



GUJARAT INTRUX LIMITED



25th Annual Report 2016-2017





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BOARD OF DIRECTORS

Mr. RamanKumar D. Sabhaya	Chairman cum Non-Executive Director
Mr. Dhiraj D. Pambhar	Managing Director
Mr. Amrutlal J. Kalaria	Non-Executive Director
Mr. Dilipbhai M. Dudhagara	Non-Executive Director
Mr. Madhubhai S. Patoliya	Non-Executive Director
Mr. Bharatkumar M. Dhorda	Non-Executive Director
Mr. Narendrabhai C. Pithadia	Independent Director
Mr. Rameshbhai M. Bhimani	Independent Director
Mr. Mahendra K. Sheth	Independent Director
Mr. Gajanan R. Kamat	Independent Director
Mr. Gordhan K. Sorthia	Independent Director
Ms. Rina L. Adhiya	Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Dhiraj D. Pambhar	Managing Director
Mr. Sanjay J. Vagadia	Chief Financial Officer
Mr. Jay K. Rathod	Company Secretary & Compliance Officer

STATUTORY AUDITORS

M/s. Chandabhoy & Jassoobhoy
Chartered Accountants
605 / 606 / 607, Silver Oaks,
Nr. Mahalaxmi Char Rasta, Paldi,
Ahmedabad-380 007.

SECRETARIAL AUDITORS

M/s. K. P. Rachchh & Co.
Company Secretaries
317, Krishna Con Arch-2,
Tagore Road, Rajkot-360 002.

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
506-508, Amarnath Business Centre-1,
(ABC-1), besides Gala Business Centre,
Near XT Xavier's College Corner,
Off. C.G. Road, Ellisbridge
Ahmedabad-380 006.

STOCK EXCHANGE DETAILS

Bombay Stock Exchange
Script Code : 517372
ISIN : 877E01015
Ahmedabad Stock Exchange
Script Code : 21290

BANKERS

IDBI BANK LIMITED Special Corporate Branch, Rajkot,
King Complex, First Floor, Opp. Panjab Honda, Nr. KKV Circle, Kalavad Road, Rajkot-360 005.

REGISTERED OFFICE & WORKS

GUJARAT INTRUX LIMITED
Survey No. 84/p. 17 K.M. Rajkot-Gondal Road,
Village : Shapar, Taluka : Kotda Sangani,
District : Rajkot-360 024, Gujarat.
Phone No. 02827-252851/52, Fax No. 02827-252854
Website : www.gujaratintrux.com

INVESTOR RELATIONS EMAIL IDs.

info@gujaratintrux.com
jay.r@gujaratintrux.com

CIN : L24129GJ1992PLC016917



NOTICE

NOTICE is hereby given that the **TWENTY FIFTH ANNUAL GENERAL MEETING OF GUJARAT INTRUX LIMITED** will be held at the Registered Office of the Company situated at Survey No. 84/p, 17 K.M. Rajkot-Gondal Road, Village : Shapar, Taluka : Kotda Sangani, Dist.: Rajkot-360 024 on Monday the 25th September, 2017 at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To Receive, consider, approve and adopt the Audited Financial Statements of 31st March, 2017 and the reports of the Board's and the Auditors' there on.
2. To appoint a Director in place of Mr. Amrutlal J. Kalaria, (DIN: 00246831) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Bharatkumar M. Dhorda, (DIN: 00385769) who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint Statutory Auditors of the Company for a further period of Five(5) years subject to ratification by shareholders annually and to fix their remuneration and in this regard to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT M/s. Chandabhoy & Jassoobhoy & Co., having Firm Registration No. 101648W, Chartered Accountants, who were appointed as Statutory auditors of the Company to hold office from Annual General Meeting concerning of the financial year 2013-14 till the conclusion of the Annual General Meeting concerning of the financial year 2016-17, after receiving a recommendation in this regard from the Audit Committee pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, be and are hereby re-appointed as Statutory Auditors of the Company to carry out statutory audit for a further period of Five(5) years subject to ratification by shareholders at every Annual General Meeting i.e. for the financial year 2017-18 till the conclusion of Annual General Meeting of the financial year 2021-22 at a remuneration as may be recommended by the Audit Committee and fixed by the Chairman in consultation with the Auditors, plus applicable taxes and re-imburement of traveling and out of pocket expenses incurred by them for the purpose of audit."

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 BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.

