



GUJARAT INTRUX LIMITED

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GUJARAT INTRUX LIMITED

BOARD OF DIRECTORS

Raman D.Sabhaya	Chairman cum Non Executive Director
Dhiraj D.Pambhar	Wholetime Director
Amrutlal J.Kalaria	Director
Dilip.M.Dudhagara	Director
Madhubhai S.Patolia	Director
Bharat M.Choksi	Director
Narendra C.Pithadia	Independent Director
Ramesh M.Bhimani	Independent Director
Bhupat O.Jadav	Independent Director
Gajanan R.Kamat	Independent Director
Yogendra C.Anarkat	Independent Director
Gordhan K.Sorathia	Independent Director

REGISTERED OFFICE

GUJARAT INTRUX LIMITED

Survey No.84/P., 17 K.M.-Rajkot-Gondal Highway, Village: Shapar, Taluka: Kotda Sangani,
District : Rajkot. Phone No: 02827-252851/52 Fax No. : 02827-252854
Email : info@gujaratintrux.com

Auditors		Bankers
H.B.Kalaria & Associates Chartered Accountants 203/204,Alap-A, Limda Chowk, Rajkot.		IDBI Bank Ltd Special Corporate Branch "Amrish", Nr.K.K.V.Hall, Kalawad Road, Rajkot.
ISIN	Registrar & Share Transfer Agent	SCRIPT CODE AT BSE
INE 877E01015	Link Intime India Pvt. Ltd. 211, Sudarshan Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad-380009.	517372



GUJARAT INTRUX LIMITED

NOTICE

NOTICE is hereby given that the **EIGHTEENTH ANNUAL GENERAL MEETING OF GUJARAT INTRUX LIMITED** will be held at the Registered Office of the Company at Survey No. 84/p, Rajkot-Gondal Highway, Village :Shapar, Taluka : Kotda Sangani, Dist : Rajkot on **TUESDAY the 28th September, 2010 at 11.00 A.M.** to transact the following business :

ORDINARY BUSINESS :

1. To consider and adopt the Audited Balance Sheet as on 31st March, 2010 and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' there on.
2. To appoint a Director in place of Shri Amrutlal J.Kalaria , who retires by rotation and being eligible, offer himself for re-appointment.
3. To appoint a Director in place of Shri Gordhan.K.Sorathia, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Yogendra C.Anarkat, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of Next Annual General Meeting and to fix their remuneration.

Place: Shapar (Dist: Rajkot)

Date: 30th July, 2010

By order of the Board of
Gujarat Intrux Limited

Raman D. Sabhaya
Chairman

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE, INSTEAD OF HIMSELF AND NEED NOT TO BE A MEMBER.THE PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE MEETING.
2. To ensure correct identity each member and proxy holders attending meeting is expected to bring with him/her an appropriate ID document like Driving Licence,Passport,Voter ID card,etc.
3. The register of members and Share Transfer Book will remain close from 23rd September,2010 to 28th September,2010 (Both days inclusive)
4. The Members/Proxies are requested to produce the attendance slip duly completed and signed at the entrance of the meeting.
5. Shareholders are requested to bring their copies of Annual Report at the meeting.
6. Members who are holding shares in Physical form are requested to intimate any change in their address immediately to the Company's Registrar and Share Transfer Agent LINK INTIME INDIA PVT. LTD. ,211, Sudarshan Complex, Nr.Mithakhali Under Bridge,Navrangpura, Ahmedabad-380 009. quoting their folio no. Further, please note that in case of members holding shares in demat form, any change(s) required in Address, Bank details, etc. are to be intimated to their DP and not to the Company or our Registrars.

Place: Shapar (Dist: Rajkot)

Date: 30th July, 2010

By Order of the Board Of
Gujarat Intrux Limited

Raman D. Sabhaya
(Chairman)



GUJARAT INTRUX LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS

OVERALL REVIEW:

The year 2009-2010 is very first year after expansion and during the year we have concentrate mainly on new development and new items, in foundry business this period is considered as crucial period, due to new development overall production affected and rejection also increased and margin reduced. Moreover, Export Sales decreased due to international market situation.

