



# GUJARAT INTRUX LIMITED

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## GUJARAT INTRUX LIMITED

### BOARD OF DIRECTORS

Raman D. Sabhaya	Chairman cum Non Executive Director
Dhiraj D. Pambhar	Managing 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
<b>H.B.Kalaria &amp; Associates</b> Chartered Accountants 203/204, Alap-A, Limda Chowk, Rajkot.		<b>IDBI Bank Ltd</b> Special Corporate Branch "Amrish", Nr.K.K.V.Hall, Kalawad Road, Rajkot.
ISIN	<b>Registrar &amp; Share Transfer Agent</b>	SCRIPT CODE AT BSE
INE 877E01015	<b>Link Intime India Pvt. Ltd.</b> 211, Sudarshan Complex, Nr. Mithakhali Under Bridge, Navrangpura, Ahmedabad-380009.	517372



# GUJARAT INTRUX LIMITED

## NOTICE

**NOTICE** is hereby given that the **NINETEENTH 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 **MONDAY the 26<sup>th</sup> September, 2011 at 11.00 A.M.** to transact the following business :

### **ORDINARY BUSINESS :**

1. To consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2011 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 Gajanan R. Kamat, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Madhubhai S. Patolia, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Bharatbhai M. Choksi, 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: 29<sup>th</sup> July, 2011.

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 the meeting is expected to bring with him/her an appropriate ID document like Driving License, Passport, Voter ID card, etc.
3. The register of members and Share Transfer Book will remain close from 21<sup>st</sup> September, 2011 to 26<sup>th</sup> September, 2011 (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 your DP and not to the Company or our Registrars.

Place: Shapar (Dist.: Rajkot)  
Date: 29<sup>th</sup> July, 2011.

By Order of the Board Of  
**Gujarat Intrux Limited**

**Raman D. Sabhaya**  
(Chairman)



# GUJARAT INTRUX LIMITED

## MANAGEMENT DISCUSSION AND ANALYSIS

### **OVERALL REVIEW:**

During the financial year 2010-11, the company has concentrate mainly on such products which gives higher margin, even though highly fluctuation of raw and process material price and shortage of labours, company maintain profitability. Which is shown in below mentioned figures :

Particulars	Year: 2010-11	Year: 2009-2010	% wise Up/Down
Production(in MT)	1274	1098	16.03% Up
Export Sales (Rs in Lakhs)	901.84	577.53	56.15% Up
Domestic Sales(Rs.in Lakhs)	1887.54	1347.90	40.04% Up
Total Sales(Rs.in Lakhs)	2789.38	1925.43	44.87% Up
Other Income(Rs.in Lakhs)	141.74	58.38	142.79% Up
Earning Per Share	5.68	2.04	178.43% Up
Dividend %	NIL	NIL	-

### **FUTURE OUTLOOK**

The company has mainly concentrated on such product mix which maintains profitability and increase in export potential. By making continual improvement in process and good quality of products company is able to maintain good position in market and making effort to capture much more market.

However, situation of company depends on fluctuation in price of raw and process materials, shortage of labours, and other affected factors. The Company is making best possible effort to overcome all those factors.

### **SEGMENT WISE PERFORMANCE**

The Company has only one segment as its total investment is in Sand Castings only.

### **OPPORTUNITIES AND THREATS**

The Company's production capacity is enhanced but due to shortage of labours, highly fluctuation of raw and process materials price, changes in customer requirement, still capacity is not fully utilized, company is making best efforts to achieve it.

The fluctuation in raw and process material prices, labour crises, 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 Prices of raw materials and process materials 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 :

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

The Company has an Audit Committee, which regularly reviews the reports submitted by 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 reliability 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 by Panel.

## **QUALITY OF PRODUCTS**

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

The Company has ISO 9001:2008, PED Certificate, AD-2000 Merkblatt W O certificate.

## **HUMAN RESOURCE AND DEVELOPMENT**

Mainpower is one of the key assets of the company. The Company gives special attention towards human relation development. The Company is conducting various programmes like training, skill development, etc. and as a result productivity, team spirit and moral of employees are increased. The Company is monitoring performance of employee throughout the year through "performance review" system. Industrial relation remained cordial throughout the year and there was no incidence of strike, lock-out etc.

## **Foreign Exchange, and Exports**

During the year 2010-2011 company has earned Foreign Exchange Income of Rs.901.84 Lacs by way of Exports sales.

Company Export its products to various developed and developing countries, and our marketing team is continuous making 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 (Dist. : Rajkot)

Date : 29<sup>h</sup> July, 2011

For and on behalf the Bord 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:-

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

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

Name	Executive/ Non- Executive/ Independent	No. of other Directorship held	Board meetings attended	Membership in the committee	Chairmanship at the committee	Attended at the last AGM 28th September, 2010
R. D. Sabhaya	Non-Executive/ Chairman	3	4	2	1	Yes
D. D. Pambhar	Executive	3	4	1	1	Yes
A. J. Kalaria	Executive	4	4	1	Nil	Yes
D.M.Dudhagara	Executive	4	3	Nil	Nil	Yes
M. S. Patolia	Non-Executive	3	4	Nil	Nil	Yes
B.M.Choksi	Non-Executive	1	4	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	3	NIL	Nil	No
R.M.Bhimani	Independent	Nil	1	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. G. R. Kamat	Shri M. S. Patolia	Shri B. M. Choksi
Date of Birth	03-04-1944	02-02-1960	19-10-1956
Date of Appointment	28-06-2008	08-01-1992	08-01-1992
Expertise is Specific functional Area	Technical Experties in Foundry	Production Experties in Foundry	Business of Gold Ornaments
List of Public Limited Companies in which Directorship held	Nil	1	Nil
Chairman/Member of the committees	2 (as a member)	-	-
Chairman/Member of the committees of Directors of other companies	-	-	-

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

- (a). Four Board meeting were held during the year and gap between two meeting did not exceed Four months. The last Annual general meeting was held on 28<sup>th</sup> September, 2010.
- (b). Necessary information has been placed before the board for their consideration.

