

# **R. K. WIRE PRODUCTS LIMITED**



**33RD ANNUAL REPORT**

**2015-2016**

**BOARD OF DIRECTORS**

Shri Binod Kumar Bagaria	Managing Director
Shri Chetan Kumar Bagaria	Director Cum CFO
Shri Ajay Kumar Bagaria	Director
Smt. Pratima Ganeriwala	Independent Director
Shri Om Prakash Agarwala	Independent Director

**AUDITORS**

**M/s. Agarwal Maheswari & Co.**  
Chartered Accountants

**COMPLIANCE OFFICER**

Shri Tarak Roy

**REGD. OFFICE**

\*167, Netaji Subhas Road  
1st Floor, Kolkata- 700 007  
Tel No. (033) 2258 0042, Telefax. (033) 2258 0014  
e-mail: [info@rkwire.com](mailto:info@rkwire.com) ; Website : [www.rkwire.com](http://www.rkwire.com)

**CIN**

L17233WB1983PLC036948

**ISIN**

INE424E01016

**SCRIP CODE AT CSE**

028057

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**NOTICE**

NOTICE is hereby given that the Thirty-Third Annual General Meeting of the members of R.K. Wire Products Ltd. ("the Company") will be held at its Registered Office at 167, Netaji Subhas Road, 1st Floor, Kolkata - 700 007 on Thursday, the 29th day of September, 2016 at 11 a.m. to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2016 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ajay Kumar Bagaria (DIN: 02279537), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint the Statutory Auditor and to 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 and the Rules made thereunder, as amended from time to time, M/s. Agarwal Maheshwari & Co., (Firm Registration No. 314030E), Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting based on the recommendation of the Audit Committee, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**Special Business**

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:  
"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and subject to such approvals, permissions and sanctions, as may be required, consent of the members of the Company be and is hereby accorded to enhance the perquisites in addition to salary of Shri Binod Kumar Bagaria (DIN: 00484802), Managing Director w.e.f. 1st April, 2016, as set out in the explanatory statement annexed to the Notice."
5. 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 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Smt. Priyanka Bagaria (DIN: 07370034), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 12th August, 2016 and whose term of office expires at this Annual General Meeting (AGM) and in respect of whom the Company has received a notice in writing from her alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:  
"RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), consent of the Company be and is hereby accorded to the appointment of and remuneration payable to Shri Ajay Kumar Bagaria (DIN: 02279537) as an Executive Director of the Company for a period of 3 years with effect from 1st October, 2016 upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Directors and Shri Ajay Kumar Bagaria.  
RESOLVED FURTHER THAT the said remuneration be payable as minimum remuneration to Shri Ajay Kumar Bagaria, notwithstanding the absence or inadequacy of profits in any financial year during the currency of his tenure as an Executive Director."
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 61 and other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be and is hereby increased from Rs. 1,00,00,000/- (Rupees One Crore) divided into 10,00,000 (Ten Lakhs) equity shares of Rs. 10/- each to Rs. 2,50,00,000/- (Rupees Two Crores and Fifty Lakhs) divided into 15,00,000 (Fifteen Lakhs) equity shares of Rs. 10/- each and 1,00,000 (One Lakh) Preference Shares of Rs. 100/- each by addition of 5,00,000 (Five Lakhs) equity shares of Rs. 10/- each and 1,00,000 (One Lakh) Preference Shares of Rs. 100/- each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered to be read as follows:  
V. The Authorised Share Capital of the Company is Rs. 2,50,00,000/- (Rupees Two Crores and Fifty Lakhs) divided into 15,00,000 (Fifteen Lakhs) Equity Shares of Rs. 10/- each and 1,00,000 (One Lakh) Preference Shares of Rs. 100/- each with power to increase or decrease the same in accordance with the provisions of the Companies Act."
8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to Section 197(5) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration) Rules, 2014 and Article 105 (2) of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board to pay sitting fees to a director for attending meetings of the Board or Committees thereof which shall not exceed Rs. 50,000/- (Fifty Thousand) per meeting."

By Order of the Board of Directors

For R.K.Wire Products Ltd.

Ajay Kumar Bagaria

Director

DIN: 02279537

Date: 12th August, 2016  
Registered Office:  
167, Netaji Subhas Road  
1st Floor, Kolkata - 700 007

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Businesses to be transacted at the Annual General Meeting (hereafter referred as the "Meeting") is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM(S), IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AFORESAID MEETING.**
3. A person shall not act as a Proxy for more than Fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A person holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. The voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.
6. Every member entitled to vote at the meeting shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days notice in writing of the intention so to inspect is given to the Company.
7. Members/proxies are requested to bring their Attendance Slip duly filled in for attending the meeting alongwith their copy of Annual Report.
8. Shareholders desiring any information with regard to the Accounts are requested to write to the Company at least ten days before the date of the Meeting so as to enable the Company to keep the information ready.
9. Pursuant to Section 91 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 42(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Register of Member and Transfer Books will remain closed from Friday, the 23rd day of September, 2016 to Thursday, the 29th day of September, 2016 (both days inclusive).
10. As required by the Securities and Exchange Board of India the shareholders are requested to furnish a copy of the Permanent Account Number (PAN) to the Company/Registrar and Transfer Agent by sending the shares held in physical form for transfer, transmission, transposition and deletion of the name(s) of the deceased shareholder(s).
11. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, shall be opened for inspection by the Members at the Registered Office of the Company on all working days, during business hours upto the date of the Annual General Meeting of the Company.
12. Equity Shares of the Company are available for dematerialization with Central Depository Services (India) Ltd.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. Voting through Electronic Means
  - i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members the facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) of the Company dated 29th September, 2016 by electronic means as an alternative to vote physically at the AGM, and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
  - ii) The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their votes again.
  - iii) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the Meeting shall be treated as invalid. Members are requested to follow the instructions as mentioned below to cast their votes through e-voting:

## IV) The instructions for shareholders voting electronically are as under :

- (i) The voting period begins on 26th September, 2016 at 9 a.m. and ends on 28th September, 2016 at 5 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2016, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (vi) Next enter the Image verification as displayed and Click on "Login".
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters Example: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>● Please Enter the DOB or Bank Account Number in order to Login.</li> <li>● If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction ( v ).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "R. K. Wire Products Limited" on which you chose to vote.



- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user using the admin login and password. The Compliance users would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
15. The voting rights of the shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2016.
16. Institutional Members/Bodies Corporate (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 through e-mail at [skpatnaikassociates@gmail.com](mailto:skpatnaikassociates@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 26th September, 2016, 5:00 pm without which the vote shall not be treated as valid.
17. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members/depositories as at the closing hours of business, on Friday, 12th August, 2016.
18. The shareholders shall have one vote per equity share held by them as on cut-off date of 22nd September, 2016. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
19. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company holding shares either in physical form or in dematerialized form as on the cut-off date of 22nd September, 2016 and not casting their votes electronically, may only cast their votes at the Annual General Meeting.
20. Shri. Sankar Kumar Patnaik, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
21. The Results shall be declared on and after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL. The same shall be communicated to the Stock Exchange.
22. All documents referred to in the accompanying notice and the explanatory statement shall remain open for inspection at the Registered Office of the Company during business hours between 11 a.m. to 1 p.m. on any working day except Sunday prior to the date of meeting and will also be available for inspection upto the date of the Annual General Meeting of the Company.
23. A route map of the Annual General Meeting venue is given in the last page of this Annual Report.

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

## ITEM NO. 4

Shri Binod Kumar Bagaria was appointed as Managing Director of the Company for a period of three years w.e.f 14.08.2014. Subsequently the members at the 31st Annual General Meeting of the Company held on 30th September, 2014 duly approved his appointment.

Considering the general pay structure of companies in the similar positions, the Board is considering to modify the terms of remuneration of Shri Binod Kumar Bagaria with effect from 1st April, 2016 so as to cover his entire medical expenses under the present salary structure by way of modification to the perquisites in addition to his salary.

The requisite information stipulated under Schedule V of the Act is furnished hereunder:

I. GENERAL INFORMATION			
Nature of Industry	Wire and Wire Products		
Date of Commencement of Commercial Operation	The Company was incorporated on 23rd November, 1983 and had started its Commercial production thereafter.		
Financial performance: Turnover :	2013-14 Rs. 581,267,847	2014-15 Rs. 633,716,758	2015-16 Rs. 725,863,562
(Loss)/Net profit after tax:	Rs. 11,082,422	Rs. 11,859,858	Rs. 44,509,035
Export Performance	NIL		
Foreign Investments or collaborators	NIL		
II. INFORMATION ABOUT THE DIRECTORS:			
a) Shri Binod Kumar Bagaria			
Background Details	Aged 64 years, Shri Binod Kumar Bagaria is a Commerce graduate. He has been serving the Company as a member of the Board of Directors since 2nd March, 1994 and has vast knowledge with rich experience in the field of finance, manufacturing, production and processing of Wire and Wire products.		
Past Remuneration	Rs. 26,00,000/- for the year 2015-16.		
Recognition or awards	NA		
Job profile and suitability	Shri Binod Kumar Bagaria has been serving the Company as a member of the Board of Directors of the Company since 2nd March, 1994. With a view to utilize his rich experience, the Board had appointed Shri Binod Kumar Bagaria as Managing Director of the Company for a period of three years w.e.f. 14th August, 2014 which was approved by the shareholders at the AGM held on 30th September, 2014.		
Remuneration Proposed	There is no change in the basic salary. The proposed modification is with respect to the perquisites for re-imburement of medical expenses so as to cover his entire medical expenses as per actual under his present salary structure.		
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Taking into consideration the size of the Company, the qualification and experience of Shri Binod Kumar Bagaria and the profile being handled by him, the remuneration is on the lower side as compared to the remuneration being paid to similar position in other Companies.		
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides, the remuneration proposed, Shri Binod Kumar Bagaria is a relative of Shri Chetan Kumar Bagaria, Director & CFO and Shri Ajay Kumar Bagaria, Director of the Company.		

