 |
| Gratuity Fund | 35.10 | 25.61 |
| Staff Welfare Expenses | 42.44 | 35.33 |
| | 1,661.31 | 1,405.80 |

* Including Director's Commission ₹ 35.29 Lacs (P.Y. ₹ 41.04 Lacs).

25 FINANCE COSTS

(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|---|-----------------|-----------------|
| Interest on Borrowings | 1,116.45 | 1,253.48 |
| Interest on Income Tax | 24.56 | 11.59 |
| Other Borrowing Costs | 61.77 | 62.23 |
| Net loss on foreign currency transactions and translation | 166.51 | 155.61 |
| | 1,369.29 | 1,482.91 |

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)

26 OTHER EXPENSES

(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|--|-----------------|-----------------|
| Auditors' Remuneration (Note 32) | 17.82 | 17.25 |
| Bank Charges | 24.79 | 36.52 |
| Consumable Stores and Spares | 150.88 | 129.78 |
| Cash Discount | 9.74 | 27.90 |
| Commission on sales | 73.58 | 75.99 |
| Corporate Social Responsibility Expenses | 33.35 | 15.00 |
| Electricity | 7.19 | 6.48 |
| Freight & Octroi on Sales | 662.15 | 615.01 |
| Insurance | 47.70 | 51.27 |
| Loss on Sale of Fixed Assets (Net) | 1.98 | 3.58 |
| Legal & Professional Fees | 45.96 | 33.01 |
| Miscellaneous Expenses | 166.27 | 182.24 |
| Power and Fuel | 1,255.29 | 1,253.88 |
| Provision for doubtful debts | 27.84 | 20.00 |
| Rent | 19.28 | 19.64 |
| Repairs and Maintenance of | | |
| Buildings | 23.67 | 37.50 |
| Plant and Machinery | 198.16 | 154.60 |
| Others | 45.79 | 42.07 |
| Rates and Taxes | 5.79 | 4.78 |
| Sales Promotion | 61.37 | 28.51 |
| Travelling | 40.44 | 29.49 |
| | 2,919.04 | 2,784.50 |

27 Value of Imports (CIF basis)

(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|----------------------------|------------------|------------------|
| Raw Materials | 20,071.75 | 26,364.71 |
| Components and Spare Parts | 62.42 | 49.50 |
| Capital Goods | 826.56 | 389.58 |
| | 20,960.73 | 26,803.79 |

28 Contingent Liabilities and Commitments

(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|--|----------|---------|
| A. Contingent Liabilities | | |
| i) Guarantees | | |
| Bank Guarantees (Suppliers) | 453.20 | 282.00 |
| Bank Guarantees (Job work) | - | 50.00 |
| Corporate Guarantees to Bank (Channel Financing for Dealers) | 1,576.57 | 696.24 |
| ii) Bill Discounting | 147.82 | 388.84 |
| iii) Claims against the Company not acknowledged as debts | | |
| Income Tax Demands | - | 51.52 |
| Excise Demands | 697.08 | 666.00 |
| Service Tax Demands | 15.70 | 8.95 |
| Bonus F.Y. 2014-15 (Note 41) | 42.00 | - |

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)
(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|---|---------|---------|
| B. Commitments | | |
| Estimated amount of contracts remaining to be executed and not provided for | | |
| i) On Capital Account (Net of advance) | 12.17 | 368.47 |
| ii) Corporate Social Responsibility | - | 5.25 |
| Estimated amount of Investment in Joint Venture remaining to be made | | |
| - US\$ 0.83 Lacs (P.Y. US\$ 0.23 Lacs) | 54.93 | 14.16 |

29 Foreign Currency Transactions
(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|--|-----------|-----------|
| a) Expenditure | | |
| Travelling Expenses | 4.60 | 1.24 |
| Interest Expenses | 35.39 | 60.40 |
| Advertisement Expenses | - | 0.11 |
| Repairs & Maintenance | 0.07 | - |
| Commission on Sales | 3.14 | 9.49 |
| b) Dividend remitted | | |
| No. of Non-Resident Shareholder | 1 | 1 |
| No. of Shares held by Non-Resident Shareholder | 1,400,000 | 1,400,000 |
| Final Dividend | 14.00 | 10.50 |
| Interim Dividend 2015-16 | 10.50 | - |
| c) Earnings | | |
| FOB value of Sale of Goods | 4,765.61 | 5,828.66 |

30 Value of Raw Materials, Components and Spare Parts Consumed
(₹ in Lacs)

| Particulars | 2015-16 | | 2014-15 | |
|-------------|-----------|-------|-----------|-------|
| | Amount | % | Amount | % |
| Imported | 20,772.61 | 32.74 | 27,274.66 | 41.12 |
| Indigenous | 42,665.18 | 67.26 | 39,052.51 | 58.88 |

31 Excise Duty

Excise duty is accounted as and when the goods are cleared. Accordingly, excise duty amounting to ₹ 86.77 Lacs has not been accounted and considered for valuation of finished stocks. The said practice has no effect on the Statement of Profit and Loss for the year.

32 Auditors' Remuneration
(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|----------------|---------|---------|
| Audit Fees | 13.00 | 12.00 |
| Tax Audit Fees | 3.00 | 3.00 |
| Others | 1.82 | 2.25 |
| | 17.82 | 17.25 |

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)

33 Borrowing in Foreign Currency

The Company has opted for accounting the exchange difference arising on reporting of long term foreign currency monetary items as per Accounting Standard 11 (AS-11) specified under section 133 of the Companies Act, 2013, which allows foreign exchange difference on long term monetary items to be capitalized to the extent they related to acquisition of depreciable assets and in other cases to amortize over the period of the monetary assets / liabilities or the period up to 31st March, 2020, whichever is earlier.

Exchange Difference loss of ₹ 4.86 Lacs (P.Y. ₹ 5.80 Lacs) related to acquisition of Depreciable Capital Assets has been adjusted to respective Fixed Assets.

Had this change not been effected, the profit before tax for the year would have been lower by ₹ 4.73 Lacs (net of depreciation) (P.Y. ₹ 5.74 Lacs). Fixed Assets would have been lower by ₹ 4.73 Lacs (P.Y. ₹ 5.74 Lacs) and consequently the Surplus in Statement of Profit & Loss before tax would have been lower by ₹ 4.73 Lacs (P.Y. ₹ 5.74 Lacs).

34 Disclosure in respect of Related Parties pursuant to Accounting Standard 18 " Related Party Disclosures"

List of Related Parties with whom transactions have taken place - (as certified by Management)

a) Key Management Personnel

| | |
|----------------------------|---------------------------|
| Shri Tribhuvanprasad Kabra | - Managing Director |
| Shri Mahendrakumar Kabra | - Joint Managing Director |

b) Relatives of Key Management Personnel

| | |
|-------------------------|---|
| Shri Rameshwarlal Kabra | - Father of Shri Tribhuvanprasad Kabra & Shri Mahendrakumar Kabra |
| Smt. Ratnadevi Kabra | - Mother of Shri Tribhuvanprasad Kabra & Shri Mahendrakumar Kabra |
| Shri Shreegopal Kabra | - Brother of Shri Tribhuvanprasad Kabra & Shri Mahendrakumar Kabra. |
| Smt. Umadevi Kabra | - Wife of Shri Tribhuvanprasad Kabra |
| Late Smt. Hemlata Kabra | - Wife of Shri Mahendrakumar Kabra |
| Shri Mahhesh Kabra | - Son of Shri Tribhuvanprasad Kabra |
| Shri Sumeet Kabra | - Son of Shri Mahendrakumar Kabra |
| Shri Hemant Kabra (CFO) | - Son of Shri Mahendrakumar Kabra |

c) Entities over which Key Management and their relatives are able to exercise significant influence

| | |
|---------------------------------------|---|
| MEW Electricals Ltd. | R R Kabel Ltd. |
| Ram Ratna International | Ram Ratna Research & Holdings Pvt. Ltd. |
| Kabel Buildcon Solutions Private Ltd. | Shreegopal Kabra (HUF) |
| Ram Ratna Electricals Ltd. | Rameshwarlal Kabra (HUF) |
| RR Electrical Middle East FZC | Hemlata Home Solutions Ltd. |
| Ram Ratna Infrastructure Pvt. Ltd. | Jag-Bid Finvest Pvt. Ltd. |
| TMG Global Fzco. | |

d) Joint Venture

RR-Imperial Electricals Limited- (Bangladesh)

Transactions with the related parties in the ordinary course of business (Excluding Reimbursement)

(₹ in Lacs)

| Particulars | Referred in | | Referred in | | Referred in | |
|---|-------------|---------|-------------|---------|-----------------|---------|
| | (a) above | | (b) above | | (c) & (d) above | |
| | 2015-16 | 2014-15 | 2015-16 | 2014-15 | 2015-16 | 2014-15 |
| Purchases: Goods and Services | | | | | | |
| R R Kabel Ltd. | - | - | - | - | 23.85 | 25.28 |
| MEW Electricals Ltd. | - | - | - | - | 42.77 | 214.39 |
| Ram Ratna Research & Holdings Pvt. Ltd. | - | - | - | - | 13.05 | 13.23 |
| Hemlata Home Solutions Ltd. | - | - | - | - | 0.45 | 6.72 |
| Ram Ratna International | - | - | - | - | 234.71 | 49.56 |
| Ram Ratna Electricals Ltd. | - | - | - | - | - | 0.57 |

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)