All the above factors make impact on overall business and results of the company.

Particulars	Year: 2009-10	Year: 2008-2009	% wise Up/Down
Production(in MT)	1098	1026	07.01% Up
Export Sales (Rs in Lakhs)	577.53	1256.00	54.01% Down
Domestic Sales(Rs.in Lakhs)	1347.90	1000.89	34.67% Up
Total Sales(Rs.in Lakhs)	1925.43	2256.89	14.69% Down
Other Income(Rs.in Lakhs)	58.38	87.32	33.14% Down
Earning Per Share	2.04	7.06	71.10% Down
Dividend %	NIL	10%	-

FUTURE OUTLOOK

The Expansion work is almost completed, however Sand Plant, Knock-out machine and spectrophotometer is yet to be purchased for fully equipped plant operation. The company has started to develop new customers for bigger castings but due to current situation of market, crisis of skilled, semi-skilled and other labours, highly fluctuating market of scrap and ferro alloys, the company is not able to utilize its full production capacity. The performance of our company also depends on all those criteria. However, company is making efforts to capture castings market of other industries also.

To match with current situation and maintain profit margin your company is making continuous efforts for higher margin items/products, and cutting cost.

SEGMENT WISE PERFORMANCE

The Company has only one segments as its total investment is in Sand Castings only. The Production/Turnover of Alloy Steel, and Non-Alloy Steel Castings is quite higher than Stainless Steel Castings

OPPORTUNITIES AND THREATS

After Expansion, now the company is manufacturing castings up to 2000 Kgs single piece and enhance capacity of plant from 150 MT to 300 MT per month, but due to international market fluctuation in scrap and ferro alloys prices, labour crisis, the company is got affected. By making various steps against all above factors the company is trying to recover the situation and achieve its target and utilize maximum of capacity.

The fluctuation in raw material prices, labour crisis, and foreign exchange, competitors may affect the company, but maintaining high quality standards and continual improvement towards quality will lead company to survive against those factors.

RISK FACTORS

The basic raw material is Steel and M.S. Scrap & Ferro Alloys and Prices of Scrap and Ferro Alloys are fluctuating. The Cost of Fuel (i.e. LPG, Diesel), Electricity and Labour are also matter of concern.

Above this competition in the industry is increased, which has made it hard to raise the price of product though cost of the final product is higher.

The Changes in Government Policy, Foreign Exchange rate may affect the company. However Company is trying to minimize certain risk by taking the steps, which are in the hand of company.



GUJARAT INTRUX LIMITED

ADEQUACY OF INTERNAL CONTROL

The Company has adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. Company has an adequate internal control system to ensure that :

- all assets and resources are acquired economically, used efficiently and are adequately protected;
- significant financial, managerial and operating information is accurate, reliable and is provided timely; and
- all internal policies and statutory guidelines are complied with.

The Company has an Audit Committee, which regularly reviews the reports submitted Internal Audit team. Company has an internal control system towards achieving efficiency in operations, optimum utilization of resources, effective monitoring, and compliances with applicable laws and regulations.

The Company has established Internal Audit Pannels by In-House Team, to ensure accuracy of financial and other records, and to prepare financial statements and other data, and to maintain accountability. Audit Committee of the Board reviews the findings and recommendations of the internal audit panel.

QUALITY OF PRODUCTS

The company manufactured Quality Castings by making continual improvement in quality process.

The company has ISO 9001: 2000, PED Certificate, AD-2000 Merkblatt W O certificate, and DNV approval certificate.

HUMAN RESOURCE AND DEVELOPMENT

Your Company has undertaken employees' development initiatives, which have very positive impact on the morale and team spirit of the employees. The Company has continued to give special attention to Human Resources/Industrial Relations development. The Company has also adopted appraisal system & performance review system in some key area. Industrial relations remained cordial throughout the year and there was no incidence of strike, lock-out etc.

