



REMINDER - II IMPORTANT AND URGENT

To
The Shareholders of
Erstwhile Ratnamani Engineering Ltd.

1. As per the Scheme of Amalgamation approved by the Honourable High Court of Gujarat, Ratnamani Engineering Ltd. (REL) is amalgamated with Ratnamani Metals & Tubes Ltd. (RMTL). Accordingly RMTL has allotted its shares to the shareholders of REL as per the exchange ratio fixed by the Honourable High Court of Gujarat and kept ready the share certificates for exchange since long. Many of the shareholders have yet not surrendered the share certificates of REL and taken the delivery of RMTL share certificates so allotted to them.

In view of the above, those shareholders of erstwhile REL who have yet not exchanged their share certificates of REL for the share certificates of RMTL, should get it exchanged at the earliest either from the Registered Office of the Company at Ahmedabad or from the specially opened Collection Centre at Mumbai as per address given below.

RATNAMANI METALS & TUBES LTD.

Shop No. 6, Lion House,
Dr. Deshmukh Lane,
Manubhai Desai Road,
Mumbai - 400 004.
Phone No. 3802591/2/3/4

2. Shareholders of erstwhile REL, who are now the shareholders of RMTL and who have yet not received / encashed Dividend Warrant for the year 1997-98, (which includes the dividend for the previous two years), are requested to write immediately to the Company for the same.
3. In view of the difficulties experienced by the shareholders in selling their ODD LOT SHARES, your Company has framed a scheme for the disposal of Odd Lot Equity Shares under the supervision and guidance of "RATNAMANI SHAREHOLDERS TRUST" for Odd Lot Scheme. This scheme was sent to all the shareholders together with the Dividend Warrant of the last year. This Scheme is Still Open and if any shareholder wishes to avail the offer, he may submit the application form together with Transfer Deed and RMTL share certificates, addressed to the Managing Trustee of Ratnamani Shareholders Trust at the Registered Office of the Company.



RATNAMANI
METALS & TUBES LIMITED
AHMEDABAD

Board of Directors : **Shri Prakash M. Sanghvi** *Chairman & Managing Director*
Shri Jayantilal M. Sanghvi *Whole-time Director*
Shri S. Solanki *Whole-time Director*
Shri D. C. Anjaria *Director*
Shri Shanti M. Sanghvi *Director (Marketing)*

Bankers : Dena Bank
Punjab National Bank
State Bank of India

Auditors : **M/s. Mehta Lodha & Co.**
Chartered Accountants

Registered Office : 17, Rajmugat Society
Naranpura Char Rasta
Naranpura
Ahmedabad - 380 013

Works : Ahmedabad-Mehsana Highway
Village - Indrad
Nr. Chhatral GIDC
Taluka - Kadi
Dist. - Mehsana
GUJARAT

: Plot No. 3306, 3308 & 3309
GIDC - Chhatral
Taluka - Kalol
Dist. - Mehsana
GUJARAT



NOTICE

NOTICE is hereby given that the FIFTEENTH Annual General Meeting of the Members of RATNAMANI METALS & TUBES LIMITED will be held on THURSDAY, the 30th SEPTEMBER, 1999 at 10.00 a.m. at the Conference Hall of "The Ahmedabad Textile Mills Association" Near "Gurjari", Ashram Road, Ahmedabad 380009 to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 1999 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri S. Solanki who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint Auditors from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Registered Office:
17, Rajmugat Society,
Naranpura Char Rasta
Ahmedabad 380013
Ahmedabad
31st July, 1999

By the Order of the
Board of Directors

V.C. BHAGAT
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
2. Proxies in order to be effective must be received at the Company's Registered Office, not less than 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 23rd September, 1999 to Thursday 30th September, 1999 (both days inclusive).
4. The dividend, if declared will be paid to those members whose names appear on the Register of Members as on 30th September, 1999 being the Record Date for the purpose and will be made payable from 1st November, 1999 to 31st January, 2000.

5. Members are requested to notify immediately the change, if any, in their Registered Address to the Company's Registered Office.
6. Queries on "Account and Operations" of the Company if any, may please be sent to the Company Ten days in advance of the Meeting so that the answers are readily available at the meeting.
7. Kindly quote your LF numbers in all your future correspondence.
8. Members are requested to bring their copy of the Annual Reports to the Annual General Meeting of the Company.
9. Members are also requested to intimate to the Company, if shares are held in the same name or in the same identical order of names, in more than one account, to enable us to amalgamate all such accounts into one.
10. WITH A VIEW TO SAFEGUARD THE INTEREST OF THE SHAREHOLDERS AGAINST FRAUDULENT PRACTICE, THE COMPANY IS OFFERING THE FACILITY EITHER TO REGISTER MANDATE OR TO HAVE THE NAMES OF THEIR BANKERS AND THE ACCOUNT NUMBER TO BE PRINTED ON ALL FUTURE DIVIDEND WARRANTS. ALL SHAREHOLDERS ARE THEREFORE REQUESTED TO GIVE US THE BANK PARTICULARS LATEST BY 30TH SEPTEMBER, 1999. IN CASE THE DETAILS ARE NOT SENT, THE COMPANY WILL IN NO WAY BE RESPONSIBLE IF ANY LOSS OCCURS TO THEM.
11. Shareholders of erstwhile REL, who are now the Shareholders of RMTL and who have not received / encashed dividend warrant for the year 1997-98, are requested to immediately write to the Company for the same.
12. Those Shareholders of erstwhile Ratnamani Engineering Ltd., who have yet not exchanged their share certificates of Ratnamani Engineering Ltd., for the Share Certificates of Ratnamani Metals & Tubes Ltd., should get it exchanged in their own interest at the earliest either from our Collection Centre at Mumbai or from the Registered Office at Ahmedabad.