(₹ in Lacs)

| Particulars | Referred in | | Referred in | | Referred in | |
|--|-------------|---------|-------------|---------|-----------------|----------|
| | (a) above | | (b) above | | (c) & (d) above | |
| | 2015-16 | 2014-15 | 2015-16 | 2014-15 | 2015-16 | 2014-15 |
| Sales: Goods and Services | | | | | | |
| R R Kabel Ltd. | - | - | - | - | 0.72 | 5.64 |
| Ram Ratna International | - | - | - | - | 4,098.87 | 2,111.88 |
| MEW Electricals Ltd. | - | - | - | - | 19.12 | 329.64 |
| Ram Ratna Electricals Ltd. | - | - | - | - | 182.48 | 204.76 |
| Capital Goods: | | | | | | |
| MEW Electricals Ltd. (Purchases) | - | - | - | - | 1.04 | - |
| RR Electrical Middle East FZC | - | - | - | - | - | 7.20 |
| Hemlata Home Solutions Ltd. | - | - | - | - | 2.25 | - |
| R R Kabel Ltd. (Purchases) | - | - | - | - | 12.12 | 7.09 |
| R R Kabel Ltd. (Sales) | - | - | - | - | 0.84 | - |
| Income : | | | | | | |
| Rent and Other Services | - | - | - | - | 0.82 | 0.81 |
| Expenses: | | | | | | |
| Rent and Other Services | - | - | 5.91 | 5.78 | 12.31 | 10.86 |
| Interest | 12.59 | 1.56 | 80.36 | 58.31 | 22.40 | 11.97 |
| Salary – Shri Hemant Kabra (CFO)* | - | - | 18.00 | 11.66 | - | - |
| Directors : | | | | | | |
| Sitting Fees | 0.20 | 0.40 | 0.20 | 0.20 | - | - |
| Remuneration – Shri Tribhuvanprasad Kabra | 74.99 | 77.04 | - | - | - | - |
| Dividend : | | | | | | |
| Dividend Paid | 40.31 | 17.28 | 53.77 | 23.04 | 152.75 | 65.46 |
| Dividend Received | - | - | - | - | 41.60 | 15.60 |
| Finance & Investment: | | | | | | |
| RR-Imperial Electricals Limited- (Bangladesh) | | | | | | |
| Equity Share | - | - | - | - | 32.68 | 70.48 |
| Share Application Money Given/(Refunded) | - | - | - | - | (0.13) | 32.51 |
| Deposits Returned for Rented Premises : | | | | | | |
| Shreegopal Kabra (HUF) | - | - | - | - | - | 17.50 |
| Deposits / Loans Accepted | | | | | | |
| Ram Ratna Research & Holdings Pvt. Ltd. | - | - | - | - | 60.00 | - |
| Rameshwarlal Kabra (HUF) | - | - | - | - | - | 140.00 |
| Shreegopal Kabra (HUF) | - | - | - | - | - | 60.00 |
| Shri Rameshwarlal Kabra | - | - | 0.78 | 15.00 | - | - |
| Smt. Umadevi Kabra | - | - | 148.21 | - | - | - |
| Shri Tribhuvanprasad Kabra | 3.26 | 103.00 | - | - | - | - |
| Shri Mahendrakumar Kabra | 14.00 | 10.00 | - | - | - | - |
| Others | - | - | 32.32 | 160.00 | - | 200.00 |
| Deposits / Loans Repaid | | | | | | |
| Ram Ratna Research & Holdings Pvt. Ltd. | - | - | - | - | - | 174.01 |
| Shri Rameshwarlal Kabra | - | - | - | 175.00 | - | - |
| Shri Tribhuvanprasad Kabra | - | 111.00 | - | - | - | - |
| Rameshwarlal Kabra (HUF) | - | - | - | - | 140.00 | - |
| Shreegopal Kabra (HUF) | - | - | - | - | 60.00 | - |
| Shri Mahendrakumar Kabra | - | 14.00 | - | - | - | - |

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)

(₹ in Lacs)

| Particulars | Referred in | | Referred in | | Referred in | |
|---|-------------|---------|-------------|---------|-----------------|---------|
| | (a) above | | (b) above | | (c) & (d) above | |
| | 2015-16 | 2014-15 | 2015-16 | 2014-15 | 2015-16 | 2014-15 |
| Deposits Given for Rented Premises | | | | | | |
| Smt. Umadevi Kabra | - | - | 8.50 | 8.50 | - | - |
| Late Smt. Hemlata Kabra | - | - | 12.00 | 12.00 | - | - |
| Shreegopal Kabra (HUF) | - | - | - | - | 7.50 | 7.50 |
| Kabel Buildcon Solutions Pvt. Ltd. | - | - | - | - | 3.50 | 3.50 |
| Outstanding Net (Payable) / Receivable | | | | | | |
| Ram Ratna International | - | - | - | - | (5.82) | 398.37 |
| Ram Ratna Electricals Ltd. | - | - | - | - | 23.86 | 50.00 |
| MEW Electricals Ltd. | - | - | - | - | - | 0.38 |
| R R Kabel Ltd. | - | - | - | - | 0.51 | (9.31) |
| Deposits / Loans Outstanding | | | | | | |
| Ram Ratna Research & Holdings Pvt. Ltd. | - | - | - | - | 60.00 | - |
| Rameshwarlal Kabra (HUF) | - | - | - | - | 9.30 | 149.30 |
| Shreegopal Kabra (HUF) | - | - | - | - | 25.00 | 85.00 |
| Shri Rameshwarlal Kabra | - | - | 15.78 | 15.00 | - | - |
| Smt. Umadevi Kabra | - | - | 556.42 | 408.21 | - | - |
| Shri Tribhuvanprasad Kabra | 107.02 | 103.76 | - | - | - | - |
| Shri Mahendrakumar Kabra | 24.00 | 10.00 | - | - | - | - |
| Others | - | - | 304.15 | 271.83 | - | 234.30 |

*Excluding other employees benefits.

35 Financial and Derivatives Contract

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

a) The details of forward contracts outstanding :-

(₹ in Lacs)

| Particulars | As at 31.03.2016 | | As at 31.03.2015 | |
|--|------------------|--------|------------------|--------|
| | USD | INR | USD | INR |
| Booked against Buyers' Credit * | 7.12 | 488.83 | 8.48 | 540.16 |
| Booked against firm commitments or highly probable forecasted transactions | 9.58 | 654.71 | 13.50 | 893.01 |

* Excluding interest on Buyers' Credit

b 1) The details of foreign currency exposure that is not hedged by derivatives instrument or otherwise :-

(₹ in Lacs)

| Particulars | As at 31.03.2016 | | As at 31.03.2015 | |
|--------------------------------|------------------|---------|------------------|---------|
| | USD | INR | USD | INR |
| Buyers' Credit | 9.81 | 651.05 | 1.19 | 74.33 |
| External Commercial Borrowing* | 0.63 | 41.46 | 1.88 | 117.36 |
| Import Creditors / (Advance) | (1.16) | (76.97) | (0.58) | (36.41) |

* Interest on ECB is hedged by Interest swap.

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)

- b 2) The details of foreign currency exposure that are naturally hedged or hedged by future foreign currency earning/ forward contracts:-

(₹ in Lacs)

| Particulars | As at 31.03.2016 | | As at 31.03.2015 | |
|---------------------------------|------------------|--------|------------------|--------|
| | USD | INR | USD | INR |
| Packing Credit Foreign Currency | - | - | 13.83 | 865.73 |
| Bills Discounting | 0.51 | 33.73 | 1.29 | 80.95 |
| Export Debtors | 10.56 | 700.60 | 12.90 | 807.35 |

36 Disclosures pursuant to Accounting Standard 15

A) Defined Benefit Plans- Gratuity (Funded)

(₹ in Lacs)

| Particulars | Gratuity | |
|--|----------------|----------------|
| | 2015-16 | 2014-15 |
| i) Change in Benefit Obligation | | |
| Liability at the beginning of the year | 144.52 | 109.83 |
| Interest Cost | 12.70 | 11.68 |
| Current Service Cost | 21.48 | 19.90 |
| Benefits Paid | (4.29) | (1.82) |
| Actuarial (gain)/loss on obligations | 13.74 | 4.93 |
| Liability at the end of the year | 188.15 | 144.52 |
| ii) Fair value of Plan Assets | | |
| Fair value of plan assets at the beginning of the year | 157.78 | 125.90 |
| Expected Return on plan assets | 13.25 | 11.79 |
| Employer Contributions | 35.05 | 22.80 |
| Benefits Paid | (4.29) | (1.82) |
| Actuarial gain/(loss) on Plan Assets | (0.43) | (0.89) |
| Fair value of plan assets at the end of the year | 201.36 | 157.78 |
| iii) Actual Return on Plan Assets | | |
| Expected Return on plan assets | 13.25 | 11.79 |
| Actuarial gain/(loss) on Plan Assets | (0.43) | (0.89) |
| Actual Return on Plan Assets | 12.82 | 10.90 |
| iv) Amount Recognized in the Balance Sheet | | |
| Liability at the end of the year | 188.15 | 144.52 |
| Fair value of plan assets at the end of the year | 201.36 | 157.78 |
| Difference (Funded Status) | (13.21) | (13.26) |
| Amount Recognized in the Balance Sheet | (13.21) | (13.26) |
| v) Expenses Recognized in the Income Statement | | |
| Current Service Cost | 21.48 | 19.90 |
| Interest Cost | 12.70 | 11.68 |
| Expected Return on plan assets | (13.25) | (11.79) |
| Net Actuarial (Gain)/loss to be recognized | 14.17 | 5.82 |
| Expenses Recognized in the Statement of Profit & Loss | 35.10 | 25.61 |

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)

(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|--|---------|---------|
| vi) Balance Sheet Reconciliation | | |
| Opening Net Liability | (13.26) | (16.07) |
| Expenses as above | 35.10 | 25.61 |
| Employers Contribution | (35.05) | (22.80) |
| Amount Recognized in the Balance Sheet | (13.21) | (13.26) |
| Net Liability/(Assets) - Current | - | - |
| Net Liability/(Assets) - Non Current | (13.21) | (13.26) |
| vii) Investment Details | | |
| L.I.C. Group Gratuity (Cash Accumulation) Policy | YES | YES |

B) Leave Encashment Scheme (Unfunded)

(₹ in Lacs)

| Particulars | Leave Encashment | |
|--|------------------|---------|
| | 2015-16 | 2014-15 |
| Defined Benefit Obligations | | |
| Current Liability | 22.15 | 10.51 |
| Non- Current Liability | 62.79 | 52.79 |
| Discount rate (per annum) | 7.80% | 7.95% |
| Rate of escalation in salary (per annum) | 7.00% | 7.00% |

The estimates of rate of escalation in salaries 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.

37 Calculations of Earnings Per Share (EPS)

| Particulars | 2015-16 | 2014-15 |
|--|------------|------------|
| Profit after Tax (₹ in Lacs) | 934.73 | 982.20 |
| Weighted average number of equity shares outstanding during the year (Nos.) | 22,000,000 | 22,000,000 |
| Face value of equity share (₹) | 5.00 | 5.00 |
| Earning Per Share | | |
| Basic Earnings Per Share (EPS) (₹) | 4.25 | 4.46 |
| Diluted Earnings Per Share (EPS) (₹) | 4.25 | 4.46 |

38 Disclosure required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|---|---------|---------|
| Principal amount remaining unpaid to suppliers as at the end of the accounting year | 14.88 | 12.22 |
| Interest due thereon remaining unpaid to any supplier as at the end of the accounting year | - | - |
| The amount of interest paid along with the amounts of the payment made to the suppliers beyond the appointed day during the year | - | - |
| The amount of interest due and payable for the year | - | - |
| The amount of interest accrued and remaining unpaid at the end of the accounting year | - | - |
| The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid | - | - |

Dues to Micro, Small and Medium Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)

39 Disclosure in respect of Joint Venture pursuant to Accounting Standard 27 " Financial Reporting of Interests in Joint Ventures"