FOREIGN EXCHANGE, AND EXPORTS

During the year 2009-2010 company has earned Foreign Exchange Income of Rs.577.53 Lacs by way of Exports sales. Company Export its products to Israel, U.K., Spain, Germany, U.S.A., and Australia. Due to competition and international market position the company export sales decreased compare to last year. Our marketing team is making continuous efforts to capture more export market.

CAUTIONARY STATEMENT:

Statement in this Management Discussion and Analysis Report, describing the Company's objectives, estimates and expectations may constitute 'Forward Looking Statements' within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied .

Place : Shapar

Date : 30th July, 2010

For and on behalf of the Board of
Gujarat Intrux Limited

Raman D. Sabhaya
(Chairman)



GUJARAT INTRUX LIMITED

REPORT ON CORPORATE GOVERNANCE

INTRODUCTION:

Corporate Governance is very important to build confidence and trust which leads to strong, stable and long term partnership with the Investors and all other Stakeholders. The detailed report on implementation of Corporate Governance Code as incorporated in Clause 49 of the Listing Agreement with the Stock Exchange/s is set out below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company strong emphasis on transparency, accountability and ability. It further Envisages commitment to ensure customer satisfaction through better services and satisfaction of grievances if any, of all its stakeholders and with due concern for social responsibility.

2. BOARD OF DIRECTORS:

(i). Board Composition

The Board of directors of your company consisted of twelve directors as under:-

- One Non-Executive Director being the Chairman
- One Wholtime Directors
- Four Non Executive Directors
- Six Independent Directors(being ½ of the Board of Directors).
- No Director is related to any other directors in the Board of Directors.
- None of the directors has any business relationship with the company.
- None of directors received any loans and advances from company during the year.

(ii).Attendance at the Board meetings/last AGM,Directorship and Chairmanship in other Board/Board Committees:

Name	Non-Executive/ Executive/ Independent	No. of other Directorship held	Board meetings attended	Membership in the committee	Chairmanship at the committee	Attended at the last AGM 29th September, 2009
R. D. Sabhaya	Non-Executive/ Chairman	3	5	2	1	Yes
D. D. Pambhar	Executive	2	5	1	1	Yes
A. J. Kalaria	Non-Executive	3	4	1	Nil	Yes
D.M.Dudhagara	Non-Executive	3	5	Nil	Nil	Yes
M. S. Patolia	Non-Executive	3	5	Nil	Nil	Yes
B.M.Choksi	Non-Executive	1	5	Nil	Nil	Yes
B. O. Jadav	Independent	Nil	Nil	Nil	Nil	No
Y.C. Anarkat	Independent	Nil	1	3	1	No
G. K.Sorathia	Independent	1	1	2	Nil	Yes
G.R.Kamat	Independent	Nil	Nil	2	Nil	No
N.C.Pithadia	Independent	Nil	2	Nil	Nil	No
R.M.Bhimani	Independent	Nil	Nil	Nil	Nil	No

None of the directors on the board is a member of more than 10 committees or chairman of more than 5 committees as specified in clause 49, across all the companies in which he is directors.The Director have made necessary disclosure regarding committee positions held in other public limited company.



GUJARAT INTRUX LIMITED

III) Details of the Directors seeking Appointment/Re-appointment in forthcoming Annual General Meeting:

Name Of Director	Shri. A. J. Kalaria	Shri Y. C. Anarkat	Shri G. K. Sorathia
Date of Birth	03-10-1955	21-09-1955	25-12-1962
Date of Appointment	08-01-1992	20-03-2003	20-03-2003
Expertise is Specific functional Area	Accounts & Finance	Finance	Civil Work
List of Public Limited Companies in which Directorship held	Nil	Nil	Nil
Chairman/Member of the committees	1. Shareholders Grivevance Committee	1. Audit Committiee 2. Remuneration Committee 3. Shareholders Grivevance Committee	1. Audit Committiee 2. Remuneration Committee
Chairman/Member of the committees of Directors of other companies			

(IV) NUMBER & DATES OF BOARD MEETINGS/DATE OF LAST AGM:

- Five Board meeting were held during the year and gap between two meetings did not exceed Four months. The last Annual general meeting was held on 29th September,2009.
- Necessary information has been placed before the board for their consideration.