## 3. AUDIT COMMITTEE:

- I. 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 Companies 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 postaudit 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' 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 judgment 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.
  - Looking in to the reasons for substantial defaults in payments to the shareholders.

## II. COMPOSITION OF AUDIT COMMITTEE

The Audit committee of the Board consists of 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 R. D. Sabhaya (Non-executive Director and chairman of the company) also has knowledge relating to finance.

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



# GUJARAT INTRUX LIMITED

## 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 recommend 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 31<sup>st</sup> March, 2011 comprised four members namely Shri R.D. Sabhaya, Chairman (Non Executive Director), Shri G. K. Sorathia (Non Executive Independent Director), Shri Y. C. Anarakat (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 holder's approval in a General meeting on the basis of recommendation of the remuneration Committee.

Details of Remuneration for the financial year ended on 31<sup>st</sup> March, 2011 to the Wholetime Directors are given below:-

Name of Directors	Category	Salary Per Annum	Period of Appointment
D.D.Pambhar	Whole Time Director	Rs.8,75,000	Five Years w.e.f. 01.04.2007
A.J.Kalaria	Whole Time Director	Rs.3,75,000	Five Years w.e.f. 01.10.2007
D.M.Dudhagara	Whole Time Director	Rs.3,75,000	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. 30-7-2010. However they continue to be and ordinary director of the company.

Shri Dhiraj D. Pambhar has been re-designated as managing director of the company from whole time director of the company w. e. f. 1-11-2010

Details of Remuneration for the financial year ended on 31<sup>st</sup> March, 2011 to the Non Executive Directors are given below:-

Name of Directors	Category	Sitting Fess
R.D.Sabhaya	Non-Executive Director	Rs. 8000
B.M.Choksi	Non-Executive Director	Rs. 8000
D. M. Dudhagara	Non-Executive Director	Rs. 2000
Amrutlal J. Kalaria	Non-Executive Director	Rs. 4000
M.S.Patolia	Non-Executive Director	Rs. 8000
Y. C. Anarakat	Independent Director	Rs. 2000
Narendra C. Pithadia	Independent Director	Rs. 6000
Gordhan K. Sorathia	Independent Director	Rs. 2000
Ramesh M. Bhimani	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 31<sup>st</sup> March, 2011 comprised Three members namely Shri D. D. Pambhar (Managing Director), Chairman, Shri A. J. Kalaria (Non Executive Director) And Y.C.Anarkat (Non executive Independent Director). During the year the committee met two times and all the 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: Shapur 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
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
2009-2010	28.09.2010	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 were 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 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.
- During the year ended on 31st March, 2011, 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 : Monday Date : 26th September, 2011 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,2011. Half-yearly Result : End-October, 2011. 3rd Quarter Result : End-January, 2012. Audited yearly Result : End-May, 2012.
Book Closure Dates	Listing of Shares on	Stock Code
From : Wednesday, 21st September, 2011  To : Monday, 26th September, 2011. (Both Days inclusive)	1. The Stock Exchange Ahmedabad Kamdheni Complex, 1st Floor, Opp. Sahajanand College, PanjaraPole, Ahmedabad-380015. 2. The Sauarashtra 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-2010	33.20	30.50	32.40	33952
May-2010	32.85	29.10	29.75	63312
June-2010	32.45	26.70	30.25	109037
July-2010	31.85	27.00	27.15	111602
Aug -2010	30.30	24.75	26.20	30148
Sept-2010	42.95	24.90	30.35	363830
Oct -2010	37.80	28.50	31.60	97591
Nov-2010	37.90	27.80	30.00	38783
Dec-2010	35.85	28.20	30.50	19284
Jan-2011	36.25	28.60	31.50	22661
Feb-2011	36.80	27.30	29.30	28496
Mar-2011	32.10	26.25	32.00	49122

## Registrar and Share Transfer Agents:

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, 2011:

No. of Equity Shares held	No. of Shareholders	% of Share holders	No. of Shares held	% of share holding
Upto 500	2543	84.21	439627	12.67
501 to 1000	226	07.48	195897	05.64
1001 to 2000	97	03.21	147920	04.26
2001 to 3000	29	00.96	76399	02.20
3001 to 4000	10	00.33	35259	01.02
4001 to 5000	21	00.70	103679	02.99
5001 to 10000	29	00.96	236663	06.82
10001 & above	65	02.15	2234956	64.40
<b>Grand Total</b>	<b>3020</b>	<b>100.00</b>	<b>34,70,400</b>	<b>100.00</b>

## ii ) Category of Shareholders as on 31st March, 2011:

Category	No. of Shares held	% of Shareholding
Promoter (Directors & Relatives)	1792604	51.65
Financial Institutions Banks	NIL	0.00
Mutual Fund	NIL	0.00
Bodies Corporate	131030	03.78
NRIs	271054	07.81
Public	1275712	36.76
<b>Grand Total</b>	<b>34,70,400</b>	<b>100.00</b>