III. OTHER INFORMATION :	
Reasons of loss or inadequate profits	Lack of market growth and high operating cost.
Steps taken or proposed to be taken for improvement	Several changes have been proposed to be implemented to bring down the operating costs.
Expected increase in revenue and profits in measurable terms	The Company is targeting an increase of about 18% in the overall turnover and about 20% increase in operating profit as compared to the previous year.
IV. DISCLOSURE	
The shareholders of the Company are hereby informed about the remuneration package of the directors.	

The Board recommends the special resolution at item no. 4 for the approval of members.

#### ITEM NO. 5

Smt. Priyanka Bagaria (DIN: 07370034) was appointed as an Additional Director of the Company with effect from August 12, 2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Smt. Priyanka Bagaria holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from her in writing along with requisite deposit under Section 160 of the Act, proposing her candidature for the office of Director.

The requisite information stipulated under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is furnished hereunder :

II. INFORMATION ABOUT THE DIRECTOR :	
<b>a) Smt. Priyanka Bagaria</b>	
Brief Resume	Aged 31 years, Smt. Priyanka Bagaria, an Indian national is a graduate of commerce. She has been serving the Company as an Additional Director since 12th August, 2016.
Nature of expertise	She possesses substantial knowledge in the field of Online Marketing.
Disclosure of relationships between directors, inter-se	Shri Binod Kumar Bagaria, Managing Director is a relative of Smt. Priyanka Bagaria.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL
Shareholding	NIL

Except Smt. Priyanka Bagaria and her relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No.5 for the approval of the members.

#### ITEM NO. 6

Shri Ajay Kumar Bagaria has been serving the Company as a Director since 9th January, 1990. Considering his expertise and enriched knowledge of the industry and his huge experience in the field of technology and taxation, the Company, intends to utilise his experience to elevate its growth opportunities and also to further streamline its operations and to broaden the Board structure. Therefore, the Board of Directors at its meeting held on 12th August, 2016, based on the recommendation of Nomination and Remuneration Committee and subject to the approval of members, had approved the appointment of Shri Ajay Kumar Bagaria as an Executive Director of the Company for a period of 3 years with effect from 1st October, 2016 as per the terms of remuneration mentioned hereunder.

It is therefore necessary to seek the members' approval for appointment of Shri Ajay Kumar Bagaria in terms of the applicable provisions of the Companies Act, 2013.



The requisite information stipulated under Schedule V of the Act is furnished as follows :

#### I. GENERAL INFORMATION

Nature of Industry	Wire and Wire Products		
Date of Commencement of Commercial Operation	The Company was incorporated on 23rd November, 1983 and had started its Commercial production thereafter.		
Financial performance: Turnover : (Loss)/Net profit after tax:	2013-14 Rs. 581,267,847 Rs. 11,082,422	2014-15 Rs. 633,716,758 Rs. 11,859,858	2015-16 Rs. 725,863,562 Rs. 44,509,035
Export Performance	NIL		
Foreign Investments or collaborators	NIL		

#### II. INFORMATION ABOUT THE DIRECTOR:

##### a). Shri Ajay Kumar Bagaria

Background Details	Aged 53 years, Shri Ajay Kumar Bagaria holds a Bachelor's degree in Technology. He has been serving the Company as a member of the Board of Directors since 9th January, 1990 and has vast knowledge, expertise & rich experience in the field of technology and taxation.
Past Remuneration	NIL
Recognition or awards	NA
Job profile and suitability	With a view to utilize his expertise and rich experience, the Board intends to appoint Shri Ajay Kumar Bagaria as an Executive Director of the Company for a period of three years w.e.f. 1st October, 2016
Remuneration Proposed	<p><b>SALARY:</b> Basic Salary of Rs. 38,00,000/- p.a.</p> <p><b>BONUS &amp; LEAVE PAY:</b> One month's Basic Salary p.a. each.</p> <p><b>PERQUISITES:</b> Following perquisites in addition to salary shall be allowed as per the rules of the Company:</p> <p><b>Medical Reimbursement:</b> Reimbursement of actual medical expenses incurred for self and family.</p> <p><b>Leave Travel Allowance:</b> For self and family once in a year subject to a maximum amount of Rs. 2,00,000/- p.a.</p> <p><b>Performance Linked Incentive:</b> As per the rules of the Company.</p> <p><b>Personal Life And Mediclaim Insurance:</b> Reimbursement of Mediclaim &amp; Term Life Insurance Expenses at actual.</p> <p><b>Car &amp; Telephone:</b> Company car with chsuffer for official use. Reimbursement of actual telephone expenses (including residential connection)</p> <p><b>Other Allowances:</b> As per the policy of the Company.</p>
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Taking into consideration the size of the Company, the qualification and experience of Shri Ajay Kumar Bagaria and the profile to be handled by him, the remuneration as mentioned above is on the lower side as compared to the remuneration being paid to similar position in other Companies.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed, Shri Ajay Kumar Bagaria is a relative of Shri Binod Kumar Bagaria, Managing Director, Shri Chetan Kumar Bagaria, Executive Director cum CFO and Smt. Priyanka Bagaria, Director of the Company.

III. OTHER INFORMATION :	
Reasons of loss or inadequate profits	Lack of market growth and high operating cost.
Steps taken or proposed to be taken for improvement	Several changes have been proposed to be implemented to bring down the operating costs.
Expected increase in revenue and profits in measurable terms	The Company is targeting an increase of about 18% in the overall turnover and about 20% increase in operating profit as compared to the previous year.
IV. DISCLOSURE	
The shareholders of the Company are hereby informed about the remuneration package of the directors.	

Except Shri Ajay Kumar Bagaria and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the proposed resolution.

The Board recommends the special resolution at Item no. 4 for the approval of members.

#### ITEM NO. 7

In order to meet the requirements of the Company, the Board is considering to increase the capital base of the company by issue of further shares. In connection with the same, the Board proposes to increase the authorised share capital of the Company from Rs. 1 Crores to Rs. 2.5 Crores by creation of 5,00,000 (Five Lakhs) equity shares of Rs. 10/- each and 1,00,000 (One Lakh) Preference Shares of Rs. 100/- each.

The increase in authorised share capital requires passing of an Ordinary Resolution u/s 61 of the Companies Act, 2013 by Members of the Company. Hence, Members approval is sought under the said section to increase the Authorised Share Capital.

The Board recommends the resolution set out at Item No. 7 of the notice for approval by the members as an Ordinary Resolution.

None of the Directors of the Company are concerned and/or interested in the proposed resolution, except to the extent of their shareholdings in the Company.

It is therefore necessary to seek the members' approval for the increase in the remuneration payable to Shri Binod Kumar Bagaria and Shri Chetan Kumar Bagaria in terms of the applicable provisions of the Companies Act, 2013.

#### ITEM NO. 8

Article 105(2) of the Articles of Association empowers the Board to pay a sitting fee upto Rs. 250/- (Rupees Two hundred and fifty) to the directors of the company for attending the meetings of the Board and Committees thereof. The Board is constantly saddled with the responsibility for arriving at all major decisions pertaining to the affairs of the Company. The growth in business activities also adds to the work and responsibilities of and encroaches upon the valuable time of the Directors. In addition to the increased responsibility of the Directors, the present sitting fees is very low as compared to the present day scenario. Considering these factors, it is, therefore, proposed to increase the sitting fees of Directors upto Rs. 50,000/-.

The Board recommends the resolution set out at Item No. 8 of the notice for approval by the members as an Ordinary Resolution.

The Directors of the Company may be taken as concerned and/or interested in the proposed resolution.

By Order of the Board of Directors

For R.K.Wire Products Ltd.

Date: 12th August, 2016  
Registered Office:  
167, Netaji Subhas Road  
1st Floor, Kolkata - 700 007

Ajay Kumar Bagaria  
Director  
DIN: 02279537

## DIRECTORS' REPORT

## To The Members

Your Directors have pleasure in presenting the Thirty-Third Annual Report on the business and operations of the Company together with the Financial Statements for the financial year ended 31st March, 2016.

## FINANCIAL HIGHLIGHTS

The financial performance of the Company for the financial year ended 31st March, 2016 is summarized below:

Particulars	(Rs. in Lac)	
	Year ended 31st March, 2016	Year ended 31st March, 2015
Revenue from Operations	7258.64	6337.17
Profit before Finance Cost, Depreciation and Tax	706.05	223.42
Less: Finance Cost	5.88	11.10
Depreciation	34.47	31.72
Loss on account of exceptional item	-	-
Profit before Taxation	664.50	180.60
Less: Tax Expenses	220.61	62.16
Less: Deferred Tax	3.84	(0.16)
Profit After tax	445.09	118.60

## REVIEW OF OPERATIONS

During the year under review, your Company has earned revenue of Rs. 7258.64 lakhs, and registered a growth of around 14.54% against Rs. 6337.17 lakhs in the previous financial year. The net profit of the Company for the year under review was placed at Rs. 445.09 lakhs as against profit of Rs. 118.60 lakhs in the previous year.

## APPROPRIATION OF RESERVES

For the financial year ended 31st March, 2016, an amount of Rs. 10 lakhs has been transferred to the General Reserves of the Company. The Balance in General Reserves stands at Rs. 170.24 lakhs as on 31st March, 2016 after the appropriation.

## DIVIDEND

In order to conserve the resources for future requirements of the Company, your Board do not recommend any dividend for the financial year under review.

## EXTRACT OF ANNUAL RETURN

The extract of Annual Return for the financial year 2015-16 as stipulated in Form MGT-9 pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is given in "Annexure - A" which forms part of this report.

## BOARD MEETINGS

During the year under review the Board met 11 (Eleven) times and the gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Companies Act, 2013.

The Independent Directors met on 23.03.2016 and carried out the evaluation of the Non-Independent Directors of the Board.

## AUDIT COMMITTEE

Your Board has a duly constituted Audit Committee in terms of Section 177 of the Companies Act, 2013 read with the Rules framed thereunder. During the year under review, the Committee met 6(six) times on the following dates: 30th May, 2015, 14th August, 2015, 19th August, 2015, 14th November, 2015, 12th February, 2016 and 28th March, 2016 during the financial year 2015-16. The Audit Committee comprised of Shri Ajay Kumar Bagaria, Non-Executive Director, Shri Om Prakash Agarwala and Smt. Pratima Ganerwala as Independent Directors of the Company. All the recommendations made by the Audit Committee were accepted by your Board.

## DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to provisions of Section 134(5) of the Companies Act, 2013, the directors would like to state that:

- in the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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 of the Company for that period;

- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a going concern basis;
- the Directors had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively, and
- 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.

#### DECLARATION BY INDEPENDENT DIRECTORS

The Company has 2 (Two) Independent Directors, Smt. Pratima Ganeriwala and Shri Om Prakash Agarwala. Both the independent directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

#### DIRECTORS' APPOINTMENT AND REMUNERATION POLICY

Pursuant to provisions of Section 178 of the Act, the Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

The remuneration policy, inter alia, includes the aims and objectives, principles of remuneration, guidelines for remuneration to Executive and Non-Executive Directors, fixed and variable components in the remuneration package, criteria for identification of the Board Members and appointment of senior management.

The criteria for identification of the Board Members including determination of qualification, positive attributes, independence, etc. are summarily given hereunder:

- The Board Members shall possess appropriate skills, qualification, characteristics and experience. The objective is to have a Board with diverse background and experience in business, government, academics, technology, human resources, social responsibilities, finance, law etc. and in such other areas as may be considered relevant or desirable to conduct the Company's business in a holistic manner;
- Independent Director shall be a person of integrity and possess expertise and experience and/or someone who the Committee/Board believes will contribute to the growth/philosophy/strategy of the Company;
- In evaluating the suitability of individual Board members, the Committee takes into account many factors including general understanding of the Company's business dynamics, social perspective, educational and professional background and personal achievements;
- Directors should possess high level of personal and professional ethics, integrity and values. He should be able to manage the legitimate interest and concern of all the Company's stakeholders arriving at decisions, rather than advancing the interest of particular constituency;
- Director must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. He must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust;
- The Committee evaluates each individual with the objective of having a group that best enables the success of the Company's business and achieve its objectives.

#### AUDITORS

M/s. Agarwal Maheswari & Co., Chartered Accountants, Statutory Auditor of the Company holds office until the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Company has received a letter from them to the effect that their re-appointment, if made, would be within the prescribed limits under section 141 of the Companies Act, 2013. In terms of the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board recommends their re-appointment to the members at the ensuing AGM.

#### AUDITORS REPORT

The Auditor's Report read together with the Notes on Accounts are self-explanatory, and therefore, do not call for any further explanation and comments.

#### SECRETARIAL AUDIT

In terms of the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board at its meeting held on 28th March, 2016, had appointed Shri S. K. Patnaik, Practising Company Secretary as the Secretarial Auditor of the Company. The Secretarial Audit Report for the financial year ended 31st March, 2016 is annexed herewith as "Annexure - B."



**SECRETARIAL AUDIT REPORT**

In reference to the Secretarial Auditor's observation in his report, the Directors would like to state that:

- as regard to appointment of Company Secretary, the Company is in the lookout for a suitable candidate for the purpose, and
- in respect of the status of the Company being shown as "Suspended" by the Calcutta Stock Exchange Ltd., the Company has already taken initiatives to remove the suspension and the same is expected to be revoked within few days.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

There were no Loans, Guarantees and Investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

**RELATED PARTY TRANSACTIONS**

All transactions entered with Related Parties during the financial year were on an arm's length basis and were in the ordinary course of business, therefore, the provision of section 188 of the Companies Act, 2013 are not attracted and disclosure in Form AOC- 2 is not required. Further, there are no materially significant related party transactions during the year under review made by the Company with Promoters, Directors or other designated person which may have a potential conflict with the interest of the Company at large.

All the related party transactions were placed before the Audit Committee for approval. Necessary disclosures required under the Accounting Standards (AS-18) have been made in the notes to financial statements.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO**

The particulars relating to energy conservation, technology absorption, research & development and foreign exchange earnings and outgo, as required to be disclosed under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are annexed hereto as "Annexure - C" and form part of this report.

**RISK MANAGEMENT POLICY**

In today's economic environment, Risk Management plays a very important part of business. The main aim of risk management is to identify, assess, prioritize, monitor and take precautionary measures in respect of the events that may pose risks to the business. The Company is not subject to any specific risk except risks associated with the general business of the Company as applicable to the industry as a whole.

At present the Company has not identified any element of risk which may threaten the existence of the Company.

**BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual evaluation of its own performance, the Directors individually, as well as the evaluation of the working of its various committees. The criteria for evaluation includes factors such as engagement, strategic planning and vision, team spirit and consensus building, effective leadership, domain knowledge, management qualities, teamwork abilities, result/achievements, understanding and awareness, motivation/commitment/diligence, integrity/ethics/values and openness/receptivity.

The Independent Directors also carried out the evaluation of the performance of the Non-Independent Directors.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of Companies Act, 2013 and the Articles of Association of the Company, Shri Ajay Kumar Bagaria, Director of the Company is due to retire at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

During the period, Smt. Priyanka Bagaria was appointed as an Additional Director of the Company w.e.f. 12th August, 2016. Besides the same, there were no changes in the Board of Directors during the year.

None of the Directors of the Company are disqualified as per the provisions of Section 164 of the Companies Act, 2013.



**SUBSIDIARY COMPANIES**

During the year, the Company did not have any Companies that have either become or ceased to be its Subsidiary, Joint Venture and/or Associate Company.

**DEPOSITS**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS**

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and the Company's future operations.

**INTERNAL CONTROL SYSTEMS**

The Company has a robust and comprehensive Internal Financial Control system commensurate with the size, scale and complexity of operations. The system encompasses the major processes to ensure reliability of financial reporting, compliance with policies, procedures, laws, and regulations safeguarding of assets and economical and efficient use of resources.

The Company has performed an evaluation and made an assessment of the adequacy and the effectiveness of the Company's Internal Financial Control system. The Statutory Auditors of the Company have also reviewed Internal Financial Control system implemented by the Company.

**VIGIL MECHANISM**

In compliance with the provisions of section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company has framed a Vigil Mechanism Policy to deal with unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy, if any.

**PARTICULARS OF EMPLOYEES**

The Company had no employee during the year ended 31st March, 2016 who was in receipt of remuneration in excess of the limits specified under the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment and Remuneration) Rules 2014.

Disclosures required under Section 197(12) and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as "Annexure - D".

**OTHER DISCLOSURE REQUIREMENTS**

- The disclosures and reporting with respect to issue of equity shares with differential rights as to dividend, voting or otherwise is not applicable as the Company has not issued any shares during the reporting period.
- The disclosures and reporting on issue of shares (including sweat equity shares and issue of shares under Employees Stock Option Scheme) to employees of the Company under any scheme are not applicable as the Company has not issued any shares during the reporting period.
- There is no change in the nature of the business of the Company.

**CORPORATE GOVERNANCE**

In terms of circular no. CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014 issued by SEBI, Clause 49 of the Listing Agreement and Regulation 15 of the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 which came into force from 1st December 2015 is not applicable to the Company.

**ACKNOWLEDGEMENT**

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from shareholders, bankers, regulatory bodies and other business constituents during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff resulting in the successful performance of the Company during the year.

By Order of the Board of Directors

For R.K.Wire Products Ltd.

Date: 12th August, 2016  
Registered Office:  
167, Netaji Subhas Road  
1st Floor, Kolkata - 700 007

Binod Kumar Bagaria  
Managing Director  
DIN: 00484802

Ajay Kumar Bagaria  
Director  
DIN: 02279537

Annexure - A

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2016**  
**of**  
**R.K.WIRE PRODUCTS LIMITED**

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

**I. REGISTRATION & OTHER DETAILS:**

1	CIN	L17233WB1983PLC036948
2	Registration Date	23/11/1983
3	Name of the Company	R.K.Wire Products Limited
4	Category/Sub-category of the Company	Company limited by shares / Indian Non-Government Company
5	Address of the Registered office & contact details	167, Netaji Subhas Road, 1st Floor Kolkata - 700 007 Tel. No.- (033) 2258-0042 Telefax- (033) 2258-0014 e-mail- info@rkwire.com Website: www.rkwire.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agents (RTA), if any.	Niche Technologies Pvt. Ltd. D-511, Bagree Market, 5th Floor 71, B.R.B Basu Road Kolkata-700 001 (033) 2235-7270/7271, 2234-3576, 2215-6823 nichetechpl@nichetechpl.com www.nichetechpl.com

**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 and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Wire and Wire Products	27184	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :**

NIL

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of 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	
<b>A. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual / HUF	3,90,010	-	3,90,010	52.015	3,90,010	28,000	4,18,010	55.75	+ 3.735
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	35,470	-	35,470	4.731	35,470	-	35,470	4.731	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1)</b>	<b>4,25,480</b>	<b>-</b>	<b>4,25,480</b>	<b>56.746</b>	<b>4,25,480</b>	<b>28,000</b>	<b>4,53,480</b>	<b>60.48</b>	<b>+3.735</b>

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of 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 beginning of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRIs -	-	-	-	-	-	-	-	-	-
Individuals	-	-	-	-	-	-	-	-	-
b) Other -	-	-	-	-	-	-	-	-	-
Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	4,25,480	-	4,25,480	56.746	4,25,480	28,000	4,53,480	60.48	+3.735
<b>B. Public Shareholding</b>									
1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	-	2,86,000	2,86,000	38.144	-	2,81,000	2,81,000	34.809	-3.335
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	38,320	38,320	5.111	-	35,320	35,320	4.711	-0.400
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	3,24,320	3,24,320	43.254	-	2,96,320	2,96,320	39.52	-3.734
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	3,24,320	3,24,320	43.254	-	2,96,320	2,96,320	39.52	-3.734
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4,25,480	3,24,320	7,49,800	100	4,25,480	3,24,320	7,49,800	100	-

