



# 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	Non-Executive Director
Dilip M. Dudhagara	Non-Executive Director
Madhubhai S. Patolia	Non-Executive Director
Bharat M. Choksi	Non-Executive 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 & WORKS

### GUJARAT INTRUX LIMITED

Survey No.84/P., 17 K.M. Rajkot-Gondal Highway,  
Village: Shapar, Taluka: Kotda Sangani, District : Rajkot-360 024(Gujarat).  
Phone No: 02827-252851/52 Fax No. : 02827-252854  
Email : info@gujaratintrux.com • Website : www.gujaratintrux.com

Auditors		Bankers
<b>Chandabhoy &amp; Jassoobhoy</b> Chartered Accountants 605/606/607, Silver Okas, Nr. Mahalaxmi Char Rasta, Paldi, Ahmedabad-380007.		<b>IDBI Bank Ltd.</b> Special Corporate Branch, "Amrish", Nr.K.K.V.Hall, Kalawad Road, Rajkot.
ISIN	Registrar & Share Transfer Agent	SCRIPT CODE AT BSE
INE 877E01015  CIN : L24129GJ 1992 PLC016917	<b>Link Intime India Pvt. Ltd.</b> 303, 3rd Floor, Shoper's Plaza-V, Nr. 5 Government Society, Opp.Municipal Market, C.G. Road, Navrangpura, Ahmedabad-380 009.	517372



# GUJARAT INTRUX LIMITED

## NOTICE

**NOTICE** is hereby given that the **TWENTY FIRST ANNUAL GENERAL MEETING OF GUJARAT INTRUX LIMITED** will be held at the Registered Office of the Company at Survey No. 84/p, 17 K.M. Rajkot-Gondal Highway, Village : Shapar, Taluka Kotda Sangani, Dist : Rajkot-360 024. on THURSDAY the 19<sup>th</sup> September, 2013 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, 2013 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 Dhiraj D. Pambhar, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Raman D. Sabhaya, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Bhupat O. Jadav, 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: 25<sup>th</sup> July, 2013.

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

**Raman D. Sabhaya**  
(Chairman)



# GUJARAT INTRUX LIMITED

## Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSIT AT REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
2. The Register of member and Share Transfer Book of the Company will remain closed from 14th September, 2013 to 19th September, 2013 (Both days inclusive)
3. To ensure correct identity each member and proxy holders attending meeting is expected to bring with him/her an appropriate ID document like Driving License, Passport, Voter ID card, etc.
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., 303, 3rd Floor, Shoper's Plaza-V, Nr. 5 Government Society, Opp. Municipal Market, C.G. Road, 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 Registrar.
7. In terms of circular issued by the Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of Pan Card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, transmission of share and transposition of shares. Shareholders are requested to furnish copy of Pan Card for all above mentioned transactions.
8. Pursuant to the provisions of section 205A of the Companies Act, 1956, final dividend for the financial year 2005-06 and the dividends for the subsequent years which remain unpaid or unclaimed for a period 7 years from the date of declaration, will be transferred to Investor Education and Protection Fund ("IEPF"). Shareholders who have so far not encashed the dividend warrant(s) of the final dividend declared for the financial year 2005-06 are requested to make their claim to the Secreterial Department at the Registered Office of the Company or to the Registrar & Transfer agents of the Company on or before 15th October, 2013, failing which, the unpaid / unclaimed dividend amount will be transferred to IEPF in terms of Provision of section 205C of the Companies Act, 1956, no claim shall be lie with the company with respect to unclaimed dividend once it is transferred by the company IEPF.
9. Members having any questions on accounts are requested to send their queries atleast 10 days in advance to the Company at its registered office address to enable the Company to collect relevant information.

Place: Shapar (Dist.: Rajkot)  
Date: 25<sup>th</sup> July, 2013.

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

**Raman D. Sabhaya**  
(Chairman)



# GUJARAT INTRUX LIMITED

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### **OVERALL REVIEW:**

During the financial year 2012-13 Company has achieved good sales and production even though last few months affected market recession.

Particulars	Year: 2012-2013	Year: 2011-2012	% wise Up/Down
Production(in MT)	1694	1515	11.82% Up
Export Sales (Rs in Lakhs)	2053.83	1665.57	23.31% Up
Domestic Sales(Rs.in Lakhs)	3366.22	2055.59	63.76% Up
Total Sales(Rs.in Lakhs)	5420.05	3721.16	45.65% Up
Other Income(Rs.in Lakhs)	54.26	15.82	242.98% Up
Earning Per Share	16.40	12.34	32.90% Up
Dividend %	Nil	10%	-

### **FUTURE OUTLOOK**

The Company is making efforts to maintain profitability in a time of overall global recession.