A person can act as a Proxy on behalf of Members not exceeding fifty in numbers and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying Voting Rights. A member holding more than ten per cent of the total share capital of the Company carrying Voting Rights may appoint a single person as Proxy for his/her entire shareholding and such person shall not act as a Proxy for another person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. Brief profiles of directors to be appointed is attached to this report as **Annexure 01 of Board's Report**.
4. The Register of member and Share Transfer Book of the Company will remain closed from 16th September, 2017 to 24th September, 2017 (Both days inclusive) in connection with the Annual General Meeting.
5. In terms of the provisions of Section 124 of the Companies Act, 2013 the amount of dividend not encashed or claimed within 7 (seven) years after date of transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the government accordingly.
6. Members who have neither received nor encashed their dividend warrant(s) for the financial year 2011-12, 2013-14 and 2014-15 are requested to write to the Company or Company's Registrar and Share Transfer Agent



LINK INTIME INDIA PVT. LTD., 506-508, Amarnath Business Centre-1 (ABC-1), Besides Gala Business Centre, Near XT Xavier's College Corner, Off C G Road, Ellisebridge, Ahmedabad-380 006. Ph. : 079-26465179 mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant.

7. To ensure correct identity of each member and proxy holders attending meeting is expected to bring with him/her an appropriate ID document like Adhar Card, Driving License, Passport, Voter ID card, etc.
8. The Members/Proxies are requested to produce the attendance slip duly completed and signed at the entrance of the meeting.
9. Shareholders are requested to bring their copies of Annual Report at the meeting.
10. 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., 506-508, Amarnath Business Centre-1 (ABC-1), Besides Gala Business Centre, Near XT Xavier's College Corner, Off C G Road, Ellisebridge, Ahmedabad-380006. Ph: 079-26465179, 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. Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communication including annual report, notices, circulars etc. from the company electronically.
11. 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.
12. Members having any questions on accounts are requested to send their queries at least 10 days in advance to the Company at its registered office address to enable the Company to collect relevant information.
13. The Route Map for Venue of 25th Annual General Meeting is given separately in this report.
14. Voting through electronic means :

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting service provided by CDSL:

- I. The voting period begins on 21-09-2017 at 10:00 a.m. and ends on 24-09-2017 at 5:00 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 (record date) 18-09-2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The Instructions for members for voting electronically are as under:

In case of members receiving e-mail:

- (i) Log on to e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "GUJARAT INTRUX LIMITED" from the drop down menu and click on "SUBMIT".
- (iv) Now enter your user ID
 - a. For CDSL : 16 digit beneficiary ID
 - b. For NSDL : 8 character DPID followed by 8 digits Client ID
 - c. Members holding shares in physical forms should enter Folio Number registered with the Company
- (v) Next enter the image verification as displayed and click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is given in the Address sticker. 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant GUJARAT INTRUX LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "click here to print" option on the voting page.
- (xvii) If demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - "m-Voting" for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).
- (xix) Note for non-individual shareholders and custodians.
- Non- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com



- After receiving the login the details a compliance user should be created using the Admin login and password. The compliance user would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any; 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 under help section or write an email to helpdesk.evoting@cdslindia.com

- II. Mr. Kalpesh P. Rachchh of M/s. K. P. Rachchh & Co., Practicing Company Secretary (Membership no. FCS 5156) (Address: 317 Krishna Con Arch -2, Tagore Road, Rajkot 360 002, Gujarat) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- III. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

for and on behalf of the Board of
Gujarat Intrux Limited

Ramankumar D. Sabhaya
(Chairman)
DIN: 00569058

Place : Shapar (Dist.: Rajkot)
Date : 28th July, 2017



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERALL REVIEW :

During the financial year 2016-17 Company has achieved sales performance and production. Followings are the highlights of it.

Particulars	Year : 2016-2017	Year : 2015-2016	% wise Up/Down
Production(in MT)	914.72	1107.58	17.41% Down
Export Sales (Rs. In Lakhs)	1116.33	1480.82	24.61% Down
Domestic Sales (Rs.in Lakhs)	1709.08	2913.81	41.35% Down
Total Sales (Rs. In Lakhs)	2825.41	4394.63	35.70% Down
Other Income (Rs. In Lakhs)	62.98	31.27	101.40% Up
Earnings Per Share	2.25	1.01	122.77% Up

In current market situation Company has maintained profitability.

FUTURE OUTLOOK :

The Company has completed its 25 years of existence and providing quality castings. The Company is aiming to maintain growth in current sluggish market situation since the Company has prospective strength and also having resources to develop new quality of castings with acceptable grades.

SEGMENT WISE PERFORMANCE :

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

OPPORTUNITIES AND THREATS :

Your Company is willing to utilize maximum of its production capacity, the Company is aiming to have better future rise in the like industry and the Company is strengthening its resources to compete the market scenario. The demand growth and recovery in market situation can achieve Company's target and utilize maximum of its capacity. The higher inflation rate resulting in higher interest rate and hike in raw material price may adversely affect your Company's financial performance.

The Company's exports, which constitutes around more than 39% of its turnover, may give rise to market risk exposure related to change in foreign exchange rates, Interest rates, raw material prices and other market factors. The competitors may affect adversely.

RISK FACTORS :

Your Company has faced rigorous recession previously but the Company regularly monitors the various risks associated with its business. The Company is producing better results from the inputs vested to identify, minimize and mitigate the risks. The Company has formed Risk Management Process attempts to provide confidence to the shareholders that the Companies risks are known and well-managed.