## ii) Shareholding of Promoter-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	Bagaria Enterprises Pvt. Ltd.	35470	4.731	-	35470	4.731	-	-
2	Ajay Kumar Bagaria	105580	14.081	-	105580	14.081	-	-
3	Anita Bagaria	35800	4.775	-	60800	8.109	-	+3.334
4	Atul Kumar Bagaria	46400	6.188	-	46400	6.188	-	-
5	Binod Kumar Bagaria	98630	13.154	-	98630	13.154	-	-
6	Chetan Kumar Bagaria	34500	4.601	-	34500	4.601	-	-
7	Kala Devi Bagaria	38100	5.061	-	41100	5.481	-	+0.400
8	Nayan Jyoti Bagaria	6000	0.800	-	6000	0.800	-	-
9	Ritu Bagaria	25000	3.334	-	25000	3.334	-	-

## iii) Change in Promoters' Shareholding (please specify, if there is no change) :

Sl. No.	For Each of the Promoters	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
	At the beginning of the year	425480	56.74	425480	56.74
	Date wise increase/decrease in Promoters share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc):	28000	3.74	453480	60.48
	Transfer of shares to promoters as on : 28.03.2016				
	At the end of the year	453480	60.48	453480	60.48

## iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDR and ADRs):

Sl. No.	For Each of the Top10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Bhagwat Kripa Trading Pvt. Ltd.				
	a) At the beginning of the year	25600	3.414		
	b) Change during the year	-25000	3.334		
	c) At the End of the year			600	0.080
2	Dhadhi Trading Holding Pvt. Ltd.				
	a) At the beginning of the year	25600	3.414		
	b) Change during the year	-	-		
	c) At the End of the year			25600	3.414
3	Gold Gest. Tracon Pvt. Ltd.				
	a) At the beginning of the year	25000	3.334		
	b) Change during the year	-	-		
	c) At the End of the year			25600	3.334
4	Navneet Agencies Pvt. Ltd.				
	a) At the beginning of the year	25600	3.414		
	b) Change during the year	-	-		
	c) At the End of the year			25600	3.414
5	Progressive Finitex Pvt. Ltd.				
	a) At the beginning of the year	25600	3.334		
	b) Change during the year	-	-		
	c) At the End of the year			25600	3.334

## iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDR and ADRs):

Sl. No.	For Each of the Top10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
6	Regency Distributors Pvt. Ltd. a) At the beginning of the year b) Change during the year c) At the End of the year	25600 - -	3.414 - -	25600	3.414
7	Risewell Commodities Pvt. Ltd. a) At the beginning of the year b) Change during the year c) At the End of the year	25600 - -	3.334 - -	25600	3.334
8	Saurav Kutir & Homes Pvt. Ltd. a) At the beginning of the year b) Change during the year c) At the End of the year	25600 - -	3.414 - -	25600	3.414
9	Star Point Commodities Pvt. Ltd. a) At the beginning of the year b) Change during the year c) At the End of the year	25600 - -	3.414 - -	25600	3.414
10	Suryashakti Marketing Pvt. Ltd. a) At the beginning of the year b) Change during the year c) At the End of the year	25600 - -	3.414 - -	25600	3.414
<b>TOTAL</b>		<b>254200</b>	<b>33.902</b>	<b>229200</b>	<b>30.568</b>

## (v) Shareholding of Directors and Key Managerial Personnel :

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Binod Kumar Bagaria At the beginning of the year Date wise Increase(+)/Decrease(-) with reason during the period At the end of the year	98630 - - 98630	13.154 - No Change During the Year 13.154	98630	13.154
2	Chetan Kumar Bagaria At the beginning of the year Date wise Increase(+)/Decrease(-) with reason during the period At the end of the year	34500 - - 34500	4.601 - No Change During the Year 4.601	34500	4.601
3	Ajay Kumar Bagaria At the beginning of the year Date wise Increase(+)/Decrease(-) with reason during the period At the end of the year	105580 - - 105580	14.081 - No Change During the Year 14.081	105580	14.081
4	Om Prakash Agarwala At the beginning of the year Date wise Increase(+)/Decrease(-) with reason during the period At the end of the year	- - - -	- - - -	-	14.081
5	Pratima Ganerwala At the beginning of the year Date wise Increase(+)/Decrease(-) with reason during the period At the end of the year	- - - -	- - - -	-	-



## V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	22,18,970	-	22,18,970
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	-	22,18,970	-	22,18,970
<b>Change in Indebtedness during the financial year</b>				
• Addition				
• Reduction	-	22,18,970	-	22,18,970
<b>Net Change</b>	-	22,18,970	-	22,18,970
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	-	-	-	-

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL -

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

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager	
		Binod Kumar Bagaria (Managing Director)	Total Amount
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	26,00,000 - -	26,00,000 - -
2	Stock Option	-	-
3	Sweat Equity-	-	-
4	Commission - as % of profit - others, specify...	- -	- -
5	Others: please specify	-	-
	<b>Total (A)</b>	<b>26,00,000</b>	<b>26,00,000</b>
	Ceiling as per the Act	The remuneration is within the limits prescribed under the Companies Act, 2013	

## B. Remuneration to other directors :

NIL

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	
		CFO (Chetan Kumar Bagaria)	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	36,00,000	36,00,000
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - Others, specify...		
5	Others, please specify	-	-
	Total	36,00,000	36,00,000

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

NIL

Form No. MR-3  
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  
R. K. Wire Products Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by R. K. Wire Products Limited ("the Company"), bearing CIN L17233WB1983PLC036948. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 ("Audit Period") 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:

I 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 hereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not Applicable to the Company for the Audit Period)
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable to the Company for the Audit Period)
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company for the Audit Period)
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable to the Company for the Audit Period), and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not Applicable to the Company for the Audit Period)
  - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(vi) Other applicable laws generally applicable to the Industry/Company.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India; (Not Applicable to the Company for the Audit Period)
- (ii) The Listing Agreements entered into by the Company with the Calcutta Stock Exchange Limited;

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

- (i) The Company has not yet appointed a whole-time Company Secretary as mandated under Section 203 of the Act, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- (ii) The Company's status on the Calcutta Stock Exchange Limited's website [www.cse-india.com](http://www.cse-india.com) is showing as "Suspended".

I 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.

According to the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and therefore no dissenting views were required to be recorded.

I 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.

Place: Kolkata

Date: 12th August, 2016

Signature :

S. K. Patnaik  
Practicing Company Secretary  
FCS No. - 5899  
CP No. - 7117

**Annexure to Secretarial Audit Report**

To  
The Members  
R. K. Wire Products Limited

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

- (i) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- (ii) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices followed by us provide a reasonable basis for our opinion.
- (iii) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- (iv) Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
- (v) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- (vi) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata  
Date: 12th August, 2016

Signature:

S. K. Patnaik  
Practicing Company Secretary  
FCS No. - 5699  
CP No. - 7117



## Annexure - C

Statement Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

## A. CONSERVATION OF ENERGY

(i) The steps taken or impact on conservation of energy

With the objective of conservation of energy your Company continues to give efforts for:

- improvisation and innovation of its existing production and manufacturing processes;
- waste utilization;
- undertaking of efficient practices that help in avoiding wastage of resources such as electricity, paper, etc.

(ii) The steps taken by the Company for utilizing alternate sources of energy

No specific steps have been taken by the Company for utilizing alternate source of energy.

(iii) The capital investment on energy conservation equipments

No specific investment has been made in reduction in energy consumption.

## B. TECHNOLOGY ABSORPTION

(i) The efforts made towards technology absorption

The Company is continuously involved in up-gradation of its manufacturing process keeping a close eye on the latest developments and incorporating advancement in its processes.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution

The measures undertaken serves to achieve:

- reduction in the consumption of fuel and power;
- reduction in cost of productivity;
- improvement in quality of products;
- improvement in manufacturing processes resulting in cost reduction;
- optimum utilisation of resources.

(iii) Technology imported

No technology is imported and the whole plant is working on indigenous technology.

(iv) The expenditure incurred on Research and Development

Nil

## C. FOREIGN EXCHANGE EARNINGS &amp; OUTGO

Earnings	Nil
Outgo	INR 90,050,548/-

## Annexure - D

## DISCLOSURES REQUIRED UNDER RULE 5(1) OF COMPANIES (APPOINTMENT &amp; REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Binod Kumar Bagaria- 45.76% Chetan Kumar Bagaria- 63.35% Ajay Kumar Bagaria- 0% Om Prakash Agarwala- 0% Pratima Ganerwala- 0%
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Binod Kumar Bagaria- 106% Chetan Kumar Bagaria- 106.46% Ajay Kumar Bagaria- 0% Om Prakash Agarwala- 0% Pratima Ganerwala- 0%
(iii)	the percentage increase in the median remuneration of employees in the financial year	3.927%
(iv)	the number of permanent employees on the rolls of company	41
(v)	the explanation on the relationship between average increase in remuneration and company performance	The average increase in the Remuneration is in line with the Company's performance.
(vi)	comparison of the remuneration of the Key Managerial Personnel against the performance of the company	9.33 %
(vii)	variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year	<u>Variation in:</u> Market Capitalisation- 62.05 % Price Earnings Ratio- 56.81 % Market Quotation against last Public Offer- 1605.27 %
(viii)	average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Increase in Employee Salaries- 4.15% Comparison Managerial Remuneration/Salary - 30.35
(ix)	comparison of the each remuneration of the Key Managerial Personnel against the performance of the company	Binod Kumar Bagaria- 3.91 % Whole-time Managing Director Chetan Kumar Bagaria- 5.42 % Chief Financial Officer
(x)	the key parameters for any variable component of remuneration availed by the directors	Leave Pay, Medical Insurance and Life Insurance Reimbursement, Performance Bonus
(xi)	the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	N.A.
(xii)	affirmation that the remuneration is as per the remuneration policy of the company	The Remuneration is as per the policy of the Company.