- a) The Company has an interest in the Jointly Controlled Entity - RR - Imperial Electricals Limited incorporated in Bangladesh.
- b) The amount of interest in Joint Controlled Entity as on 31.03.2016 as follows :- (₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|------------------------------------|---------------------|---------------------|
| i) Details of Assets | | |
| Non- Current Assets | | |
| Tangible Assets | 164.36 | 162.42 |
| Intangible Assets | 0.02 | 0.03 |
| Capital Work-in-Progress | 18.92 | 9.40 |
| Long Term Loans and Advances | 65.94 | 30.63 |
| Current Assets | | |
| Inventories | 92.65 | 90.25 |
| Trade Receivables | 223.25 | 182.32 |
| Cash and Bank Balances | 34.09 | 104.66 |
| Short Term Loans and Advances | 14.51 | 13.65 |
| Other Current Assets | - | - |
| ii) Details of Liabilities | | |
| Non- Current Liabilities | | |
| Long Term Borrowings | 82.63 | 80.80 |
| Deferred Tax Liabilities (Net) | - | - |
| Long Term Provisions | - | - |
| Current Liabilities | | |
| Short Term Borrowings | 97.28 | 27.91 |
| Trade Payables | 94.90 | 217.91 |
| Other Current Liabilities | 44.41 | 11.95 |
| Short Term Provisions | - | - |
| iii) Details of Income | | |
| Revenue from Operations | 931.01 | 627.59 |
| Other Income | 0.21 | 0.77 |
| iv) Details of Expenses | | |
| Cost of Materials Consumed | 723.12 | 534.78 |
| Changes in Inventories | 17.43 | (27.02) |
| Employee Benefit Expenses | 50.27 | 27.73 |
| Finance Costs | 13.13 | 9.18 |
| Depreciation | 25.69 | 20.53 |
| Other Expenses | 71.94 | 56.35 |
| Tax Expenses | 2.83 | 1.88 |
| v) Other Matters | | |
| a) Capital Commitments | 5.91 | 11.37 |
| b) Contingent Liabilities | 73.45 | 64.23 |
| c) Capital Commitments of Venturer | 54.93 | 14.16 |

NOTES to Financial Statements for the year ended 31st March, 2016 (contd.)

40 Details of Joint Venture

| Name of Company | Country of Incorporation | % of Holding as on 31.03.2016 | % of Holding as on 31.03.2015 | Accounting Period |
|---------------------------------|--------------------------|-------------------------------|-------------------------------|--------------------------|
| RR-Imperial Electricals Limited | Bangladesh | 10% | 10% | 01.04.2015 to 31.03.2016 |

- 41 In view of stay granted by Kerala & Ernakulam High Court on 27-01-2016 in writ petition no. 3025/2016(c) which is followed by number of other High Courts challenging the retrospective effect of implementation of the payment of Bonus Act, 2015, no provision for the increased liability approximately of ₹ 42 Lacs for the F.Y. 2014-15 been made.

42 Details of Investments made & Guarantee given covered U/s 186(4) of the Companies Act, 2013

- Details of Investments made are given in Note 13.
- Corporate Guarantees has been given by the Company in respect of Loan taken by the Company's dealers under channel financing arrangements refer Note 28 (i).

43 Previous year's figures

The Previous year's figures have been reworked, regrouped, rearranged and reclassified wherever 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
Dated : 15th June, 2016

Hemant Kabra

Chief Financial Officer

Place : Mumbai
Dated : 15th June, 2016

For and on behalf of the Board

Rameshwarlal Kabra

Chairman - DIN 00150875

Mahendrakumar Kabra

Jt. Managing Director- DIN 00473310

Mukund Chitale

Director - DIN 00101004

Sandeep Jhanwar

Director - DIN 00124901

Kirtidevi Kabra

Director - DIN 00150796

Place : Mumbai

Dated : 30th May, 2016

Tribhuvanprasad Kabra

Managing Director - DIN 00091375

Satyanarayan Loya

Director - DIN 00091323

Ajai Singh

Director -DIN 00281743

R. Kannan

Director - DIN 00227980

Ramesh Chamadia

Company Secretary

INDEPENDENT AUDITOR'S REPORT (CONSOLIDATED)

To,
The Members,
Ram Ratna Wires Limited
Mumbai

1. Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated Financial Statements of **Ram Ratna Wires Limited** ("the Company") and its jointly controlled entity in Bangladesh – RR Imperial Electricals Limited, comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

2. Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company with its jointly controlled entity in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (particularly Accounting Standard - 27 "Financial Reporting of interest in Joint Ventures"). The respective Board of Directors of the Company and its jointly controlled entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the law for safeguarding the assets of the Company and of its Jointly controlled entity and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Company, as aforesaid.

3. Auditor's Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making these risk assessments, the auditor considers internal financial control relevant to the Company's preparation and presentation of the Consolidated Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the Consolidated Financial Statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their report referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of unaudited separate financial statements of the jointly controlled entity the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company and its jointly controlled entity as at March 31, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

5. Other Matter

We did not audit the financial statements of jointly controlled entity whose financial statements reflect total assets (net) of ₹ 613.74 Lacs as at March 31, 2016, total revenues of ₹ 931.22 Lacs and net cash outflows amounting to ₹ 65.32 Lacs for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements have been

restated by the management of the Company in accordance with the Accounting Standards specified under section 133 of the Act and other accounting principles generally accepted in India based on nine months audited financial statements and report thereon of other auditors and three months unaudited financial statements which were prepared following Accounting Standards and Generally Accepted Accounting Practices prevalent in Bangladesh. Our report is not modified in respect of this matter.

Our opinion on the Consolidated Financial Statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters.

6. Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
- (ii) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (iii) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- (iv) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (v) On the basis of the written representations received from the directors of the Company as on March 31, 2016 and taken on record by the Board of Directors of the Company, none of the directors of the Company are disqualified as on March 31, 2016 from being appointed as a director in terms of section 164(2) of the Act;
- (vi) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our Report in annexure, which is based on our report of the Company and
- (vii) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (a) The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Company and its jointly controlled entity.
 - (b) The Company and its jointly controlled entity did not have any long term contracts including derivative contracts for which there were any material foreseeable losses; and
 - (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

V. C. Darak
Proprietor
(M. No.6307)

Place : Mumbai
Date : 15th June, 2016

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph (vi) under "Report on Other Legal and Regulatory Requirements" in the Independent Auditor's Report of even date to the members of RAM RATNA WIRES LIMITED

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

In conjunction with our audit of the Consolidated Financial Statements of Ram Ratna Wires Limited ("the Company") as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of the Company but not of its jointly controlled entity in Bangladesh- RR Imperial Electricals Limited.

2. Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of

internal control stated either in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

3. Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note"), issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls so far as audit of the Company is concerned but not its Jointly controlled entity. These Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

4. Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting include those policies and procedures that:-

- (i) pertain to the maintenance of records, in reasonable detail, that accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

5. Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

6. Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

V. C. Darak
Proprietor
(M. No.6307)

Place : Mumbai
Date : 15th June, 2016

CONSOLIDATED BALANCE SHEET as at 31st March, 2016

(₹ in Lacs)

| Particulars | Notes | As at 31.03.2016 | As at 31.03.2015 |
|--|-------|---------------------|---------------------|
| EQUITY AND LIABILITIES | | | |
| SHAREHOLDERS' FUND | | | |
| Share Capital | 3 | 1,100.00 | 1,100.00 |
| Reserves and Surplus | 4 | 6,328.93 | 5,552.92 |
| NON-CURRENT LIABILITIES | | | |
| Long Term Borrowings | 5 | 1,243.88 | 1,366.41 |
| Deferred Tax Liabilities (Net) | 6 | 302.09 | 341.88 |
| Long Term Provisions | 7 | 62.79 | 52.79 |
| CURRENT LIABILITIES | | | |
| Short Term Borrowings | 8 | 10,337.58 | 9,667.57 |
| Trade Payables | 9 | 547.19 | 1,672.16 |
| Other Current Liabilities | 10 | 1,154.03 | 1,112.98 |
| Short Term Provisions | 11 | 255.53 | 463.69 |
| | | 21,332.02 | 21,330.40 |
| ASSETS | | | |
| NON-CURRENTS ASSETS | | | |
| Fixed Assets | 12 | | |
| Tangible Assets | | 5,197.94 | 4,747.13 |
| Intangible Assets | | 4.46 | 5.60 |
| Capital Work-in-Progress | | 184.63 | 9.40 |
| Non-Current Investments | 13 | 40.00 | 40.00 |
| Long Term Loans and Advances | 14 | 709.51 | 760.53 |
| CURRENT ASSETS | | | |
| Inventories | 15 | 1,994.81 | 1,586.86 |
| Trade Receivables | 16 | 11,556.37 | 11,791.04 |
| Cash and Bank Balances | 17 | 332.73 | 523.61 |
| Short Term Loans and Advances | 18 | 1,128.40 | 1,621.16 |
| Other Current Assets | 19 | 183.17 | 245.07 |
| | | 21,332.02 | 21,330.40 |
| Significant Accounting Policies | 2 | | |
| Notes to Financial Statements | 1-34 | | |
| Notes are an integral part of the Financial Statements | | | |

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
Dated : 15th June, 2016

Hemant Kabra

Chief Financial Officer

Place : Mumbai
Dated : 15th June, 2016

For and on behalf of the Board

Rameshwarlal Kabra

Chairman - DIN 00150875

Mahendrakumar Kabra

Jt. Managing Director- DIN 00473310

Mukund Chitale

Director - DIN 00101004

Sandeep Jhanwar

Director - DIN 00124901

Kirtidevi Kabra

Director - DIN 00150796

Place : Mumbai

Dated : 30th May, 2016

Tribhuvanprasad Kabra

Managing Director - DIN 00091375

Satyanarayan Loya

Director - DIN 00091323

Ajai Singh

Director -DIN 00281743

R. Kannan

Director - DIN 00227980

Ramesh Chamadia

Company Secretary

CONSOLIDATED STATEMENT OF PROFIT & LOSS for the year ended on 31st March, 2016

(₹ in Lacs)

| Particulars | Notes | 2015-16 | 2014-15 |
|--|-------|------------------|------------------|
| Revenue from Operations | 20 | 72,835.82 | 74,718.77 |
| Other Income | 21 | 170.45 | 231.30 |
| Total Revenue | | 73,006.27 | 74,950.07 |
| Cost of Materials Consumed | 22 | 64,923.75 | 67,526.60 |
| Changes in Inventories | 23 | (242.17) | (529.53) |
| Employee Benefits Expenses | 24 | 1,711.58 | 1,433.53 |
| Finance Costs | 25 | 1,382.42 | 1,492.09 |
| Depreciation | 12 | 762.75 | 671.34 |
| Other Expenses | 26 | 2,990.98 | 2,840.85 |
| Total Expenses | | 71,529.31 | 73,434.88 |
| Profit Before Tax | | 1,476.96 | 1,515.19 |
| Tax Expenses | | | |
| Excess Provision of earlier years tax | | (2.69) | (13.00) |
| Current Tax | | 557.90 | 583.00 |
| Deferred Tax | | (39.79) | (41.94) |
| | | 515.42 | 528.06 |
| Profit after tax | | 961.54 | 987.13 |
| Earnings per Equity Share of ₹ 5 each: | | | |
| Basic | | 4.37 | 4.49 |
| Diluted | | 4.37 | 4.49 |
| Significant Accounting Policies | 2 | | |
| Notes to Financial Statements | 1-34 | | |
| Notes are an integral part of the Financial Statements | | | |