3. AUDIT COMMITTEE:

- The role and terms of reference of the Audit Committee covers the areas mentioned under Clause 49 of the listing agreement and in Section 292 of the Company Act,1956. brief description of the terms of reference of the audit committee are as follows:-
 - Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct sufficient and credible.
 - Recommending to the Board, the appointment, re-appointment and if required the replacement or removal of the statutory auditor and fixation of audit fees, and also approval for payment of any other services rendered by the statutory auditors.
 - Discussion with statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
 - Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particulars reference to:
 - Matters required to be included in the Directors's Responsibility Statement to be included in the Board's report.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on exercise of judgement by management.
 - Significant adjustments made in financial statements arising out of audit findings.
 - Compliance with Listing and other legal requirements relating to financial statements.
 - Disclosure of any related party Transactions.
 - Qualification in the draft audit report.
 - Review the adequacy of internal audit report.
 - Discussion with internal auditors of any significant findings and follow –up thereon.
 - Reviewing the findings of any internal investigations by the internal auditors in to matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - Looking in to the reasons for substantial defaults in payments to the shareholders and creditors.



GUJARAT INTRUX LIMITED

II. COMPOSITION OF AUDIT COMMITTEE

The Audit committee of the Board consists Four Non-Executive Directors. Shri Y.C.Anarkat, Chairman (Non-Executive Independent Director) is chartered accountant and having adequate financial and accounting qualification and expertise. The Other members of the audit committee i.e.Shri Gordhanbhai Sorathia (Non-Executive Independent Director) Shri G.R.Kamat(Non- Executive Independent Director) and Shri R.D.Sabhaya (Non-executive Director and Chairman of the company) also has knowledge relating to finance.

During the year five meetings were held and all directors have attended all the meetings except Shri G.R.Kamat who attend 2 meetings.

Whistle Blower Policy

The Audit Committee is continuously verifying the Whistle Blower Policy which provides a formal mechanism for all employees of the Company to approach the Ethics Counsellor/Chairman of the Audit Committee of the Company and make protective disclosures about the unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Whistle Blower Policy is an extension of the exiting Code of Conduct of the company, which requires every employee to promptly report to the Management any actual or possible violation of the Code or an event he becomes aware of that could affect the business or reputation of the Company. The disclosures reported are addressed in the manner and within the time frames prescribed in the Policy. Under the Policy, each employee of the Company has an assured access to the Ethics Counsellor/Chairman of the Audit Committee.

4. REMUNERATION COMMITTEE:

I. BRIEF DESCRIPTION OF TERMS OF REFERENCE

The broad terms of reference of Remuneration Committee are as follows:-

- to determine and recommended to the board of directors the remuneration package of Whole-Time Directors.
- to approve, in the event of loss or inadequate profits in any year, minimum remuneration payable to the Whole time directors within the limits and to the parameters prescribed in Schedule XIII to Companies Act,1956.

II. COMPOSITION OF REMUNERATION COMMITTEE

The Remuneration Committee of the Board as on 31st March, 2010 comprised Four members namely Shri R. D. Sabhaya, Chairman (Non Executive Director), Shri G. K. Sorathia (Non-Executive Independent Director), Shri Y. C. Anarkat (Non-Executive Independent Director) and Shri G. R. Kamat (Non-Executive Independent Director). During the year one meeting was held and all the members have attended the meeting.