**INDEPENDENT AUDITOR'S REPORT**

To the Members

**R. K. WIRE PRODUCTS LTD.**

**Report on the financial statements**

We have audited the accompanying financial statements of R. K. Wire Products Ltd. ("the company"), which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's responsibility for the financial statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's responsibility**

Our responsibility is to express an opinion on these 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 true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the said accounts 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:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31, March 2016;
- b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date.
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the Annexure "A" statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purpose of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - (c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of written representations received from the directors as on March 31, 2016, 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.
  - (f) With respects to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
  - (g) With respect to the other matters included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to our best of our information and according to the explanations given to us:
    - i) The Company does not have any pending litigations which would impact its financial position.
    - ii) The Company did not have long-term contracts including derivatives contracts for which there were any material foreseeable losses.
    - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For AGARWAL MAHESWARI & CO.

Chartered Accountants

Firm Reg. No. 314030E

(D. R. AGARWAL)

Partner

Membership No. 051484

Place: Kolkata

Date: 30th day of May, 2016

**ANNEXURE A TO THE INDEPENDENTS AUDITORS' REPORT**

(Referred to in Paragraph 1 under 'Report on other Legal and Regulatory Requirements' Section of our report of even date)

1. In respect of its fixed assets:
  - (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets on the basis of available information.
  - (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in name of company.
2. As explained to us, inventories have been physically verified during the year by the management at reasonable interval and no material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of The Companies Act, 2013.
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, with respect to the loans and investments made.
5. The Company has not accepted any deposits from the public to which directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under apply.
6. We have broadly reviewed the books of account maintained by the company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been prescribed under section 148(1) of the Companies Act, 2013 and are of the opinion on that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
7. According to the information and explanations given to us in respect of statutory dues:
  - (a) The undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and to the extent applicable and any other statutory dues to the appropriate authorities have generally been regularly deposited with the appropriate authorities.  
  
There is no undisputed statutory dues arrear as at March 31, 2016, for a period not exceeding six months from the date they became payable.
  - (b) According to the information and explanations given to us, there is no disputed statutory dues arrear as at March 31, 2016.
8. The company has not defaulted in repayment of loans or Borrowings to any financial institution, banks, government or debenture holders during the year.
9. Based on our audit procedures and on the information and explanations given to us, we are of the opinion that, the Company has not raise any money by way of initial public offer or further public offer (including debt instrument) and term loan during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable to the Company.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and based on our examination of the records of the company, the company has provided for managerial remuneration in accordance with the requisite approvals mandated by provision of section 197 read with schedule V to the Act.
12. According to the information and explanations given to us, the company is not a Nidhi company. Accordingly, the provisions of clause 3(xii) of the Order are not applicable to the Company.



13. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 & 188 of the Act where applicable and details of such transaction have been disclosed in financial statements as required by the applicable Accounting Standards.
14. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debenture during the year.
15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non cash transaction with Director or persons connected with him. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company.
16. The company is not required to registered under section 45-IA of the Reserve Bank of India Act 1934.

For AGARWAL MAHESWARI & CO.

Chartered Accountants

FRN: 314030E

Date : 30.05.2016

Place : Kolkata

(D. R. AGARWAL)

(Partner)

M No.: 051484

**ANNEXURE B TO THE INDEPENDENTS AUDITORS' REPORT**

(Report on the Internal Financial Controls under clause (f) 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 R. K. Wire Products Ltd. ('the company') as of 31st March 2016 in conjunction with our audit of the financial statements of the company for the year ended on that date.

**Management's responsibility for internal financial controls**

The company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institution of Chartered Accountants of India (ICAI). These responsibilities includes 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 company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the companies Act, 2013.

**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 Guidance Note on internal financial controls over financial Reporting (the 'Guidance Note') and the Standard of Auditing, issued by ICAI and deemed to be prescribe under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by ICAI. These standard and 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 were established and maintained and if such controls operated effectively in all material respects.

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial controls 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 includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transaction and disposition of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statement in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorization of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have material effect on the financial statements.

**Inherent Limitation of Internal Financial Controls Over Financial reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial control over financial reporting were operate effectively as at 31st March 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 Institution of Chartered Accountants of India.

For AGARWAL MAHESWARI & CO.  
Chartered Accountants  
FRN: 314030E

Date : 30.05.2018

Place : Kolkata

(D. R. AGARWAL)

(Partner)

M No.: 051484

## BALANCE SHEET AS AT 31-03-2016

Amount in ₹

Sl. No.	Particulars	Note No.	As at 31.03.2016	As at 31.03.2015
I	<b>Equity and Liabilities</b>			
1	<b>Shareholders' fund</b>			
	a) Share capital	2.01	74,98,000.00	74,98,000.00
	b) Reserves and surplus	2.02	10,88,09,197.68	6,43,00,162.40
2	<b>Non-Current liabilities</b>			
	a) Long term borrowings	2.03	-	22,18,970.00
	b) Deferred Tax Liabilities	2.04	36,27,030.00	32,43,255.00
3	<b>Current liabilities</b>			
	a) Trade payables	2.05	13,74,46,157.54	22,94,00,562.53
	b) Other current liabilities	2.06	5,64,53,362.68	4,00,44,213.59
	c) Short term provisions	2.07	2,18,20,582.58	83,17,838.00
	<b>TOTAL</b>		<b>33,56,54,330.49</b>	<b>35,30,23,001.52</b>
II	<b>ASSETS</b>			
1	<b>Non-current Assets</b>			
	a. Fixed Assets			
	(i) Tangible assets	2.08	3,26,65,606.36	3,03,71,393.91
	b. Non-Current Investments	2.09	7,06,955.00	7,06,955.00
	c. Long-term loans and advances	2.10	1,46,98,127.00	1,52,611.00
2	<b>Current Assets</b>			
	a. Inventories	2.11	2,36,24,099.72	4,99,18,726.35
	b. Trade receivables	2.12	18,35,04,415.11	15,57,10,802.11
	c. Cash and cash equivalents	2.13	1,76,19,350.09	1,82,07,570.33
	d. Short-term loans and advances	2.14	6,28,35,777.21	9,79,54,942.82
	<b>TOTAL</b>		<b>33,56,54,330.49</b>	<b>35,30,23,001.52</b>

Significant accounting policies &amp; Notes on account

1 &amp; 3

In terms of our report of even date.  
For AGARWAL MAHESWARI & CO.  
Chartered Accountants  
Firms Registration No.314030E

Sd/-  
(D. R. Agarwal)  
Partner  
Membership No. 051484

For and on behalf of the Board of Directors

Sd/-  
Ajay Kumar Bagaria  
(Director)  
Din : 02279537

Sd/-  
Binod Kumar Bagaria  
(Director)  
Din : 00484802

Sd/-  
Chetan Kumar Bagaria  
(Director & CFO)  
Din : 01226808



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

		Amount in ₹	
Sl. No.	Particulars	2015-16	2014-15
<b>A</b>	<b>Cash flow from operating activities:</b>		
	Net profit before Tax & Extraordinary Items	86,570.36	18,059.78
	Adjustments for:		
	Depreciation	3,447.40	3,171.50
	Provision for leave & Bonus	263.05	388.33
	Interest/Dividend	(3,503.70)	(4,413.42)
	Interest paid on Loans	587.83	1,110.37
	Short Term Capital Gain	(301.27)	-
	Net Loss on sale of Fixed Assets sold/discarded	(119.93)	-
	<b>Operating Profit before working Capital Changes</b>	<b>86,943.74</b>	<b>18,316.58</b>
	Adjustments for:		
	Trade and Other receivables	(27793.61)	(25254.61)
	Inventories	26,294.63	(11,379.82)
	Trade Payables	(75,545.26)	79,370.43
	Loans & Advances	20,573.85	(41,391.51)
	<b>Cash generated from operations</b>	<b>10,473.15</b>	<b>19,661.06</b>
	Direct Taxes paid	(6,049.53)	(10,678.92)
	Payment of leave & bonus	(388.33)	(175.62)
	<b>Cash flow before extraordinary items</b>	<b>4,035.29</b>	<b>8,806.32</b>
	Extraordinary items :		
	Government Subsidy Received	-	-
	<b>Net Cash flow from Operating Activity [A]</b>	<b>4,035.29</b>	<b>8,806.32</b>
<b>B.</b>	<b>Cash Flow from investing Activities</b>		
	Purchase of Fixed Assets	(6,182.65)	(3,804.67)
	Net effect of Sale/Purchase of Mutual Fund	301.27	-
	Sale of Fixed Assets	560.98	-
	Interest Received	3,501.71	4,411.86
	Dividend Received	1.99	1.54
	<b>Net Cash flow from Investing Activities [B]</b>	<b>(1,816.71)</b>	<b>608.75</b>
<b>C.</b>	<b>Cash flow from financing activities</b>		
	Proceeds from Long Term Borrowings	(2,218.97)	(8,103.73)
	Interest Paid	(587.83)	(1,110.37)
	<b>Net Cash flow from Financing Activities [C]</b>	<b>(2,806.80)</b>	<b>(9,214.09)</b>
	<b>Net Increase in Cash and Cash Equivalents [A+B+C]</b>	<b>(588.22)</b>	<b>200.97</b>
	Cash and Cash Equivalents (Opening Balance)	18,207.57	18,006.60
	<b>Cash and Cash Equivalents (Closing Balance)</b>	<b>17,619.35</b>	<b>18,207.58</b>

In terms of our report of even date.  
For AGARWAL MAHESWARI & CO.  
Chartered Accountants  
Firms Registration No.314030E

Sd/-  
(D. R. Agarwal)  
Partner  
Membership No. 051484

Dated:- the 30th day of May, 2016

For and on behalf of the Board of Directors

Sd/-  
Ajay Kumar Bagaria  
(Director)  
Din : 02279537

Sd/-  
Binod Kumar Bagaria  
(Director)  
Din : 00484802

Sd/-  
Chetan Kumar Bagaria  
(Director & CFO)  
Din : 01226808



**Notes to and forming part of financial statements for the year ended 31-03-2016**

Note 1:

**A. Significant Accounting Policies****1. Accounting Concept**

The Company follows the Mercantile System of Accounting. The Accounts are prepared on historical cost basis and as a going concern. Accounting policies not referred to otherwise are consistent with generally accepted accounting principles.

**2. Revenue Recognition**

The Company recognises Income & Expenditure on accrual basis.