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
Dated : 15th June, 2016

Hemant Kabra

Chief Financial Officer
Place : Mumbai
Dated : 15th June, 2016

For and on behalf of the Board

Rameshwarlal Kabra

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Ajai Singh

Director -DIN 00281743

R. Kannan

Director - DIN 00227980

Ramesh Chamadia

Company Secretary

CONSOLIDATED CASH FLOW STATEMENT for the year ended 31st March, 2016

(₹ in Lacs)

| | 2015-16 |
|--|-------------------|
| (A) CASH FLOW FROM OPERATING ACTIVITIES : | |
| Net Profit before tax and extraordinary items | 1,476.96 |
| Adjustments for: | |
| Depreciation | 762.75 |
| Finance Costs | 1,382.42 |
| Interest Earned | (37.28) |
| Dividend Income | (41.60) |
| Loss on Sale of Fixed Assets | 1.98 |
| Wealth Tax | - |
| Net Unrealised Foreign Exchange Gain | 9.94 |
| Operating profit before working capital changes | 3,555.17 |
| Adjustments for: | |
| Trade Receivables | 234.67 |
| Loans and Advances and Other Current Assets | 622.76 |
| Inventories | (407.95) |
| Trade Payables | (1,124.97) |
| Other Current Liabilities & Provisions | 75.69 |
| Cash generation from operations | 2,955.37 |
| Taxes Paid (Net of Refund) | (566.11) |
| Net cash from operating activities (A) | 2,389.26 |
| (B) CASH FLOW FROM INVESTING ACTIVITIES | |
| Purchases of Fixed Assets | (1,420.65) |
| Sale of Assets | 39.39 |
| Dividend Income | 41.60 |
| Share Application Money Refunded / (Paid) / (Investment in Shares) | - |
| Interest Received | 51.79 |
| Net cash used in investing activities (B) | (1,287.87) |
| (C) CASH FLOW FROM FINANCING ACTIVITIES | |
| Proceeds from Borrowing | 540.34 |
| Finance Costs Paid | (1,363.72) |
| Dividend Paid (Inclusive of dividend tax) | (463.64) |
| Net cash used in financing activities (C) | (1,287.02) |
| Net increase / (decrease) in cash and cash equivalents (A+B+C) | (185.63) |
| Cash and cash equivalents as at 1st April, | 523.61 |
| Net effect of exchange gain on cash & cash equivalents | 5.25 |
| Cash and cash equivalents as at 31st March, | 332.73 |
| Net increase / (decrease) in cash and cash equivalents | (185.63) |
| Note : i) This being the first year of Consolidated Financial Statements, the Cash Flow Statement has been prepared for the year. | |
| ii) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard-3 (AS-3) on cash flow statement. | |

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
Dated : 15th June, 2016

Hemant Kabra

Chief Financial Officer

Place : Mumbai
Dated : 15th June, 2016

For and on behalf of the Board

Rameshwarlal Kabra

Chairman - DIN 00150875

Mahendrakumar Kabra

Jt. Managing Director- DIN 00473310

Mukund Chitale

Director - DIN 00101004

Sandeep Jhanwar

Director - DIN 00124901

Kirtidevi Kabra

Director - DIN 00150796

Place : Mumbai

Dated : 30th May, 2016

Tribhuvanprasad Kabra

Managing Director - DIN 00091375

Satyanarayan Loya

Director - DIN 00091323

Ajai Singh

Director -DIN 00281743

R. Kannan

Director - DIN 00227980

Ramesh Chamadia

Company Secretary

NOTES to Consolidated Financial Statements for the year ended 31st March, 2016

1 COMPANY OVERVIEW

The Company is engaged in the business of manufacturing engineering goods such as Enamelled Copper Wire & Strips, Enamelled Aluminium Wire, Submersible Winding Wire, Fibre Glass Covered Copper Wire & Strips, Paper Covered Copper Wire & Strips. The Company has a jointly controlled entity in Bangladesh - RR- Imperial Electicals Limited engaged in the business of Enamelled Wire & Strips and PVC Insulated Cables.

2 SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation of Consolidated Financial Statements

The financial statements have been prepared on accrual basis under the historical cost convention and in accordance with Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standard specified under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014.

2.2 Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions that affect the reporting amounts of assets and liabilities and the disclosures of contingent liabilities as at the date of financial statements and the reporting amounts of revenue and expenses during the reporting period.

2.3 Fixed Assets:

- a) Fixed Assets are stated at cost of acquisition or construction, less accumulated depreciation and accumulated impairment loss, if any. Cost include purchase price, tax & duty net of credit availed, if any and other direct cost attributable for acquisition or construction of assets upto the date the asset is ready for its intended use.
- b) The foreign currency differences on Long Term Borrowings for acquiring of fixed assets are adjusted to the cost of assets.
- c) Intangible assets are stated at cost of acquisition, less accumulated amortisation and accumulated impairment loss, if any.

2.4 Depreciation:

- a) Tangible Assets
Depreciation on tangible fixed assets of the Company and its Jointly Controlled Entity has been provided on the Straight Line Method as per the useful lives of the assets prescribed under Schedule II of the Act read with notes thereon and useful lives of the assets as estimated by the management respectively.
- b) Intangible Assets:
Computer Softwares are amortised on Straight Line Method over the estimated useful life of 5 years.

2.5 Valuation of Inventories:

- a) Raw Materials, Work-in-progress and Finished goods are valued at the lower of cost or realizable 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, duties for import under advance licenses and other similar items.
- c) Packing Materials and Fuel are valued at lower of cost or net realizable 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 the Statement of Profit and Loss 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 Buildings and Plant & Machineries, Power & Fuel, Factory Management and Administration Expenses, Repairs & Maintenance and Consumable Stores & Spares.

NOTES to Consolidated Financial Statements for the year ended 31st March, 2016 (contd.)

2.6 Investments:

Long term investments are stated at cost, after providing for any diminution in value, if such diminution is “other than temporary” in nature.

2.7 Sales:

Sales include sales of finished goods, semi finished goods, scrap and excise duty but net off value added tax, rate difference and sales returns. Revenue from Sales is recognised when the substantial risk & rewards of ownership are transferred to the buyer.

2.8 Foreign Currency Transactions:

- a) Foreign Currency Transactions are recorded at the exchange rate prevailing as at the date of transaction.
- b) Foreign currency monetary items are restated at the closing exchange rates. Non-monetary items are recorded at exchange rate prevailing on the date of transaction.
- 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 revenue or expense on account of exchange difference either on settlement or on translation is recognized in the statement of profit and loss except related to fixed assets are adjusted to carrying cost of net assets. The premium or discount on forward contracts entered into to hedge the foreign currency risks of a firm commitment is recognized over the life of contract. The mark to market loss in respect of outstanding derivative contracts as on the Balance Sheet date for highly probable forecasted transactions are charged to Statement of Profit & Loss.
- 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 the Balance Sheet.
- f) Profit or loss arising on cancellation or renewal of such forward exchange contracts are recognised as income or expenses for the year.
- g) Translation of Jointly Controlled Entity's (Non-Integral Foreign Operations), income and expense items are consolidated at average rate prevailing during the year. Assets and liabilities are converted at the rate prevailing at the end of the year. The resultant translation gains or losses are disclosed as “Foreign Currency Translation Reserve” under the head Reserves and Surplus.

2.9 Employee Benefits:

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

2.10 Provision for Current and Deferred Tax:

Provision for current tax is made after taking into consideration benefits admissible under the applicable taxation laws. 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

NOTES to Consolidated Financial Statements for the year ended 31st March, 2016 (contd.)

carried forward only to the extent that there is a reasonable certainty that the asset will be realized in future. Deferred Tax Asset (Net) and Deferred Tax Liability (Net) are determined separately for the Company and its Jointly Controlled Entity, as per the applicable Laws and then aggregated.

2.11 Earnings per share:

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

2.12 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.

2.13 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 statement of profit and loss.

2.14 Provisions, 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 on Financial Statements. Contingent Assets are neither recognized nor disclosed in the notes on consolidated financial statements.

2.15 Cash Flow Statements:

The Cash Flow Statement is prepared under 'Indirect Method'

2.16 Segment Reporting:

The Company and its Jointly Controlled Entity are engaged in the business of Enamelled Wire/Strips and Enamelled Wire/Strips and PVC Insulated Cable respectively. As such there is no separate reportable segment as defined by the Accounting Standard (AS-17) Segment Reporting.

2.17 Financial Reporting of Interest in Joint Venture

The Consolidated Financial Statements have been prepared to comply in all material respect with the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rule, 2014.

The financial statements of the Company together with financial statements of its Jointly Controlled Entity as described in note 28 have been considered for the purpose of consolidation.

The financial statements of the Jointly Controlled Entity is restated by the management of the Company in accordance with the accounting standard specified under section 133 of the Act and other accounting principles generally accepted in India based on nine months audited and three months unaudited financial statements and report thereon of the other auditors which were prepared based on accounting standards and generally accepted accounting practice prevalent in Bangladesh.

The financial statements of the Company and its share in Jointly Controlled Entity have been combined to the extent possible on a line by line basis by adding together like items of assets, liabilities, income and expenses. Company's shares in unrealized gain or loss on the transactions between the Company and its Jointly Controlled Entity and balances have been eliminated on Consolidation. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the Company and its share in the relevant reserves of the Jointly Controlled Entity.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's financial statements.

NOTES to Consolidated Financial Statements for the year ended 31st March, 2016 (contd.)

3 SHARE CAPITAL

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|---|---------------------|---------------------|
| Authorised | | |
| 30,000,000 (P.Y. 30,000,000) Equity Shares of ₹ 5 each | 1,500.00 | 1,500.00 |
| Issued, Subscribed and Paid Up | | |
| 22,000,000 (P.Y. 22,000,000) Equity Shares of ₹ 5 each fully paid up | 1,100.00 | 1,100.00 |
| | 1,100.00 | 1,100.00 |

3.1 Reconciliation of number of Equity Shares outstanding at the beginning & at the end of the year

| Particulars | 31.03.2016 | | 31.03.2015 | |
|---------------------------------|-------------------|-----------------|------------|-------------|
| | Numbers | (₹ in Lacs) | Numbers | (₹ in Lacs) |
| As at the beginning of the year | 22,000,000 | 1,100.00 | 22,000,000 | 1,100.00 |
| Add/(Less) during the year | - | - | - | - |
| As at the end of the year | 22,000,000 | 1,100.00 | 22,000,000 | 1,100.00 |

3.2 Details of Shareholders holding more than 5% Equity Shares

| Name of Shareholder | 31.03.2016 | | 31.03.2015 | |
|--|------------------|--------------|---------------|--------------|
| | No. of Shares | % of Holding | No. of Shares | % of Holding |
| Ram Ratna Research & Holdings Pvt. Ltd. | 3,400,000 | 15.45 | 3,400,000 | 15.45 |
| Mahendrakumar Kabra | 1,867,966 | 8.49 | 1,867,966 | 8.49 |
| TMG Global FZCO | 1,400,000 | 6.36 | 1,400,000 | 6.36 |
| Rameshwari Lal Kabra - As Karta of Rameshwari Lal Kabra(HUF) | 1,241,000 | 5.64 | 1,241,000 | 5.64 |

As per the records of the Company.