### **SEGMENT WISE PERFORMANCE**

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

### **OPPORTUNITIES AND THREATS**

The Company has enhanced its production capacity but due to recession in market, still not fully utilized. The demand growth and recovery in market situation can achieve Company's target and utilize maximum of capacity.

The fluctuation in foreign exchange rates and raw material prices, manpower crises, increasing interest rates, competitors may effect adversely.

### **RISK FACTORS**

Your Company regularly monitors the various risks associated with its business. The Company is identifying, minimizing and mitigating the risks and same are reviewed periodically.

The Risk i.e. Changes in Government Policies, Fluctuation in Foreign Exchange Rates, Prices of Raw materials, Competition, Manpower, identified. The Company is trying to overcome/minimize it by taking certain steps, which are in hand of company.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

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 provided timely; and
- 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.



# GUJARAT INTRUX LIMITED

## **QUALITY OF PRODUCTS**

The Company has ISO 9001:2008, PED Certificate, AD-2000 Merkblatt W O certificate and DNV approval certificate. The Company is manufacturing Quality castings by making continual improvement in manufacturing process.

## **HUMAN RESOURCE AND DEVELOPMENT**

The intellectual resource is integral to the Company's ongoing operations and enables it to deliver superior performance year after year, and effective HR policy has been established keeping in view to improve company's policy, to take advantage of the market turn around and increase the capacity utilization. The Company gives special attention towards human relation development. The company is conducting various programme like training, skill development, etc. and as a result productivity, team spirit and moral of employee are increased. Industrial relations remained cordial throughout the year and there was no incidence of strike, lock-out, etc.

## **EXPORTS**

The Company has achieved good quantum of its export sales compare to the last year, as a result profitability maintain.

## **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 : 25<sup>th</sup> July, 2013

For and on behalf the Board of  
**Gujarat Intrux Limited**

**Raman D. Sabhaya**  
(Chairman)



# GUJARAT INTRUX LIMITED

## REPORT ON CORPORATE GOVERNANCE

### INTRODUCTION :

Corporate Governance is very important to built 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 CORPORATE GOVERNANCE:

The Company has been adhering to principles of Corporate Governance by conducting its affairs in transparent manner with regularity, responsibility and accountability.

The Philosophy of the Company on Corporate Governance lies in its concern to protect interests of various stakeholders, fair dealings with all and active contribution to society at large, while enhancing the wealth of shareholders. The processes of Company directed to achieve compliance with code of corporate governance. Company's own policies and expectations include ethical conduct, protection of health, safety and environment and commitment to employee.

### 2. BOARD OF DIRECTORS:

#### (i). Board Composition

The Board of Directors of your Company consist 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 in the Board of Directors.

-None of the Directors has any business relationship with the Company.

-The non-executive directors including independent directors on the board are experienced, competent persons in their respective field.

-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	Executive/ Non- Executive/ Independent	No. of other Directorship held	Board meetings attended	Membership in the Committee	Chairmanship at the Committee	Attended last AGM 25th September, 2012
R. D. Sabhaya	Non-Executive/ Chairman	3	4	2	1	Yes
D. D. Pambhar	Managing Director	3	5	1	1	Yes
A. J. Kalaria	Non-Executive	3	5	1	Nil	Yes
D. M. Dudhagara	Non-Executive	4	5	Nil	Nil	Yes
M. S. Patolia	Non-Executive	3	5	Nil	Nil	Yes
B. M. Choksi	Non-Executive	5	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	No
G. R. Kamat	Independent	Nil	1	2	Nil	Yes
N. C. Pithadia	Independent	Nil	1	NIL	Nil	No
R. M. Bhimani	Independent	Nil	2	NIL	Nil	No

None of the director 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 director. The Directors have made necessary disclosure regarding committee positions held in other Public Limited Company.



# GUJARAT INTRUX LIMITED

## III) Non-Executive Directors' Compensation and disclosure

Sitting fees for attending meeting of Board/Committee is paid as per provision of Companies Act, 1956. There was no commission paid to non-executive and independent directors during the financial year 2012-2013. Details of sitting fees paid to such Directors are given separately in this section of Annual Report.

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

Name Of Director	Shri D. D. Pambhar	Shri R. D. Sabhaya	Shri B. O. Jadav
Date of Birth	23-03-1957	27-02-1959	23-07-1956
Date of Appointment	08-01-1992	08-01-1992	27-06-1997
Expertise in Specific functional Area	Production	Production	Photography
List of Public Limited Companies in which Directorship held	INVAC CAST LTD.	INVAC CAST LTD.	-
Chairman/Member of the committees	1	2	-
Chairman/Member of the committees of Directors of other Companies	-	-	-

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

- Five Board meetings were held during the year and gap between two meeting did not exceed Four months. The last Annual general meeting was held on 25<sup>th</sup> September, 2012.
- Necessary information has been placed before the board for their consideration.