**3. Investment**

Long term investments are carried at cost less provision for permanent diminution in value of such investments, if any. Investments are stated at cost. Current Assets are carried over at lower of cost and fair value.

**4. Fixed Assets**

Fixed Assets are stated at cost of acquisition less accumulated depreciation. The cost of acquisition includes duties, taxes and other incidental expenses.

**5. Depreciation**

Depreciation has been charged as per requirement of schedule-II of the Companies Act, 2013.

**6. Taxes on Income**

Provision is made for deferred taxes for all timing difference arising between taxable income and accounting at currently enacted or substantially enacted tax rates.

**7. Inventories**

Inventories are valued at lower of cost and net realisable value. Cost is determined on the FIFO basis and where applicable, includes the cost of material, labour and factory overheads.

**8. Deferred Tax Liabilities**

Deferred tax assets are recognised, only if there is reasonable certainty that they will be realised and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

**9. Retirement Benefit**

Gratuity/Superannuation are provided for in the accounts on accrual basis on the valuation made by the Life Insurance Corporation of India and the payments are made to the Life Insurance Corporation of India through trustees of the funds. This accounting practice is in compliance with the requirement of accounting standard 15 for "Accounting for Retirement Profits in the Financial Statement of employer."

Provision for Leave Encashment has been made on accrual basis as calculated on the basis of last pay drawn and unavailed leave, assuming that all employees are retiring on Balance Sheet date.

**10. Borrowing Costs**

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

Sd/-  
Ajay Kumar Bagaria  
(Director)  
Din : 02279537

Sd/-  
Binod Kumar Bagaria  
(Director)  
Din : 00484802

Sd/-  
Chetan Kumar Bagaria  
(Director & CFO)  
Din : 01226808

## Notes to and forming part of financial statements for the year ended 31-03-2016

	Amount in ₹	
	As at 31-03-2016	As at 31-03-2015
<b>NOTE 2.01 : SHARE CAPITAL</b>		
<b>Authorised:</b>		
1000000 Equity Share of ₹.10/- each.	1,00,00,000.00	1,00,00,000.00
<b>Issued, Subscribed &amp; Paid Up</b>		
750000 Equity Shares of ₹.10/- each (PY:7,50,000 Eq. Shares @ ₹	75,00,000.00	75,00,000.00
<b>Paid up</b>		
749800 Equity Shares of ₹.10/- each fully Paid up (PY:74,98,000 Eq. Shares @ ₹ 10 each)	74,98,000.00	74,98,000.00
	<b>7,49,800.00</b>	<b>7,49,800.00</b>
<b>Reconciliation of number of Shares outstanding at the beginning and at the end of of the reporting period</b>		
At the beginning of the period	7,49,800.00	7,49,800.00
Issued during the year	-	-
At the end of the reporting period	<b>7,49,800.00</b>	<b>7,49,800.00</b>
<b>Details Of Shares held by shareholders more than 5% of the aggregate of the Company Equity Shares</b>		
	No. of Shares	No. of Shares
Ajay Kumar Bagaria	1,05,580.00	1,05,580.00
% of Holdings	14.08%	14.08%
Atul Kumar Bagaria	46,400.00	46,400.00
% of Holdings	6.19%	6.19%
Binod Kumar Bagaria	98,630.00	98,630.00
% of Holdings	13.15%	13.15%
Kala Devi Bagaria	41,100.00	38,100.00
% of Holdings	5.48%	5.08%
Anita Bagaria	60,800.00	35,800.00
% of Holdings	8.11%	4.77%
<b>NOTE 2.02 : RESERVE &amp; SURPLUS:</b>		
Capital Reserve	1,000.00	1,000.00
Securities Premium A/c.	50,00,000.00	50,00,000.00
General Reserve - Opening Balance	1,60,24,382.56	1,50,24,382.56
Add: Transferred from Statement of Profit & Loss	10,00,000.00	10,00,000.00
	<b>1,70,24,382.56</b>	<b>1,50,24,382.56</b>
Less: Provision for dDeferred Tax Liability	-	-
Surplus - Opening Balance	4,32,74,779.84	3,25,73,730.21
Add: Net Profit after Tax transferred from Statement of Profit & Loss	4,35,09,035.28	1,08,59,858.18
Less: Depreciation Reserve	-	1,58,808.55
	<b>8,67,83,815.12</b>	<b>4,32,74,779.84</b>
	<b>10,88,09,197.68</b>	<b>6,43,00,162.40</b>

Notes to and forming part of financial statements for the year ended 31-03-2016

	<u>As at 31-03-2016</u>	<u>Amount in ₹ As at 31-03-2015</u>
<b>NOTE 2.03 : LONG TERM BORROWINGS</b>		
<b>Unsecured Loans :</b>		
From Body Corporate	-	22,18,970.00
	<u>22,18,970.00</u>	<u>22,18,970.00</u>
<b>NOTE 2.04 : DEFERRED TAX LIABILITIES</b>		
Opening Balance	32,43,255.00	32,59,477.00
Provision During The Year	3,83,775.00	(16,222.00)
	<u>36,27,030.00</u>	<u>32,43,255.00</u>
<b>NOTE 2.05 : TRADE PAYABLES</b>		
- Trade Payables	13,74,46,157.54	22,94,00,562.53
	<u>13,74,46,157.54</u>	<u>22,94,00,562.53</u>
<b>NOTE 2.06 : OTHER CURRENT LIABILITIES</b>		
Canara Bank Cash Credit A/c (Secured by hypothecation of raw materials, Finished goods & stores and personal guarantee of directors)	2,76,12,044.47	1,31,98,392.64
Trade Payable for Expenses	1,59,82,419.28	1,41,39,519.73
Advance from customers	99,00,311.50	1,09,08,134.11
Other Payables-Statutory Liabilities	29,58,587.42	17,96,167.11
	<u>5,64,53,362.88</u>	<u>4,00,44,213.59</u>
<b>NOTE 2.07 :</b>		
<b>SHORT TERM PROVISIONS FOR INCOME TAX</b>		
Provision For Income Tax F.Y.2015-16	2,15,57,528.58	-
Provision For Income Tax F.Y.2014-15	-	59,29,505.00
Provision for Leave Pay & Bonus	2,63,054.00	3,88,333.00
	<u>2,18,20,582.58</u>	<u>63,17,838.00</u>

Sd/-  
Ajay Kumar Bagaria  
(Director)  
Din : 02279537

Sd/-  
Binod Kumar Bagaria  
(Director)  
Din : 00484802

Sd/-  
Chetan Kumar Bagaria  
(Director & CFO)  
Din : 01226808

## Depreciation as per Companies Act, 1956

## NOTE 2.08 : FIXED ASSETS

Particulars	Gross Block				Depreciation			Net block			
	Cost as at 01.04.2015	Expected Life (Years)	Rate	Additions during the year	Deduction during the year	As at 31 March 2016	Upto 31.03.2015	For the Year From Reserve & Surplus	Upto 31.03.2016	As at 31 March 2016	As at 31 March 2015
<b>TANGIBLE ASSETS :</b>											
<b>CWN ASSETS:</b>											
Land	300130.00	-	-	-	-	3,00,130.00	-	-	-	3,00,130.00	3,00,130.00
Factory Building	41,66,388.55	30	3.34%	-	-	41,66,388.55	11,95,087.38	1,32,578.05	13,27,665.43	28,38,723.12	29,71,301.17
Factory Shed	64,50,977.07	30	3.34%	-	-	64,50,977.07	15,29,790.07	2,02,419.43	17,32,209.50	47,18,767.57	49,21,187.00
P & M	1,05,52,495.01	15	4.75%	44,25,345.00	-	1,49,77,840.01	29,75,911.44	10,95,123.36	40,71,034.80	1,09,06,805.21	75,76,583.57
P & M (extension)	39,68,758.08	15	4.75%	-	-	39,28,022.49	14,28,022.49	3,47,586.13	17,75,588.52	21,93,169.46	26,40,735.59
Electrical Installation	14,92,700.11	10	7.07%	7,10,000.00	-	22,02,700.11	6,36,351.61	1,79,079.21	8,15,430.89	13,87,269.23	8,56,348.44
Electric Weigh bridge	3,25,300.00	10	7.07%	-	-	3,25,300.00	1,65,614.94	46,594.69	2,12,309.63	1,12,990.37	1,59,685.06
Office Equipment	1,08,238.13	5	4.75%	-	-	1,08,238.13	1,03,075.47	-	1,03,075.47	4,562.66	4,562.66
Laboratory Equip.	3,32,822.00	10	4.75%	-	-	3,32,822.00	1,96,561.36	88,053.02	2,84,614.41	48,207.59	1,36,260.81
Fax Machine	49,750.00	5	4.75%	-	-	49,750.00	47,262.60	-	47,262.60	2,487.40	2,487.40
Furniture & Fixtures	1,02,299.33	10	4.75%	-	-	1,02,299.33	43,769.36	15,946.63	99,715.99	42,583.34	58,529.97
Weighing Scale	45,504.94	15	4.75%	-	-	45,504.94	36,342.00	2,168.12	38,510.12	6,994.62	9,162.94
Weighment Machine	52,300.00	15	4.75%	-	-	52,300.00	19,787.38	4,271.08	24,058.46	28,241.54	32,512.62
Wire Drawing Machine	36,76,850.00	15	4.75%	-	-	36,76,850.00	8,66,352.84	2,55,150.39	9,41,503.23	27,35,346.77	29,90,497.16
Pollution Control	2,06,450.00	15	4.75%	-	-	2,06,450.00	1,79,142.93	5,061.39	1,84,804.32	21,645.68	27,307.08
Generator Self (Diesel)	10,21,000.00	15	4.75%	-	-	10,21,000.00	3,91,739.90	86,387.49	4,78,127.39	5,42,872.61	6,29,260.10
Coalgas Fire	37,14,006.60	15	4.75%	-	-	37,14,006.60	7,20,339.00	2,55,269.77	9,75,608.76	27,38,387.84	29,93,667.60
Air Conditioner	2,38,640.22	10	4.75%	-	-	2,38,640.22	1,30,963.13	23,937.84	1,54,900.97	83,738.25	1,07,677.09
UPS	8,42,649.15	15	4.75%	-	-	8,42,649.15	1,86,043.30	61,287.52	2,47,330.82	5,95,318.33	6,56,656.85
Lathe Machine	1,56,200.00	15	4.75%	-	-	1,56,200.00	55,787.09	11,575.32	67,362.41	88,837.59	1,00,412.91
Fire Extinguish	1,59,524.50	15	4.75%	-	-	1,59,524.50	22,716.40	11,111.08	33,827.48	1,25,697.02	1,36,808.10
Computer	1,69,818.00	3	9.50%	1,46,330.00	-	3,16,148.00	1,30,358.91	56,967.26	1,87,555.17	1,28,791.83	39,419.09
Motor Car	47,68,905.30	6	9.50%	9,00,978.00	15,98,054.30	40,71,829.00	16,87,812.71	5,60,035.46	10,90,837.77	29,80,991.23	30,81,092.59
Motorcycle	48,380.00	-	-	-	-	48,380.00	9,220.65	6,123.43	15,344.08	33,036.92	39,159.35
<b>Total</b>	<b>4,29,50,086.99</b>			<b>61,82,653.00</b>	<b>15,98,054.30</b>	<b>4,75,34,685.69</b>	<b>25,78,693.05</b>	<b>34,47,396.67</b>	<b>11,57,010.40</b>	<b>1,48,69,079.31</b>	<b>3,26,55,696.37</b>
<b>Previous year</b>	<b>3,96,08,186.33</b>			<b>38,04,670.16</b>	<b>4,62,769.50</b>	<b>4,29,50,086.99</b>	<b>97,11,132.66</b>	<b>31,71,501.31</b>	<b>4,62,769.50</b>	<b>3,63,71,293.94</b>	<b>2,98,87,033.68</b>