3.3 Terms/ rights attached to Equity Shares

The Company has only one class of shares referred to as equity shares having face value of ₹ 5/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to approval of the Shareholders in the ensuing Annual General Meeting, except in the case of interim dividend.

As per the Companies Act, 2013 the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the event of liquidation of the Company. The distribution will be in proportion to the number of equity shares held by the Shareholders.

3.4 For details of Basic and Diluted Earning Per Share (EPS) (Note 31)

NOTES to Consolidated Financial Statements for the year ended 31st March, 2016 (contd.)

4 RESERVES & SURPLUS

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|---|---------------------|---------------------|
| Securities Premium Reserves | | |
| As per the last Balance Sheet | 763.20 | 763.20 |
| | 763.20 | 763.20 |
| General Reserve | | |
| As per the last Balance Sheet | 438.00 | 338.00 |
| Add : Transferred from Statement of Profit & Loss | 75.00 | 100.00 |
| | 513.00 | 438.00 |
| Foreign Currency Translation Reserve | | |
| As per the last Balance Sheet | 45.71 | - |
| Add : Currency translation gain during the year | 13.06 | 45.71 |
| | 58.77 | 45.71 |
| Profit & Loss Account | | |
| As per the last Balance Sheet | 4,306.01 | 3,707.05 |
| Add : Net Profit transferred from Statement of Profit & Loss | 961.54 | 987.13 |
| Less : Adjustment as per Schedule II of the Companies Act, 2013 | - | 23.12 |
| Less : Appropriations | | |
| Interim Dividend | 165.00 | - |
| Proposed Dividend | - | 220.00 |
| Tax on Dividend | 33.59 | 45.05 |
| Transferred to General Reserve | 75.00 | 100.00 |
| | 4,993.96 | 4,306.01 |
| | 6,328.93 | 5,552.92 |

5 LONG TERM BORROWINGS

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|---------------------------------|---------------------|---------------------|
| Secured | | |
| Term Loan from Banks | | |
| Foreign Currency Loans | 14.74 | 39.12 |
| Vehicle Loans | 21.62 | 34.23 |
| Unsecured | | |
| Term Loan | | |
| Foreign Currency Loan | 67.89 | 80.80 |
| Others | | |
| Public Deposits | - | 158.30 |
| Loan from Promoters & Relatives | 1,079.63 | 1,003.96 |
| Inter Corporate Loans | 60.00 | 50.00 |
| | 1,243.88 | 1,366.41 |

NOTES to Consolidated Financial Statements for the year ended 31st March, 2016 (contd.)

5.1 Term Loan from Banks

Foreign Currency Loans

(₹ in Lacs)

| Particulars | Rate of Interest | As at 31.03.2016 | As at 31.03.2015 |
|---|------------------|---------------------|---------------------|
| i) Term Loan I - 2 Equal Qtr Installments | LIBOR+ Spread | 41.46 | 117.36 |
| Less : Current maturities of long term borrowings (Note 10) | | 41.46 | 78.24 |
| | | - | 39.12 |
| ii) Term Loan II- 60 Equal Monthly Installments | 14% p.a. | 17.28 | - |
| Less : Current maturities of long term Borrowings (Note 10) | | 2.54 | - |
| | | 14.74 | - |
| | | 14.74 | 39.12 |

5.2 Vehicle Loans

(₹ in Lacs)

| Particulars | Rate of Interest | As at 31.03.2016 | As at 31.03.2015 |
|---|------------------|---------------------|---------------------|
| Vehicle Loan - I | | - | 0.66 |
| Vehicle Loan - II | | - | 2.67 |
| Vehicle Loan - III - 19 Monthly Installments | 10.21% p.a. | 34.23 | 53.17 |
| Vehicle Loan - IV - 32 Monthly Installments | 9.26% p.a. | 7.61 | - |
| Vehicle Loan - V - 56 Monthly Installments | 10.50% p.a. | 4.13 | - |
| | | 45.97 | 56.50 |
| Less : Current maturities of long term borrowings (Note 10) | | 24.35 | 22.27 |
| | | 21.62 | 34.23 |

5.3 Unsecured Term Loan

Foreign Currency Loan

(₹ in Lacs)

| Particulars | Rate of Interest | As at 31.03.2016 | As at 31.03.2015 |
|---|------------------|---------------------|---------------------|
| 5 (P.Y. 5) Equal Yearly Installments | LIBOR+ Spread | 84.86 | 80.80 |
| Less : Current maturities of long term borrowings (Note 10) | | 16.97 | - |
| | | 67.89 | 80.80 |

- 5.4 Term Loan I - External Commercial Borrowing is secured by way of first pari passu charge with the consortium lenders over the existing immovable properties (excluding immovable property at Rakholi, Silvassa) and the present and future movable fixed assets of the Company and pari passu second charge with the consortium lenders over the present and future current assets of the Company and further secured by personal guarantees of some Directors and a relative of Directors of the Company. The interest thereof is hedged through interest rate swap @ 5.51% p.a.
- 5.5 Term Loan II is secured by hypothecation of plant & machineries of the Jointly Controlled Entity and further secured by personal guarantee of some Directors of Jointly Controlled Entity and corporate guarantee of company owned by other Co-Venturers.
- 5.6 Vehicle Loans are secured by way of hypothecation of specific vehicle.
- 5.7 Other Unsecured Loans carry interest rates from 11% p.a. to 12% p.a. with tenure more than two years.

NOTES to Consolidated Financial Statements for the year ended 31st March, 2016 (contd.)

6 DEFERRED TAX LIABILITIES (NET)

(₹ in Lacs)

| Particulars | Deferred Tax (Assets) / Liabilities as at 01.04.2015 | Current year Charge | Deferred Tax (Assets) / Liabilities as at 31.03.2016 |
|---|--|---------------------|--|
| Deferred Tax Liabilities | | | |
| Depreciation | 401.88 | (4.71) | 397.17 |
| Deferred Tax Assets | | | |
| Provision for expenses allowed for tax purpose on payment basis (net) | (36.06) | (25.01) | (61.07) |
| Provision for doubtful debts | (23.94) | (10.07) | (34.01) |
| | 341.88 | (39.79) | 302.09 |

7 LONG TERM PROVISIONS

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|--|------------------|------------------|
| Provision for Employee Benefits | | |
| Leave Encashment | 62.79 | 52.79 |
| | 62.79 | 52.79 |

8 SHORT TERM BORROWINGS

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|-----------------------------------|------------------|------------------|
| Secured | | |
| Working Capital Loans | | |
| From Banks | | |
| Foreign Currency Loans | 240.69 | 1,579.85 |
| Rupee Loans | | |
| Short Term | 1,850.00 | 2,645.00 |
| Repayable on demand | 4,318.75 | 2,721.30 |
| | 6,409.44 | 6,946.15 |
| Unsecured | | |
| Working Capital Loans | | |
| From Banks | | |
| Foreign Currency Loans | 964.95 | - |
| Rupee Loans- Short Term | 2,438.09 | 1,940.20 |
| From Financial Institution | | |
| Rupee Loans | 476.30 | 717.74 |
| Loan from Promoters & Relatives | - | 63.48 |
| Inter Corporate Loans | 48.80 | - |
| | 3,928.14 | 2,721.42 |
| | 10,337.58 | 9,667.57 |

- 8.1 Secured Working Capital Loans of Company are secured by way of first pari passu charge with the consortium lenders over the entire current assets, present and future, such as stock, book debts, other receivables, etc. and pari passu second charge with the consortium lenders over the existing immovable properties (excluding immovable property at Rakholi, Silvassa) and the present and future movable fixed assets of the Company and further secured by personal guarantees of some Directors and a relative of Directors of the Company.

NOTES to Consolidated Financial Statements for the year ended 31st March, 2016 (contd.)

8.2 Secured Working Capital Loan of Jointly Controlled Entity is secured by hypothecation of plant & machineries of the Jointly Controlled Entity and further secured by personal guarantee of some Directors of Jointly Controlled Entity and corporate guarantee of company owned by other Co-Venturers.

8.3 Personal guarantees have been given by some of the Directors for unsecured loans from Banks and Financial Institution.

9 TRADE PAYABLES

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|-------------------------------------|---------------------|---------------------|
| Trade Payables | | |
| - Micro, Small & Medium Enterprises | 14.88 | 12.22 |
| - Others | 532.31 | 1,659.94 |
| | 547.19 | 1,672.16 |

10 OTHER CURRENT LIABILITIES

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|--|---------------------|---------------------|
| Current maturities of long term borrowings (Note 5) | | |
| Foreign Currency Loans | 60.97 | 78.24 |
| Vehicle Loans | 24.35 | 22.27 |
| Public Deposits | 158.30 | 150.25 |
| Interest accrued and due | 61.02 | 66.58 |
| Interest accrued but not due | 3.60 | 3.90 |
| Unclaimed dividends | 29.42 | 19.16 |
| Other Payables : | | |
| Accrued Salary & Benefit | 224.26 | 147.06 |
| Creditors for Expenses | 405.40 | 434.39 |
| Statutory Taxes Payable | 16.70 | 15.33 |
| Advances From Customers | 106.12 | 108.43 |
| Forward Contract (Net) | 16.45 | 9.22 |
| Creditors for Capital Expenditure | 47.29 | 58.00 |
| Deposits From Customers & Others | 0.15 | 0.15 |
| | 1,154.03 | 1,112.98 |

11 SHORT TERM PROVISIONS

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|--|---------------------|---------------------|
| Provision for Employee Benefits | | |
| Leave Encashment | 22.15 | 10.51 |
| Other Provisions | | |
| Income Tax (Net of Advance Tax) | 233.38 | 187.21 |
| Wealth Tax | - | 0.92 |
| Proposed Dividend | - | 220.00 |
| Tax on Proposed Dividend | - | 45.05 |
| | 255.53 | 463.69 |

NOTES to Consolidated Financial Statements for the year ended 31st March, 2016 (contd.)