The Risk mitigation process reviewed by Audit and Risk Management Committee of your company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :

The company also have safe working environment with prescribed safety standards which are periodically reviewed. The Company has adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. The Company has well documented policies, procedures and authorization guidelines commensurate with the level of responsibility and Standard Operating procedures specific to the 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.



QUALITY OF PRODUCTS & RESEARCH AND DEVELOPMENT :

The Gujarat Intrux Limited believes only in providing quality castings. With that the Company achieving qualitative excellence and promising further for the same. The Company and its entire team have built up reputation in the Industry by taking care of Quality Castings. The Company's consistent focus on quality management has enabled it to fulfill evolving customer expectation. Your Company has continued emphasis on Research & Development. A dedicated Quality Assurance ("QA") team is monitoring product quality. The Company is manufacturing Quality Castings by making continual improvement in manufacturing process. Moreover, your Company has completed 25 years of Quality castings. The company has achieved 25th year mark of its existence.

HUMAN RESOURCE AND DEVELOPMENT :

The Company recognises the importance of human resources at the organization. It realises that a knowledgeable and experienced workforce is the key driver to deliver on the expectations of management and customers. The Company considers their employees as one of the most valuable assets of the Company. During the year under review, the Company organized various programs at all level to enhance skill of the employees. Learning and development is a key element of the Company's employee value enhancement. The Company gives special attention towards human relation development.

Industrial relations remained cordial throughout the year and there was no incidence of strike, lock-out, etc.

The company also have safe working environment with prescribed safety standards which are periodically reviewed which builds the trust.

CORPORATE SOCIAL RESPONSIBILITY :

"Empowering Kindness" the aim of creating kindness, wellness in a society lies in your Company. Management of your Company is committed to conduct its business which is favorable to the society and to expand its motive of business with ethical and environmental friendly manner and continuously work towards improving quality of life of the communities in its operational areas. The Company has duly constituted CSR Committee, which is responsible for fulfilling the CSR objectives of the Company. The CSR activities are focused on empowering kindness programs. Under this program your company has contributed in the healthcare and educational sector in previous year.

EXPORTS :

The ratio of exports turnover with respect to total turnover increased compare to last year, moreover our marketing team is taking steps to boost up export of the Company. Exports are the focus area of the management to develop worldwide reputation in the sand casting segment.

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.

for and on behalf of the Board of
Gujarat Intrux Limited

Ramankumar D. Sabhaya
(Chairman)
DIN: 00569058

Place : Shapar (Dist.: Rajkot)
Date : 28th July, 2017

REPORT ON CORPORATE GOVERNANCE

INTRODUCTION

Corporate Governance is very important to build confidence and trust which leads to strong, stable and long term relation with the Investors and all other Stakeholders. The detailed Report on implementation of Corporate Governance as incorporated in Regulations 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (i.e. LODR, 2015) is as follows:



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 be adhered with compliance for better corporate governance.

It is firmly believed that Corporate Governance begins with Company's continuous review of its internal procedures and practices encompassing all its business areas in the most appropriate manner, which would spell fairness, transparency and accountability.

Your Company has complied with all applicable rules & Regulations as stipulated by Securities & Exchange Board of India as applicable to Company.

Pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the details of compliance by the Company for the year ended on 31st March, 2017 are mentioned hereunder:

2. BOARD OF DIRECTORS:

(i) Board Composition

The Board of Directors of your Company consists 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).
- One woman Director (Included in Independent Director)
- 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 have received any loans and advances from Company during the year.

(ii) Attendance at the Board meetings/last AGM, Directorship and Chairmanship in Board/Board Committees during the year 2016-17 :

Name	Executive/ Non-Executive/ Independent	No. of other Directorship held	Board meetings attended	Membership in the Committee of the Company	Chairmanship at the Committee	Attended last AGM 23rd September, 2016
Mr. R.D.Sabhaya	Non-Executive/ Chairman	3	5	1	-	Yes
Mr. D. D. Pambhar	Managing Director	3	5	1	-	Yes
Mr. A. J. Kalaria	Non-Executive	3	5	2	1	Yes
Mr. D. M. Dudhagara	Non-Executive	4	5	1	-	Yes
Mr. M. S. Patoliya	Non-Executive	3	5	1	1	Yes
Mr. B. M. Dhorda	Non-Executive	6	5	1	-	Yes
Mr. G. K. Sorthia	Independent	2	2	2	2	Yes
Mr. G. R. Kamat	Independent	-	3	2	-	No
Mr. N. C. Pithadia	Independent	-	2	3	-	Yes
Mr. R. M. Bhimani	Independent	1	1	3	1	Yes
Ms. R. L. Adhiya	Independent	1	2	-	-	Yes
Mr. M. K. Sheth	Independent	-	2	-	-	No