## Notes to and forming part of financial statements for the year ended 31-03-2016

	As at 31-03-2016	Amount in ₹ As at 31-03-2015
<b>NOTE 2.8 : FIXED ASSETS</b>		
As per separate sheet enclosed.	<u>3,28,65,606.37</u>	<u>3,03,71,393.94</u>
	<u>3,28,65,606.37</u>	<u>3,03,71,393.94</u>
<b>NOTE 2.9 : NON-CURRENT INVESTMENT</b>		
<b>Trade Investment (At Cost)</b>		
In Equity Shares (Fully Paid up)		
Quoted		
Great Eastern Shipping Co. Ltd. (C.Y.-180, P.Y.-180)(MV:₹61,353)	16,610.00	16,610.00
Mahindra Lifespace Developers Ltd. (C.Y.-20, P.Y.-20)(MV:₹7,323)	1,845.00	1,845.00
Balsaji Galvanising Indus. Ltd. (C.Y.-325000, P.Y.-325000)	6,87,500.00	6,87,500.00
	<u>7,05,955.00</u>	<u>7,05,955.00</u>
Unquoted		
Bharati Tel Udyog Pvt. Ltd. (100)	1,000.00	1,000.00
	<u>7,06,955.00</u>	<u>7,06,955.00</u>
<b>NOTE 2.10:</b>		
<b>Loans &amp; Advances</b>		
<b>Long Term Loans &amp; Advances</b>		
(Unsecured & considered good )		
Loans & Advances		
Advance against Property	1,45,45,516.00	
<b>Sundry Deposits:</b>		
Security Deposit	1,52,611.00	1,52,611.00
	<u>1,46,98,127.00</u>	<u>1,52,611.00</u>
<b>NOTE 2.11:</b>		
<b>Inventories</b>		
a) Raw Materials (At Cost)	1,29,08,417.26	3,44,85,672.56
b) Finished Goods	1,01,07,286.29	1,43,09,273.39
c) Scrap & Wastage-at estimated realisable value	6,08,396.17	11,43,780.40
Finished Goods are carried at the lower of cost and net realisable value		
Trading Goods(At Net Realisable Value or Cost whichever is lower)	-	-
	<u>2,36,24,099.72</u>	<u>4,99,18,726.35</u>
<b>NOTE 2.12:</b>		
<b>Trade Receivables</b>		
(Unsecured, Considered Good)		
Debts outstanding exceeding six months	1,19,03,387.75	81,08,736.75
Other Debts	17,16,01,047.36	14,76,02,065.36
	<u>18,35,04,415.11</u>	<u>15,57,10,802.11</u>
<b>NOTE 2.13:</b>		
<b>Cash and Bank Balances</b>		
Cash-in-Hand	2,29,970.32	1,12,505.69
<b>Cash at Bank</b>		
Bank Balance with Scheduled Banks	1,73,89,379.77	1,80,95,064.64
	<u>1,76,19,350.09</u>	<u>1,82,07,570.33</u>



Notes to and forming part of financial statements for the year ended 31-03-2016

	<b>For the year ended 31.03.2016</b>	<b>Amount in ₹ For the year ended 31.03.2015</b>
<b>NOTE 2.14:</b>		
<b>Short Term Loans &amp; Advances</b>		
<b>(Unsecured Considered Good)</b>		
Advances (recoverable in cash or in kind or value to be received)	-	-
<b>Sundry Deposits :</b>		
Earnest Money Deposit (EMD)	81,67,422.00	82,12,766.00
Fixed Deposit	1,96,57,113.20	5,95,10,294.15
Advances for Machinery	66,750.00	9,50,000.00
Staff & Labour Advance	89,450.00	81,400.00
Other Advances	10,28,015.80	84,276.20
Advance Payment To Creditors	10,21,630.84	6,80,805.17
<b>Advance Income Tax &amp; Tax Deducted at Source</b>		
Advance & Self Assessment Income Tax paid	1,65,00,000.00	50,11,110.00
Tax Deducted at Source Current Year	2,83,645.00	2,92,771.00
Income Tax Refundable	1,14,355.00	
<b>Indirect tax recoverable</b>		
- VAT Input Credit	1,48,41,842.89	1,63,29,470.70
- Central Excise Duty	5,16,834.44	64,60,460.87
- Service Tax Credit Unavailed	5,48,718.04	3,61,588.73
	<b>6,28,35,777.21</b>	<b>9,79,54,942.82</b>
<b>NOTE 2.15:</b>		
<b>Revenue from Operations</b>		
Sales Of Products	81,66,96,016.79	70,88,03,892.86
Less: Excise Duty	9,08,32,454.77	7,50,87,134.41
	<b>72,58,63,562.02</b>	<b>63,37,16,758.45</b>
<b>NOTE 2.16:</b>		
<b>Other Incomes</b>		
Interest Income	35,01,709.05	44,11,879.40
Dividend Income	1,992.00	1,536.00
Excess Freight Charges received	8,67,758.80	-
Rent Received	1,80,000.00	1,80,000.00
Short Term Capital Gain	3,01,270.56	-
	<b>48,52,730.41</b>	<b>45,93,415.40</b>
<b>NOTE 2.17 : Cost of Raw Materials Consumed</b>		
Opening Stock	3,44,65,672.56	1,28,75,990.60
Add: Purchase	54,61,20,938.06	55,34,32,080.95
	58,05,86,610.62	56,63,08,071.55
Less: Closing Stock	1,29,08,417.26	3,44,65,672.56
	<b>56,76,78,193.36</b>	<b>53,18,42,398.99</b>
Store Consumed	32,09,085.67	18,96,886.32
	<b>57,08,87,279.03</b>	<b>53,37,39,285.31</b>
<b>NOTE 2.18:</b>		
Purchase Trading Goods	-	1,36,02,709.00
	-	<b>1,36,02,709.00</b>

## Notes to and forming part of financial statements for the year ended 31-03-2016

	For the year ended 31.03.2016	Amount in ₹ For the year ended 31.03.2015
<b>NOTE 2.19:</b>		
<b>Operational &amp; Manufacturing Expenses</b>		
Power & Fuel-Factory	96,50,196.53	83,11,361.43
Conversion Charges	37,44,834.50	51,62,806.75
Testing Charges	1,07,382.50	1,51,822.00
Factory Generator Running & Maintenance Charges	-	16,864.00
Gasifier Expenses	79,170.00	9,89,670.00
Labour charges	22,29,578.00	22,57,821.00
Freight Charges Inward	54,03,763.00	65,35,332.00
Entry Tax	16,52,948.30	12,01,125.83
Import expenses	16,27,129.13	8,99,257.33
Research & Development Expenses	16,66,659.00	-
Wire Drawing Charges	17,39,700.00	12,08,250.00
Waste Disposal Charges	56,259.00	-
<b>Repair &amp; Maintenance Charges</b>		
Plant & Machinery	29,38,460.87	18,80,027.93
Electrical Maintenance	12,34,530.68	8,83,666.56
Calibration Charges	29,000.00	14,269.00
Factory Shed & Building	33,89,011.00	11,81,091.00
	<u>3,55,48,422.49</u>	<u>3,06,93,364.83</u>
<b>NOTE 2.20:</b>		
<b>Changes in Inventories Of Finished Goods, Stock -In-Trade &amp; Scrap</b>		
Opening Stock	1,54,53,053.79	2,56,62,916.98
Less: Closing Stock	<u>1,07,15,682.46</u>	<u>1,54,53,053.79</u>
	<u>47,37,371.34</u>	<u>1,02,09,863.19</u>
<b>NOTE 2.21:</b>		
<b>Employee Benefit Expenses</b>		
Salaries & Bonus	69,10,089.60	39,06,847.80
Wages	18,95,912.00	19,19,993.00
Employers Contribution to Provident Fund.	3,06,257.00	3,05,676.00
Gratuity	2,15,164.00	10,000.00
Leave Encasement	1,67,994.00	1,58,346.00
Staff Welfare Expenditure	7,40,549.00	5,53,349.00
Employers contribution to E.S.I.	1,08,032.00	1,11,932.00
	<u>1,03,43,997.60</u>	<u>69,66,143.80</u>