12 FIXED ASSETS

TANGIBLE ASSETS

(₹ in Lacs)

| Description | GROSS BLOCK | | | | | DEPRECIATION | | | | | NET BLOCK | |
|------------------------------|-----------------|-------------------|-----------------|-------------------------|-----------------|-----------------|---------------|--------------------------|-------------------|-----------------|-----------------|-----------------|
| | As at 1-Apr-15 | Transalation Diff | Additions | Deductions/ Adjustments | As at 31-Mar-16 | As at 1-Apr-15 | For the Year | Deductions / Adjustments | Transalation Diff | As at 31-Mar-16 | As at 31-Mar-16 | As at 31-Mar-15 |
| Land - Free Hold | 151.86 | - | - | - | 151.86 | - | - | - | - | - | 151.86 | 151.86 |
| Factory Buildings | 1,115.05 | 0.60 | 86.96 | - | 1,202.61 | 334.22 | 38.28 | - | 0.17 | 372.67 | 829.94 | 780.83 |
| Residential Buildings | 197.30 | - | - | - | 197.30 | 35.91 | 3.10 | - | - | 39.01 | 158.29 | 161.39 |
| Plant & Machineries | 6,644.29 | 8.87 | 1,104.43 | 370.99 | 7,386.60 | 3,366.77 | 638.22 | 331.15 | 2.07 | 3,675.91 | 3,710.69 | 3,277.52 |
| Electrical Installations | 94.83 | 0.25 | 1.66 | - | 96.74 | 69.96 | 3.92 | - | 0.08 | 73.96 | 22.78 | 24.87 |
| Furniture & Fixtures | 99.48 | 0.13 | 0.44 | - | 100.05 | 68.47 | 9.40 | - | 0.02 | 77.89 | 22.16 | 31.01 |
| Office and Other Equipments | 245.49 | 0.21 | 36.23 | 1.51 | 280.42 | 126.32 | 34.71 | 0.57 | 0.07 | 160.53 | 119.89 | 119.17 |
| Vehicles | 293.25 | 0.35 | 16.17 | 11.73 | 298.04 | 92.77 | 33.98 | 11.14 | 0.10 | 115.71 | 182.33 | 200.48 |
| Capital Work - in - Progress | 8,841.55 | 10.41 | 1,245.89 | 384.23 | 9,713.62 | 4,094.42 | 761.61 | 342.86 | 2.51 | 4,515.68 | 5,197.94 | 4,747.13 |
| | 9.40 | 0.47 | 1,061.12 | 886.36 | 184.63 | - | - | - | - | - | 184.63 | 9.40 |
| Total | 8,850.95 | 10.88 | 2,307.01 | 1,270.59 | 9,898.25 | *4094.42 | 761.61 | 342.86 | 2.51 | 4,515.68 | 5,382.57 | 4,756.53 |

* Includes ₹ 35.02 Lacs amount of Depreciation adjusted to retained profit as per Schedule II of the Act.

INTANGIBLE ASSETS

(₹ in Lacs)

| Description | GROSS BLOCK | | | | | DEPRECIATION | | | | | NET BLOCK | |
|--------------------|----------------|-------------------|-----------|-------------------------|-----------------|----------------|--------------|--------------------------|-------------------|-----------------|-----------------|-----------------|
| | As at 1-Apr-15 | Transalation Diff | Additions | Deductions/ Adjustments | As at 31-Mar-16 | As at 1-Apr-15 | For the Year | Deductions / Adjustments | Transalation Diff | As at 31-Mar-16 | As at 31-Mar-16 | As at 31-Mar-15 |
| Computer Softwares | 16.11 | - | - | - | 16.11 | 10.51 | 1.14 | - | - | 11.65 | 4.46 | 5.60 |
| Total | 16.11 | - | - | - | 16.11 | 10.51 | 1.14 | - | - | 11.65 | 4.46 | 5.60 |

12.1 For relevant Accounting Policies refer Notes 2.3, 2.4, 2.8 & 2.13

12.2 Details of addition on accounts of Foreign Exchange Difference and Borrowing Expenses:

(₹ in Lacs)

| Particulars | Foreign Exchange Difference | | Interest | |
|---------------------|-----------------------------|---------|----------|---------|
| | 2015-16 | 2014-15 | 2015-16 | 2014-15 |
| Factory Buildings | 0.82 | 0.98 | - | - |
| Plant & Machineries | 17.90 | 2.62 | 27.03 | 12.24 |

13 NON - CURRENT INVESTMENTS

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|--|------------------|------------------|
| Trade Investments in Equity at Cost - Unquoted | | |
| R R Kabel Limited | 40.00 | 40.00 |
| 5,20,000(P.Y. 5,20,000) Fully Paid Equity Shares of ₹ 10/- each | 40.00 | 40.00 |

NOTES to Consolidated Financial Statements for the year ended 31st March, 2016 (contd.)

13.1 Details of Non - Current Investments

| Name of the Body Corporate | Subsidiary/ Associate/ JV/ Controlled Entity/ Others | Extent of Holding (%) | |
|----------------------------|--|-----------------------|---------------------|
| | | As at 31.03.2016 | As at 31.03.2015 |
| R R Kabel Limited | Others | 2.15% | 2.15% |

14 LONG TERM LOANS & ADVANCES

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|-----------------------------------|---------------------|---------------------|
| Unsecured, Considered good | | |
| Capital Advances | 64.34 | 111.30 |
| Security Deposits | | |
| Electricity & Other Deposits | 11.77 | 54.51 |
| Rental Deposits | 38.56 | 37.19 |
| Earnest Money | 0.43 | 0.16 |
| Excise Authorities | 27.03 | 23.25 |
| Other loans and advances | | |
| Advance Income Tax | 100.29 | 68.70 |
| Vat Receivable | 453.88 | 452.16 |
| Others - Gratuity | 13.21 | 13.26 |
| | 709.51 | 760.53 |

- 14.1 Rental Deposits include ₹ 28.00 Lacs (P.Y. ₹ 28.00 Lacs) due from related parties and ₹ 3.50 Lacs (P.Y. ₹ 3.50 Lacs) due from a Private Limited Company in which some of the Directors are director &/or member. (Note 30)

15 INVENTORIES

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|----------------------------|---------------------|---------------------|
| Raw Materials | 746.16 | 562.46 |
| Work-in-Process | 426.35 | 560.99 |
| Finished Goods | 601.10 | 347.28 |
| Finished Goods- in Transit | 92.68 | - |
| Others | | |
| Packing Materials | 30.53 | 47.54 |
| Scrap | 90.18 | 59.87 |
| Fuel | 7.81 | 8.72 |
| | 1,994.81 | 1,586.86 |

- 15.1 For mode of valuation for each class of Inventories (Note 2.5)

16 TRADE RECEIVABLES

(₹ in Lacs)

| Particulars | As at 31.03.2016 | | As at 31.03.2015 |
|--|---------------------|------------------|---------------------|
| Trade receivables outstanding for a period exceeding six months | | | |
| Unsecured, Considered good | 268.19 | | 314.19 |
| Unsecured, Considered doubtful | 98.26 | | 70.42 |
| | 366.45 | | 384.61 |
| Less: Provision for doubtful debts | 98.26 | | 70.42 |
| | | 268.19 | 314.19 |
| Others | | | |
| Secured, Considered good | | 412.64 | 485.60 |
| Unsecured, Considered good (Note 16.1) | | 10,875.54 | 10,991.25 |
| | | 11,556.37 | 11,791.04 |

NOTES to Consolidated Financial Statements for the year ended 31st March, 2016 (contd.)

- 16.1 Includes ₹ 24.37 Lacs (P.Y. ₹ 50 Lacs) due from companies in which some of the Directors are director &/or member and ₹ 3.09 Lacs (P.Y. ₹ 407.45 Lacs) due from a partnership firm in which one of the director is a partner. (Note 30)

17 CASH AND BANK BALANCES

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|---|---------------------|---------------------|
| Cash on hand | 2.39 | 3.08 |
| Balances with Banks | | |
| In Current Accounts# | 206.34 | 288.24 |
| In Deposit Accounts * | 124.00 | 232.29 |
| | 332.73 | 523.61 |
| 17.1 Deposit Accounts with more than 12 months maturity | 24.35 | - |
| | 24.35 | - |
| Restricted Cash & Bank Balances | | |
| # Includes | | |
| Balance in Unclaimed Dividend Accounts | 29.42 | 19.16 |
| | 29.42 | 19.16 |
| * Includes | | |
| Margin Money Deposit against Bank Guarantees | 34.04 | 113.37 |
| Security Deposit against Borrowings | 24.02 | 18.13 |
| Security Deposit to Government Authorities | 0.82 | 0.79 |
| Liquid Assets against Public Deposits | 48.00 | 55.00 |
| Margin Money Deposit against Letter of Credit | 17.12 | 28.05 |
| Others | - | 16.95 |
| | 124.00 | 232.29 |

18 SHORT TERM LOANS & ADVANCES

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|-----------------------------------|---------------------|---------------------|
| Unsecured, Considered good | | |
| Prepaid Expenses | 85.52 | 65.96 |
| Loans / Advances to Employees | 16.84 | 7.19 |
| Advances to Suppliers | 738.04 | 808.37 |
| Balance with VAT Authorities | 3.91 | 1.54 |
| Balance with Excise Authorities | 149.48 | 267.45 |
| Excise Duty Refundable | 117.17 | 443.64 |
| Others | 17.44 | 27.01 |
| | 1,128.40 | 1,621.16 |

19 OTHER CURRENT ASSETS

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|---|---------------------|---------------------|
| Interest accrued but not due on deposits | 7.09 | 21.60 |
| Export Incentives Receivable | 171.73 | 220.07 |
| Unamortized premium on forward contract (Note 19.1) | 4.35 | 3.40 |
| | 183.17 | 245.07 |

- 19.1 *For relevant Accounting Policy (Note 2.8).

NOTES to Consolidated Financial Statements for the year ended 31st March, 2016 (contd.)