III. REMUNERATION POLICY

The remuneration of the Whole Time Directors is determined by the Board within the statutory limits subject to the share holders approval in a General meeting on the basis of recommendation of the remuneration Committee.

Details of Remuneration for the financial year ended 31st March,2010 to the Wholetime Directors are given below:-

Name of Directors	Category	Salary Per Annum	Period of Appointment
D.D.Pambhar	Whole Time Director	Rs.15,00,000	Five Years w.e.f. 01.04.2007
A.J.Kalaria*	Whole Time Director	Rs.15,00,000	Five Years w.e.f. 01.10.2007
D.M.Dudhagara*	Whole Time Director	Rs.15,00,000	Five Years w.e.f. 01.10.2007

*Shri A. J. Kalaria and Shri D. M. Dudhagara have tender their resignation from the post of Whole Time Directorship of the Company w. e. f. 30-07-2010 However they continues to be an ordinary Director of the Company.

Details of Remuneration for the financial year ended 31st March,2010 to the Non Executive Directors are given below:-

Name of Directors	Category	Sitting Fess
R.D.Sabhaya	Non-Executive Director	Rs.6500
B.M.Choksi	Non-Executive Director	Rs.6500
M.S.Patolia	Non-Executive Director	Rs.6000
Y. C. Anarkat	Independent Director	Rs.2000
Narendra C. Pithadia	Independent Director	Rs.2500
Gordhan K. Sorathia	Independent Director	Rs.2000

5. SHARE TRANSFER AND SHAREHOLDERS GRIEVANCE COMMITTEE:

I. COMPOSITION OF THE COMMITTEE

The Shareholders'/Investors' Grievance Committee of the Board as on 31st March, 2010 comprised of three members namely Shri D.D.Pambhar (Executive Director), Chairman, Shri A.J.Kalaria (Non-Executive Director) and Shri Y.C.Anarkat (Non-executive Independent Director).

During the year committee met two times and all members were attended the meeting.

II. BRIEF DESCRIPTION OF THE TERMS OF REFERENCE

The terms of reference of the committee are to look in to redressal of shareholders'/Investors' complaints relating to non-receipt of notices, share certificates, annual reports, dividends, transfer of shares, dematerialization of share and other grievances.

III. NAME AND DESIGNATION OF THE COMPLIANCE OFFICER

Mr. Sanjay Vagadia, Accounts and Secretarial Executive GUJARAT INTRUX LIMITED
Survey No.84/P.,17 K.M.Rajkot-Gondal Road,Village: Shapar Dist: Rajkot-360 002.



GUJARAT INTRUX LIMITED

6. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings of the Company are given below:

Financial Year	Date	Time	Venue
2006-2007	28.09.2007	11:00 a.m.	Survey No. 84/p, Rajkot-Gondal Highway, Village : Shapar, Taluka : Kotda Sangani, District : Rajkot-Gujarat – 360 002
2007-2008	26.09.2008	11:00 a.m.	Survey No. 84/p, Rajkot-Gondal Highway, Village : Shapar, Taluka : Kotda Sangani, District : Rajkot-Gujarat – 360 002
2008-2009	29.09.2009	11:00 a.m.	Survey No. 84/p, Rajkot-Gondal Highway, Village : Shapar, Taluka : Kotda Sangani, District : Rajkot-Gujarat – 360 002

Pursuant to the provisions of Section 192 A of the Companies Act, 1956, there was no matter required to be dealt by the Company to be passed through postal ballot.

7. DISCLOSURES:

- The Board has received disclosures from key managerial personnel relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.
- The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or other statutory authorities relating to the above.
- The Company has adopted a Whistle Blower Policy and has established the necessary mechanism in line with clause 7 of the Annexure I D to Clause 49 of the Listing Agreement with the Stock Exchanges, for employees to report concerns about unethical behaviour. No personnel has been denied access to the Ethics Counsellor/Chairman of the Audit Committee.