Sd/-  
Ajay Kumar Bagaria  
(Director)  
Din : 02279537

Sd/-  
Binod Kumar Bagaria  
(Director)  
Din : 00484802

Sd/-  
Chetan Kumar Bagaria  
(Director & CFO)  
Din : 01226808

## Notes to and forming part of financial statements for the year ended 31-03-2016

	For the year ended 31.03.2016	Amount in ₹ For the year ended 31.03.2015
<b>NOTE 2.22:</b>		
<b>Finance Cost</b>		
Bank Interest	1,38,534.00	2,55,484.00
Interest on Unsecured Loan	4,49,296.00	6,84,664.83
Bill Discounting Charges	-	1,70,221.57
	<u>5,87,830.00</u>	<u>11,10,370.40</u>
<b>NOTE 2.23:</b>		
<b>Others Expenses</b>		
Auditors Remuneration		
– Audit Fees	45,800.00	33,708.00
– Tax Audit Fees	13,740.00	11,238.00
Advertisement	1,20,439.00	64,147.00
Bank Charges & Commission	19,97,091.06	17,81,027.52
Commission paid	1,59,21,385.10	1,02,73,007.10
Computer Expenses	32,371.00	-
Donation	1,45,701.00	1,55,001.00
Electric Expenses	1,20,550.00	1,00,190.00
Filing Fees	14,984.00	16,832.00
Freight Charges Outward	-	21,02,402.60
General Expenses	46,811.49	3,22,507.94
Insurance	3,81,010.00	4,74,675.00
Interest & Late Fees on Statutory Dues	6,777.00	-
Legal & Professional Charges	28,94,485.00	10,54,196.00
Listing Fees	28,090.00	18,539.80
Motor Car Expenses	5,81,060.97	4,84,178.84
Pollution Control Fees	73,061.00	15,393.00
Postage & Courier	40,263.30	35,653.50
Printing & Stationery	1,00,377.00	92,605.00
Rates & Taxes	45,695.00	65,048.00
Rebate & Deductions	2,641.00	13,453.00
Renewal fees	1,72,126.48	98,753.60
Rent	15,60,000.00	15,60,000.00
Sales promotion	6,53,248.88	1,30,576.00
Security Charges	2,83,625.00	2,75,772.00
Service Tax	14,10,343.95	7,84,341.00
Shortage Delivery	19,40,590.02	1,70,781.60
Telephone Expenses	1,88,229.32	1,60,818.59
Tender Deductions	93,71,767.37	24,62,847.00
Tender Fees	2,45,688.32	2,14,949.00
Travelling & Conveyance Expenses	2,75,034.27	2,89,179.00
	<u>3,87,13,566.53</u>	<u>2,07,57,158.82</u>

Sd/-  
Ajay Kumar Bagaria  
(Director)  
Din : 02279537

Sd/-  
Binod Kumar Bagaria  
(Director)  
Din : 00484802

Sd/-  
Chetan Kumar Bagaria  
(Director & CFO)  
Din : 01226808

## Notes to and forming part of financial statements for the year ended 31-03-2016

8. Disclosure pursuant to Accounting Standard AS-18 on "Related Party Disclosure" issued by the Institute of Chartered Accountants of India :-

**Related Parties**

(a) Where control Exists	N.A.
(b) Associates & Joint Ventures	i) Bagaria Enterprises Pvt. Ltd.
(c) Key Management Personnel	1. Mr. Binod Kumar Bagaria
	2. Mr. Ajay Kumar Bagaria
	3. Mr. Chetan Kumar Bagaria
(d) Relatives of key Management Personnel	1. M/s Ajay Kumar Bagaria (HUF)
	2. Smt Anita Bagaria
	3. M/s Binod Kumar Chetan Kumar (HUF)
	4. M/s Chetan Bagaria (HUF)
	5. Smt Kala Devi Bagaria
	6. Miss Nayan Jyoti Bagaria
	7. Smt Ritu Bagaria
(e) Other Related Parties	i) M/s. Raj Kumar Brothers
	ii) Balaji Galvanising Industries Ltd.
	iii) OCI Copper Pvt. Ltd.

**Details of Related party Transactions**

Related Party	Nature of Transaction	Amount.	Outstanding as on 31.03.2016 (Rs.)
Associates & Joint Venture Bagaria Enterprise Pvt. Ltd.	Loan taken	-	0.00
	Loan Repaid	-	
	Interest paid	-	
<u>Key Management Personnel</u> Binod Kumar Bagaria	M. D. Remuneration	26,00,000.00	
	Rent Paid	7,50,000.00	
	Opening Balance	-	
	Loan taken	81,00,000.00	
	Interest Due	1,85,462.00	
	Loan Repaid	82,66,916.00	
	TDS deducted	18,546.00	
Ajay Kumar Bagaria	Rent Paid	7,50,000.00	
	Opening Balance	-	
	Loan taken	1,07,00,000.00	
	Loan Repaid	1,09,00,962.00	
	Interest Due	2,23,291.00	
	TDS Deducted	22,329.00	
Chetan Kumar Bagaria	Directors Remuneration	36,00,000.00	
	Opening Balance	-	
	Loan taken	13,00,000.00	
	Interest Due	-	
	Loan Repaid	13,00,000.00	
	TDS Deducted	-	

Closing Balance			
<b>Other Related Parties</b>			
Raj Kumar Brothers	Conversion Charges Paid	7,00,415.00	
	Rent Paid	60,000.00	7,60,415.00
OCI Copper Pvt. Ltd.	Rent Receivable	1,80,000.00	1,80,000.00

9. As the Company's business activity falls within a single segment viz. G.I. Wire, the disclosure requirements of Accounting Standard 17 "Segment Reporting", issued by the Institute of Chartered Accountants of India is not applicable.

**Notes to and forming part of financial statements for the year ended 31-03-2016**

- There are no amount due to Micro and Small Enterprises for a period exceeding 45 days as defined in Micro, Small and Medium Enterprises Development Act, 2006, based on information available with the Company.
- In the opinion of the Management and to the best of their knowledge and belief, the realisable value of Current Assets, Loans and Advances, in the ordinary course of business would not be less than at which they are stated in the Balance Sheet.
- The Company is small and medium sized company as defined in the Companies (Accounting Standards) Rules, 2006. Accordingly, the company has complied with the Accounting Standard as applicable to a small and medium sized company.
- Basic and Diluted EPS without annualisation for the Current Year is 59.36  
Previous Year is 15.82
- Deferred Tax Liability has been provided in accordance with Accounting Standard 22 as issued by ICAI.
- The balances in the accounts of customers, suppliers and others are subject to confirmation and reconciliation.
- Previous Year's figures have been regrouped/ rearranged wherever necessary.

In terms of our report of even date.  
For AGARWAL MAHESWARI & CO.  
Chartered Accountants  
Firms Registration No.314030E

Sd/-  
(D. R. Agarwal)  
Partner  
Membership No. 051484

Dated:- the 30th day of May, 2016

For and on behalf of the Board of Directors

Sd/-  
Ajay Kumar Bagaria  
(Director)  
Din : 02279537

Sd/-  
Binod Kumar Bagaria  
(Director)  
Din : 00484802

Sd/-  
Chetan Kumar Bagaria  
(Director & CFO)  
Din : 01226808



# R. K. WIRE PRODUCTS LTD

Regd Off: 167, Netaji Subhas Road, 1st Floor, Kolkata – 700 007

Tel No. 033 2258-0042, Telefax. 033 2258-0014, Email: info@rkwire.com

CIN: L17233WB1983PLC036948

Form No. MGT-11

Proxy Form

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

CIN: L17233WB1983PLC036948

Name of the Company: R. K. WIRE PRODUCTS LTD.

Registered Office: 167, Netaji Subhas Road, 1st Floor, Kolkata – 700 007

Name of the member(s):

Registered address:

E-mail id:

Folio No.:

DP ID:

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

1. Name : ..... Address .....

E-mail ID..... Signature.....or failing him

2. Name : ..... Address .....

E-mail ID..... Signature.....or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Thursday, the 29th day of September, 2016 at 11 a.m. at its Registered Office at 167, Netaji Subhas Road, 1st Floor, Kolkata– 700007 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions No.	RESOLUTIONS
<b>Ordinary Business</b>	
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2016 together with the Reports of the Directors and Auditor thereon;
2.	To appoint a Director in place of Shri Ajay Kumar Bagaria, who retires by rotation and being eligible, offers himself for re-appointment;
3.	To re-appoint the M/s. Agarwal Maheshwari & Co., Chartered Accountants as Statutory Auditor.
<b>Special Business</b>	
4.	To approve the enhancement of perquisites in addition to salary of Shri Binod Kumar Bagaria Managing Director;
5.	To Consider the appointment of Smt. Priyanka Bagaria as a Director of the Company;
6.	To Consider the appointment of Mr. Ajay Kumar Bagaria as an Executive Director of the Company;
7.	To Consider the increase in authorised Share Capital of the Company;

Signed this.....day of..... 2016

Signature of Shareholder (s)

Signature of Proxy holder(s).....

Note :

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- 2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
- 3) Please complete all details including details of member(s) in above box before submission.

Affix Revenue Stamp

# R. K. WIRE PRODUCTS LTD

Regd Off: 167, Netaji Subhas Road, 1st Floor, Kolkata – 700 007  
Tel No. 033 2258-0042, Telefax. 033 2258-0014, Email: info@rkwire.com  
CIN: L17233WB1983PLC036948

## ATTENDANCE SLIP

Name and Address of the Shareholder:	Folio No. :
	DP ID :
	Client ID :
	No. of Shares held :

Full Name of the Member/Proxy Attending the Meeting
---

I/We hereby record my/our presence at the 33rd Annual General Meeting of R. K. Wire Products Ltd. to be held at its Registered Office at 167, Netaji Subhas Road, Kolkata- 700 007 on Thursday, the 29th day of September, 2016 at 11 a.m.

SIGNATURE OF THE ATTENDING MEMBER/PROXY
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Notes: Shareholder/Proxyholder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance, duly signed.

## ROAD MAP TO THE AGM VENUE



167, Netaji Subhas Road  
1st Floor, Kolkata- 700 007