20 REVENUE FROM OPERATIONS

(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|------------------------------------|------------------|-----------|
| Sales of Products | 79,488.37 | 81,852.47 |
| Other operating revenues | | |
| Sale of Scrap (Net of Excise) | 1,020.93 | 1,083.49 |
| Processing Charges (Net of Excise) | 253.51 | 138.57 |
| Export Incentive | 160.44 | 121.56 |
| Bad Debts Recovered | 5.00 | 2.00 |
| | 80,928.25 | 83,198.09 |
| Less : Excise Duty | 8,092.43 | 8,479.32 |
| | 72,835.82 | 74,718.77 |

21 OTHER INCOME

(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|--|---------------|---------|
| Interest Income | | |
| On Bank Deposits | 10.01 | 16.58 |
| From Customers | 27.27 | 22.24 |
| From Others | - | 7.43 |
| Dividend Income | | |
| From Trade Investments | 41.60 | 15.60 |
| Gain on SHIS scrips utilization | 13.86 | 32.70 |
| Sundry Balances Written back (Net) | - | 13.41 |
| Net gain on foreign currency transactions and translations | 52.31 | 99.43 |
| Workers' Quarters Rent | 25.40 | 23.91 |
| | 170.45 | 231.30 |

22 COST OF MATERIALS CONSUMED

(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|---------------------------|------------------|-----------|
| Raw Materials Consumption | 64,923.75 | 67,526.60 |
| | 64,923.75 | 67,526.60 |

22.1 For determination of cost (Note 2.5)

23 CHANGE IN INVENTORIES

(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|-----------------------------|-----------------|----------|
| Closing Stocks | | |
| Finished Goods | 601.10 | 347.28 |
| Finished Goods - in Transit | 92.68 | - |
| Work-in-Process | 426.35 | 560.99 |
| Scrap | 90.18 | 59.87 |
| (A) | 1,210.31 | 968.14 |
| Opening Stocks | | |
| Finished Goods | 347.28 | 150.57 |
| Work-in-Process | 560.99 | 243.66 |
| Scrap | 59.87 | 44.38 |
| (B) | 968.14 | 438.61 |
| (B-A) | (242.17) | (529.53) |

NOTES to Consolidated Financial Statements for the year ended 31st March, 2016 (contd.)
24 EMPLOYEES BENEFITS EXPENSES
(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|----------------------------------|-----------------|-----------------|
| Salaries, Wages and Incentives | 1,482.23 | 1,234.79 |
| Director's Remuneration* | 74.99 | 77.04 |
| Contributions to | | |
| Workers Participation in Profits | 1.24 | 0.43 |
| Provident Fund | 69.83 | 57.43 |
| Gratuity Fund | 35.10 | 25.61 |
| Staff Welfare Expenses | 48.19 | 38.23 |
| | 1,711.58 | 1,433.53 |

* Including Director's Commission ₹ 35.29 Lacs (P.Y. ₹ 41.04 Lacs).

25 FINANCE COSTS
(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|---|-----------------|-----------------|
| Interest on Borrowings | 1,129.58 | 1,262.66 |
| Interest on Income Tax | 24.56 | 11.59 |
| Other Borrowing Costs | 61.77 | 62.23 |
| Net loss on foreign currency transactions and translation | 166.51 | 155.61 |
| | 1,382.42 | 1,492.09 |

26 OTHER EXPENSES
(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|--|-----------------|-----------------|
| Auditors' Remuneration | 18.24 | 17.69 |
| Bank Charges | 25.47 | 37.00 |
| Consumable- Stores and Spares | 163.15 | 144.17 |
| Cash Discount | 9.74 | 27.90 |
| Commission on sales | 73.58 | 75.99 |
| Corporate Social Responsibility Expenses | 33.35 | 15.00 |
| Electricity | 7.57 | 6.68 |
| Freight & Octroi on Sales | 663.59 | 615.01 |
| Insurance | 50.20 | 53.69 |
| Loss on Sale of Fixed Assets (Net) | 1.98 | 3.58 |
| Legal & Professional Fees | 46.48 | 33.73 |
| Miscellaneous Expenses | 181.15 | 192.61 |
| Power and Fuel | 1,267.01 | 1,263.33 |
| Provision for doubtful debts | 27.84 | 20.00 |
| Rent | 24.51 | 23.75 |
| Repairs and Maintenance of | | |
| Buildings | 24.09 | 38.27 |
| Plant and Machinery | 203.06 | 156.03 |
| Others | 46.31 | 42.91 |
| Rates and Taxes | 5.79 | 4.78 |
| Sales Promotion | 73.62 | 37.37 |
| Travelling | 44.25 | 31.36 |
| | 2,990.98 | 2,840.85 |

NOTES to Consolidated Financial Statements for the year ended 31st March, 2016 (contd.)

27 Contingent Liabilities and Commitments

(₹ in Lacs)

| Particulars | 2015-16 | 2014-15 |
|---|----------|---------|
| A. Contingent Liabilities | | |
| i) Guarantees | | |
| Bank Guarantees (Suppliers) | 453.26 | 282.00 |
| Bank Guarantees (Job work) | - | 50.00 |
| Corporate Guarantees to Bank (Channel Financing for Dealers) | 1,576.57 | 696.24 |
| Letter of Credit | 73.39 | - |
| ii) Bill Discounting | 147.82 | 388.84 |
| iii) Claims against the Company not acknowledged as debts | | |
| Income Tax Demands | - | 51.52 |
| Excise Demands | 697.08 | 666.00 |
| Service Tax Demands | 15.70 | 8.95 |
| Bonus F.Y. 2014-15 | 42.00 | - |
| B. Commitments | | |
| Estimated amount of contracts remaining to be executed and not provided for | | |
| i) On Capital Account (Net of advance) | 18.08 | 368.47 |
| ii) Corporate Social Responsibility | - | 5.25 |
| Estimated amount of Investment in Joint Venture remaining to be made | | |
| - US\$ 0.83 Lacs (P.Y. US\$ 0.23 Lacs) | 54.93 | 14.16 |

28 Disclosure in respect of Joint Venture pursuant to Accounting Standard 27 "Financial Reporting of Interests in Joint Ventures"

- a) The Company has an interest in the Jointly Controlled Entity - RR-Imperial Electricals Limited incorporated in Bangladesh.
- b) The amount of interest in Joint Controlled Entity as on 31.03.2016 is as follows :-

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|-----------------------------------|------------------|------------------|
| i) Details of Assets | | |
| Non- Current Assets | | |
| Tangible Assets | 164.36 | 162.42 |
| Intangible Assets | 0.02 | 0.03 |
| Capital Work in Progress | 18.92 | 9.40 |
| Long Term Loans and Advances | 65.94 | 30.63 |
| Current Assets | | |
| Inventories | 92.65 | 90.25 |
| Trade Receivables | 223.25 | 182.32 |
| Cash and Bank Balances | 34.09 | 104.66 |
| Short Term Loans and Advances | 14.51 | 13.65 |
| Other Current Assets | - | - |
| ii) Details of Liabilities | | |
| Non- Current Liabilities | | |
| Long Term Borrowings | 82.63 | 80.80 |
| Deferred Tax Liabilities (Net) | - | - |
| Long Term Provisions | - | - |

NOTES to Consolidated Financial Statements for the year ended 31st March, 2016 (contd.)

(₹ in Lacs)

| Particulars | As at 31.03.2016 | As at 31.03.2015 |
|------------------------------------|---------------------|---------------------|
| Current Liabilities | | |
| Short Term Borrowings | 97.28 | 27.91 |
| Trade Payables | 94.90 | 217.91 |
| Other Current Liabilities | 44.41 | 11.95 |
| Short Term Provisions | - | - |
| iii) Details of Income | | |
| Revenue from Operations | 931.01 | 627.59 |
| Other Income | 0.21 | 0.77 |
| iv) Details of Expenses | | |
| Cost of Materials Consumed | 723.12 | 534.78 |
| Changes in Inventories | 17.43 | (27.02) |
| Employee Benefit Expenses | 50.27 | 27.73 |
| Finance Costs | 13.13 | 9.18 |
| Depreciation | 25.69 | 20.53 |
| Other Expenses | 71.94 | 56.35 |
| Tax Expenses | 2.83 | 1.88 |
| v) Other Matters | | |
| a) Capital Commitments | 5.91 | 11.37 |
| b) Contingent Liabilities | 73.45 | 64.23 |
| c) Capital Commitments of Venturer | 54.93 | 14.16 |

29 Details of Joint Venture

| Name of Company | Country of Incorporation | % of Holding as on 31.03.2016 | % of Holding as on 31.03.2015 | Accounting Period |
|---------------------------------|--------------------------|-------------------------------|-------------------------------|--------------------------|
| RR-Imperial Electricals Limited | Bangladesh | 10% | 10% | 01.04.2015 to 31.03.2016 |

30 Disclosure in respect of Related Parties pursuant to Accounting Standard 18 " Related Party Disclosures"

List of Related Parties with whom transactions have taken place - (as certified by management)

a) Key Management Personnel

- Shri Tribhuvanprasad Kabra - Managing Director
- Shri Mahendrakumar Kabra - Joint Managing Director

b) Relatives of Key Management Personnel

- Shri Rameshwarlal Kabra - Father of Shri Tribhuvanprasad Kabra & Shri Mahendrakumar Kabra
- Smt. Ratnidevi Kabra - Mother of Shri Tribhuvanprasad Kabra & Shri Mahendrakumar Kabra
- Shri Shreegopal Kabra - Brother of Shri Tribhuvanprasad Kabra & Shri Mahendrakumar Kabra.
- Smt. Umadevi Kabra - Wife of Shri Tribhuvanprasad Kabra
- Late Smt. Hemlata Kabra - Wife of Shri Mahendrakumar Kabra
- Shri Mahhesh Kabra - Son of Shri Tribhuvanprasad Kabra
- Shri Sumeet Kabra - Son of Shri Mahendrakumar Kabra
- Shri Hemant Kabra (CFO) - Son of Shri Mahendrakumar Kabra

NOTES to Consolidated Financial Statements for the year ended 31st March, 2016 (contd.)

c) Entities over which Key Management and their relatives are able to exercise significant influence

| | |
|---------------------------------------|---|
| MEW Electricals Ltd. | R R Kabel Ltd. |
| Ram Ratna International | Ram Ratna Research & Holdings Pvt. Ltd. |
| Kabel Buildcon Solutions Private Ltd. | Shreegopal Kabra (HUF) |
| Ram Ratna Electricals Ltd. | Rameshwarlal Kabra (HUF) |
| RR Electrical Middle East FZC | Hemlata Home Solutions Ltd. |
| Ram Ratna Infrastructure Pvt. Ltd. | Jag-Bid Finvest Pvt. Ltd. |
| TMG Global Fzco. | |

Transactions with the related parties in the ordinary course of business (Excluding Reimbursement)

(₹ in Lacs)

| Particulars | Referred in (a) above | | Referred in (b) above | | Referred in (c) above | |
|---|--------------------------|---------|--------------------------|---------|--------------------------|----------|
| | 2015-16 | 2014-15 | 2015-16 | 2014-15 | 2015-16 | 2014-15 |
| Purchases: Goods and Services | | | | | | |
| R R Kabel Ltd. | - | - | - | - | 85.39 | 66.11 |
| MEW Electricals Ltd. | - | - | - | - | 42.77 | 214.39 |
| Ram Ratna Research & Holdings Pvt. Ltd. | - | - | - | - | 13.05 | 13.23 |
| Hemlata Home Solutions Ltd. | - | - | - | - | 0.45 | 6.72 |
| Ram Ratna International | - | - | - | - | 234.71 | 49.56 |
| Ram Ratna Electricals Ltd. | - | - | - | - | - | 0.57 |
| Sales: Goods and Services | | | | | | |
| R R Kabel Ltd. | - | - | - | - | 0.72 | 5.64 |
| Ram Ratna International | - | - | - | - | 4,098.87 | 2,111.88 |
| MEW Electricals Ltd. | - | - | - | - | 19.12 | 329.64 |
| Ram Ratna Electricals Ltd. | - | - | - | - | 182.48 | 204.76 |
| Capital Goods: | | | | | | |
| MEW Electricals Ltd. (Purchases) | - | - | - | - | 1.04 | - |
| RR Electrical Middle East FZC | - | - | - | - | - | 7.20 |
| Hemlata Home Solutions Ltd. | - | - | - | - | 2.25 | - |
| R R Kabel Ltd. (Purchases) | - | - | - | - | 12.12 | 7.09 |
| R R Kabel Ltd. (Sales) | - | - | - | - | 0.84 | - |
| Income : | | | | | | |
| Rent and Other Services | - | - | - | - | 0.82 | 0.81 |
| Expenses: | | | | | | |
| Rent and Other Services | - | - | 5.91 | 5.78 | 12.31 | 10.86 |
| Interest | 12.59 | 1.56 | 80.36 | 58.31 | 22.40 | 11.97 |
| Salary – Shri Hemant Kabra (CFO)* | - | - | 18.00 | 11.66 | - | - |
| Directors : | | | | | | |
| Sitting Fees | 0.20 | 0.40 | 0.20 | 0.20 | - | - |
| Remuneration – Shri Tribhuvanprasad Kabra | 74.99 | 77.04 | - | - | - | - |
| Dividend : | | | | | | |
| Dividend Paid | 40.31 | 17.28 | 53.77 | 23.04 | 152.75 | 65.46 |
| Dividend Received | - | - | - | - | 41.60 | 15.60 |

NOTES to Consolidated Financial Statements for the year ended 31st March, 2016 (contd.)