## 3. AUDIT COMMITTEE:

I. Your Company has an Audit committee at the Board level with the powers and a role that are in accordance with clause 49 of the Listing Agreement and section 292 of the Companies Act, 1956. The Audit Committee acts as a link between the management, the Statutory and Internal Auditors and the Board of Directors. The scope of the functioning 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 statements are 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' Responsibility Statement to be included in the Boards' 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.
- 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 consist of Four Non-Executive Directors.

- CHAIRMAN** : Shri Y.C.Anarkat (Non-Executive Independent Director) is Chartered Accountant and having adequate financial and accounting qualification and expertise
- MEMBERS** : The Other members of the audit committee include :  
 Shri G.K.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)

All members are also having knowledge relating to finance.

During the year four meetings were held and all the directors have attended all the meetings except Shri G.R.Kamat who attended 1 meeting.

### 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 existing 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/ Managing Directors.
- to approve, in the event of loss or inadequate profits in any year, minimum remuneration payable to the Whole-Time Directors/Managing 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 comprised three members mention below :

- CHAIRMAN** : Shri R.D.Sabhaya, Chairman (Non Executive Director),
- MEMBERS** : Shri G.K.Sorathia (Non Executive Independent Director)  
 Shri Y.C. Anarkat (Non Executive Independent Director)  
 Shri G.R.Kamat (Non Executive Independent Director)

During the year one meeting was held and all the members except Shri G.R.Kamat have attended the meeting.

### III. REMUNERATION POLICY

Details of Remuneration for the financial year ended on 31<sup>st</sup> March, 2013 to the Non Executive Directors are given below:-

Name of Directors	Category	Sitting Fess
A. J. Kalaria	Non-Executive Director	Rs. 8000
R. D. Sabhaya	Non-Executive Director	Rs. 8000
B. M. Choksi	Non-Executive Director	Rs. 8000
D. M. Dudhagara	Non-Executive Director	Rs. 8000
M. S. Patolia	Non-Executive Director	Rs. 8000
Y. C. Anarakat	Non-Executive Independent Director	Rs. 2000
G. R. Kamat	Non-Executive Independent Director	Rs. 2000
G. K. Sorathia	Non-Executive Independent Director	Rs. 2000
R. M. Bhimani	Non-Executive Independent Director	Rs. 4000

## 5. SHARE TRANSFER AND SHAREHOLDERS GRIEVANCE COMMITTEE:

### I. COMPOSITION OF THE COMMITTEE

The Shareholders'/Investors grievance Committee of the Board comprised of three members as mentioned below :

- CHAIRMAN** : Shri D. D. Pambhar (Executive Director)
- MEMBERS** : Shri A. J. Kalaria (Non-executive Director) and  
 Shri 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.



# GUJARAT INTRUX LIMITED

## 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-360 024.

## 6. GENERAL BODY MEETINGS:

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

Financial Year	Date	Time	Venue
2009-2010	28.09.2010	11:00 a.m.	Survey No. 84/p, Rajkot-Gondal Highway, Village : Shapar, Taluka : Kotda Sangani, District : Rajkot-Gujarat – 360 024.
2010-2011	26.09.2011	11:00 a.m.	Survey No. 84/p, Rajkot-Gondal Highway, Village : Shapar, Taluka : Kotda Sangani, District : Rajkot-Gujarat – 360 024.
2011-2012	25.09.2012	11:00 a.m.	Survey No. 84/p, Rajkot-Gondal Highway, Village : Shapar, Taluka : Kotda Sangani, District : Rajkot-Gujarat – 360 024.

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 disclosure from key managerial personnel relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially 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.
- During the year ended on 31st March, 2013, 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-360 024.	Day : Thursday Date : 19th September, 2013 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- 360 024.	1st Quarter Result : End- July,2013. Half-yearly Result : End-October, 2013. 3rd Quarter Result : End-January, 2014. Audited yearly Result : End-May, 2014.
Book Closure Dates	Listing of Shares on	Stock Code
From : Saturday, 14th September, 2013  To : Thursday, 19th September, 2013. (Both Days inclusive)	1. Ahemdabad Stock Exchange Ltd. Kamdheni Complex, 1st Floor, Opp. Sahajanand College, PanjaraPole, Ahmedabad-380015.  2. Bombay Stock Exchange Phiroze Jeejibhoy Tower, Dalal Street, Mumbai-400 001.	ASE : 21290          BSE : 517372