8. MEANS OF COMMUNICATIONS:

- In compliance with the requirements of the Listing Agreement, the Company is regularly intimates Un-audited/ Audited Financial Results to the Stock Exchange/s immediately after they are taken on record by the Board of Directors. These Financial Results are normally published in 'Economic Times' in Gujarati and in English. Results are not displayed on Website and are not sent individually to the Shareholders.
- During the year ended on 31st March, 2010, no presentation was made to Institutional Investors or analyst or any other enterprise.
- Management Discussion and Analysis form part of this Annual Report.

9. SHAREHOLDERS' INFORMATION:

Registered Office	Annual General Meeting	Financial Calander
Survey No.84/P, 17 K.M.Rajkot-Gondal Road, Village: Shapar, Taluka: Kotda Sangani, Dist. : Rajkot Pincode-360 002.	Day : Tuesday Date : 28th September, 2010 Time : 11.00 a.m. Venue : At the Regd. Office of the Company at Survey No. 84/p, 17 K.M.Rajkot-Gondal Road, Village : Shapar Tal. : Kotda Sangani, Dist. Rajkot. Pincode- 360 002.	1st Quarter Result : End- July,2010. Half-yearly Result : End-October, 2010. 3rd Quarter Result : End-January, 2011. Audited yearly Result : End-May, 2011.
Book Closure Dates	Listing of Shares on	Stock Code
From : Thursday, 23rd September, 2010 To : Tuesday, 28th September, 2010. (Both Days inclusive)	1. The Stock Exchange Ahmedabad Kamdhenu Complex, 1st Floor, Opp. Sahajanand College, PanjaraPole, Ahmedabad-380015. 2. The Saurashtra Kutch Stock Exchange Popatbhai Sorathia Bhavan, Opp.Sadar Police Chowki, Rajkot-360 001. 3. Bombay Stock Exchange Jeejibhoy Tower, Dalal Street, Mumbai-400 003.	BSE : 517372 ASE : 21290



GUJARAT INTRUX LIMITED

Stock Price Data :

Month	The Stock Exchange Mumbai (BSE)			
	High (Rs.)	Low (Rs.)	Close (Rs.)	Volume (Shares)
April-2009	16.25	12.75	16.00	20325
May-2009	21.35	14.60	20.10	21878
June-2009	23.50	17.75	23.20	43220
July-2009	23.70	18.55	21.35	31700
Aug -2009	28.50	21.50	26.10	27085
Sept-2009	32.00	24.00	27.40	46175
Oct -2009	33.80	25.15	30.20	88268
Nov-2009	31.75	26.30	29.00	31165
Dec-2009	32.50	28.00	32.05	26996
Jan-2010	38.00	31.00	33.00	93933
Feb-2010	35.35	26.15	32.00	42188
Mar-2010	34.00	29.10	31.05	52627

Registrar and Share Transfer Agent:

The company's Registrar and Share Transfer Agent is LINK INTIME INDIA PVT. LTD., 211, Sudarshan Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad-380 009.

i) Distribution of Shareholding as on 31st March, 2010:

No. of Equity Shares held	No. of Shareholders	% of Share holders	No. of Shares held	% of share holding
Upto 500	2663	84.03	471974	13.60
501 to 1000	244	07.70	210516	06.07
1001 to 2000	101	03.19	152176	04.39
2001 to 3000	28	00.88	73159	02.10
3001 to 4000	14	00.44	51351	01.48
4001 to 5000	23	00.73	114600	03.30
5001 to 10000	31	00.98	248381	07.16
10001 & above	65	02.05	2148243	61.90
Grand Total	3169	100.00	34,70,400	100.00

ii) Category of Shareholders as on 31st March, 2010:

Category	No. of Shares held	% of Shareholding
Promoter (Directors & Relatives)	1798597	51.83
Financial Institutions Banks	NIL	0.00
Mutual Fund	NIL	0.00
Bodies Corporate	137707	03.97
NRIs	260686	07.51
Public	1273410	36.69
Grand Total	34,70,400	100.00