(₹ in Lacs)

| Particulars | Referred in (a) above | | Referred in (b) above | | Referred in (c) above | |
|--|--------------------------|---------|--------------------------|---------|--------------------------|---------|
| | 2015-16 | 2014-15 | 2015-16 | 2014-15 | 2015-16 | 2014-15 |
| Deposits Returned for Rented Premises : | | | | | | |
| Shreegopal Kabra (HUF) | - | - | - | - | - | 17.50 |
| Deposits / Loans Accepted | | | | | | |
| Ram Ratna Research & Holdings Pvt. Ltd. | - | - | - | - | 60.00 | - |
| Rameshwarlal Kabra (HUF) | - | - | - | - | - | 140.00 |
| Ratnadevi Kabra | - | - | 20.49 | 35.00 | - | - |
| Mahhesh T. Kabra | - | - | 4.52 | - | - | - |
| Sumeet M. Kabra | - | - | 2.04 | 10.00 | - | - |
| Shri Tribhuvanprasad Kabra | 3.26 | 103.00 | - | - | - | - |
| Shri Mahendrakumar Kabra | 14.00 | 10.00 | - | - | - | - |
| Others | - | - | 32.32 | 160.00 | - | 200.00 |
| Deposits / Loans Repaid | | | | | | |
| Ram Ratna Research & Holdings Pvt. Ltd. | - | - | - | - | - | 174.01 |
| Shri Rameshwarlal Kabra | - | - | - | 175.00 | - | - |
| Shri Tribhuvanprasad Kabra | - | 111.00 | - | - | - | - |
| Rameshwarlal Kabra (HUF) | - | - | - | - | 140.00 | - |
| Shreegopal Kabra (HUF) | - | - | - | - | 60.00 | - |
| Shri Mahendrakumar Kabra | - | 14.00 | - | - | - | - |
| Deposits Given for Rented Premises | | | | | | |
| Smt. Umadevi Kabra | - | - | 8.50 | 8.50 | - | - |
| Late Smt. Hemlata Kabra | - | - | 12.00 | 12.00 | - | - |
| Shreegopal Kabra (HUF) | - | - | - | - | 7.50 | 7.50 |
| Kabel Buildcon Solutions Pvt. Ltd. | - | - | - | - | 3.50 | 3.50 |
| Outstanding Net (Payable) / Receivable | | | | | | |
| Ram Ratna International | - | - | - | - | (5.88) | 398.34 |
| Ram Ratna Electricals Ltd. | - | - | - | - | 23.86 | 50.00 |
| MEW Electricals Ltd. | - | - | - | - | - | (0.38) |
| R R Kabel Ltd. | - | - | - | - | (18.80) | (41.43) |
| Deposits / Loans Outstanding | | | | | | |
| Ram Ratna Research & Holdings Pvt. Ltd. | - | - | - | - | 60.00 | - |
| Rameshwarlal Kabra (HUF) | - | - | - | - | 9.30 | 149.30 |
| Shreegopal Kabra (HUF) | - | - | - | - | 25.00 | 85.00 |
| Shri Rameshwarlal Kabra | - | - | 15.78 | 15.00 | - | - |
| Smt. Umadevi Kabra | - | - | 556.42 | 408.21 | - | - |
| Shri Tribhuvanprasad Kabra | 107.02 | 103.76 | - | - | - | - |
| Shri Mahendrakumar Kabra | 24.00 | 10.00 | - | - | - | - |
| TMG Global Fzco. | - | - | - | - | 84.86 | 80.80 |
| Others | - | - | 304.15 | 271.83 | - | 234.30 |

*Excluding other employees benefits

NOTES to Consolidated Financial Statements for the year ended 31st March, 2016 (contd.)

31 Calculations of Earnings Per Share (EPS)

| Particulars | 2015-16 | 2014-15 |
|--|----------|----------|
| Profit after Tax (₹ in Lacs) | 961.54 | 987.13 |
| Weighted average number of equity shares outstanding during the year (Nos) | 22000000 | 22000000 |
| Face value of equity share (₹) | 5.00 | 5.00 |
| Earning Per Share | | |
| Basic Earnings Per Share (EPS) (₹) | 4.37 | 4.49 |
| Diluted Earnings Per Share (EPS) (₹) | 4.37 | 4.49 |

32 Statement Pursuant to Section 129 (3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014 related to associate companies and Joint Ventures :-

| Name of Joint Venture :- | RR-Imperial Electricals Ltd. – Bangladesh |
|--|---|
| 1. Latest Audited Balance sheet Date :- | 31-03-2015 |
| 2. Shares of Joint Ventures held by the Company as at 31 st March, 2016 :- | |
| No. of Equity Shares | 35,24,400 |
| Amount of Investment in Joint Venture (INR) | 2,44,29,324 |
| Extend of Holding % | 10% |
| 3. Description of how there is Significant influence :- | -----N.A.----- |
| 4. Reason Why Associate/Joint Venture not Consolidated :- | Consolidated |
| 5. Net worth attributable to Shareholding as per latest audited Balance Sheet :- (INR) | 2,54,70,841 |
| 6. Profit/(Loss) for the year :- | |
| i. Considered in Consolidation | 26,80,749 |
| ii. Not Considered in Consolidation (INR) | -----NIL----- |

33 In Consolidation of accounts, the figures of the previous years (2014-15) and the year under report (2015-16) of the Company's Jointly Controlled Entity namely RR-Imperial Electricals Limited are derived from financial statements furnished by management. Earlier the Financial Statements for 2014-15 (audited) and for 2015-16 (partly audited) were converged by the management following Indian Accounting Standards & Generally Accepted Accounting Practices in India.

34 Previous year's figures

This being the first year of consolidated Financial Statements.

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
Dated : 15th June, 2016

Hemant Kabra

Chief Financial Officer

Place : Mumbai
Dated : 15th June, 2016

For and on behalf of the Board

Rameshwarlal Kabra

Chairman - DIN 00150875

Mahendrakumar Kabra

Jt. Managing Director- DIN 00473310

Mukund Chitale

Director - DIN 00101004

Sandeep Jhanwar

Director - DIN 00124901

Kirtidevi Kabra

Director - DIN 00150796

Place : Mumbai

Dated : 30th May, 2016

Tribhuvanprasad Kabra

Managing Director - DIN 00091375

Satyanarayan Loya

Director - DIN 00091323

Ajai Singh

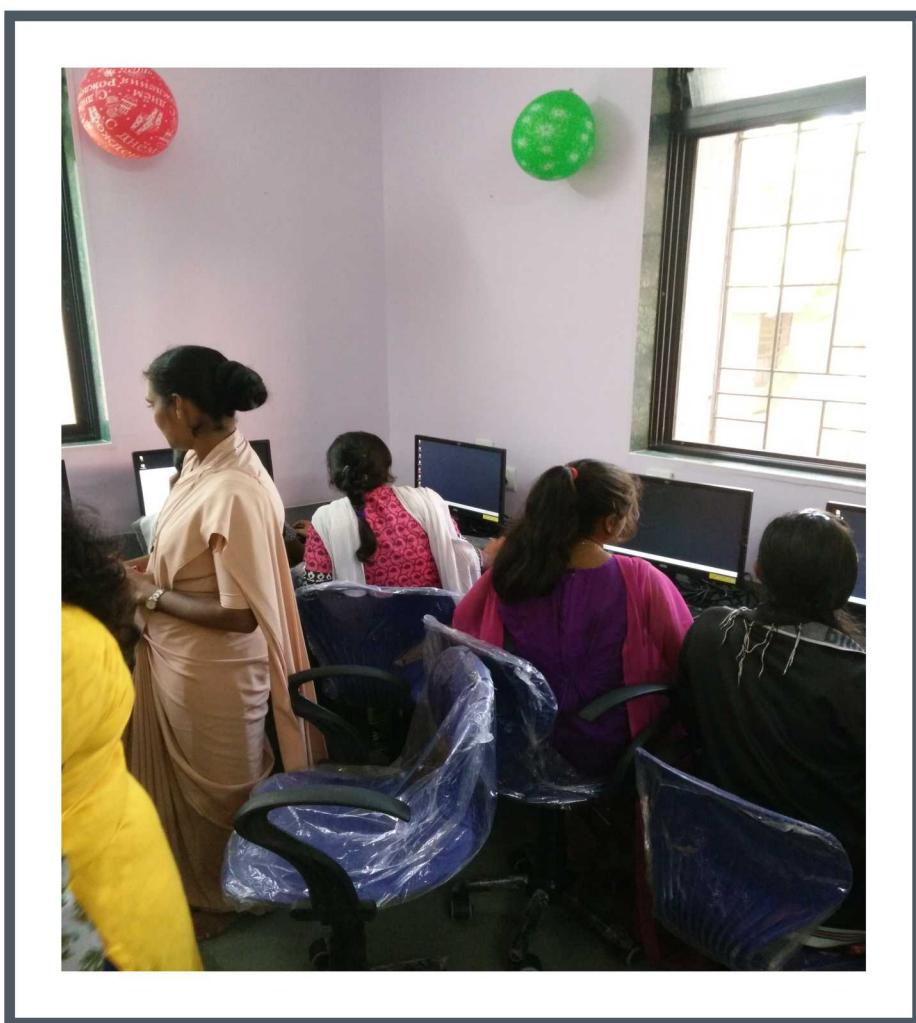
Director -DIN 00281743

R. Kannan

Director - DIN 00227980

Ramesh Chamadia

Company Secretary



CSR PROJECT- COMPUTER ROOM, BALWATIKA GIRLS HOSTEL, DADRA (D&NH)



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