Registered Office:
17, Rajmugat Society,
Naranpura Char Rasta
Ahmedabad 380013
Ahmedabad
31st July, 1999

By the Order of the
Board of Directors

V.C. BHAGAT
Company Secretary



DIRECTORS' REPORT

TO:
The Members

The Board of Directors have pleasure in presenting the FIFTEENTH Annual Report with Audited Accounts of the Company for the year ended 31st March, 1999.

1. FINANCIAL RESULTS:

	1998-99	(RS.in lac) 1997-98
Sales and Other Income	6018.39	6751.18
Profit before Depreciation and tax	519.44	612.95
Less: Depreciation	235.10	234.17
Profit before tax	284.34	378.78
Less: Provision for Taxation	63.91	46.24
Profit after Tax	220.43	332.54
Add: Balance brought forward from previous year	184.86	90.71
Excess provision written back	---	10.41
Less : Dividend Tax for 1996-97	---	7.09
Amount available for appropriation	405.29	426.57
Appropriations:		
General Reserve	50.00	50.00
Proposed Dividend	67.40	137.92
Dividend Tax	6.74	13.79
	74.14	151.71
Debenture redemption reserve	40.00	40.00
Balance carried to Balance Sheet	241.15	184.86
TOTAL...	405.29	426.57

2. DIVIDEND:

Your Directors are pleased to recommend Dividend of Rs. One per Equity share payable on 67,39,933 Equity shares of the Company. This will absorb Rs. 74.14 lac including Dividend Tax.

3 REVIEW OF OPERATIONS:

Sluggish and recessionary trends continue in Industrial Investment projects, causing continued low demand for our products. This subdued economic scenario for the second successive year is reflected in the Sales and Income from Operations being lower by 10.85% and Net Profit by 34% as compared to the previous year.

However, your Company management has continued to rationalise its product line and concentrate on production of more value-added products. As a result, while the production volumes are lower in SAW Pipes and Carbon Steel Seamless Tubes by as much as 34% and 15%, the reduction in sales realisation has been contained to 10.85%, thus leading to satisfactory performance.

4. PRODUCTION :

Division	Production during the year under Review 1998-99	Production in the previous Year 1997-98	(in M.T.)
Stainless Steel Seamless and Welded Tubes and Pipes.	2018	1827	- Higher by 11%
SAW Pipes.	5075	7715	- Lower by 34%
Carbon Steel Seamless Tubes.	724	855	- Lower by 15%

5. EXPORTS :

Your Company has augmented its export performance in the third successive year by exploring new export markets and by appointing new overseas agents. Our Export sales registered an increase of 43% i.e. Rs.577 lacs for the year under report compared to Rs.404/- lacs for the previous year.

6. FUTURE OUTLOOK:

The worst seems to be over. Recent economic data does show that the economy is picking up despite uncertain political scenario. Historically low inflation rate and continued investment by foreign institutions in the share market would add greater impetus to the revival.

The need of the hour is to consolidate. Your Company continues to emphasise on dynamic adaptation to change through prompt and strategic positioning / re-positioning of products and services to meet client needs for sustainable operations at individual and organisational level.

The Govt. of Gujarat have accorded top priority to drinking water supply and have undertaken ambitious water supply schemes for North Gujarat and Saurashtra involving requirement of pipes worth crores. Though this market segment is very competitive, we are hopeful to do some business for these projects.

**7. DIRECTORS:**

In accordance with the requirement of Companies Act, 1956 and Article 170 of the Articles of Association of the Company, Shri Saleraj Solanki is liable to retire by rotation and being eligible offer himself for re-appointment.

The Board recommends passing of the aforesaid resolution.

8. Y2K COMPLIANCE :

The process of Y2K compliance is under active implementation by way of upgradation of Hardware and / or Software and / or Data Storage / Retrieval Systems. The Company expect that the process would be completed on or before end 1999.

9. DEPOSITS :

Your Company has not invited or accepted any deposits from Shareholders and Public during the year within the meaning of Section 58(a) of the Companies Act, 1956.

10. PARTICULARS OF EMPLOYEES:

A statement of particulars of employees under the Companies (Particulars of Employees) Rules, 1975 as amended upto date required to be included in the Directors' Report pursuant to Section 217(2A) of the Companies Act, 1956 is attached herewith.

11. AUDITORS:

M/S.Mehta Lodha & Company, Chartered Accountants ,retire but as they are eligible for re-appointment, your Directors recommend that they be re-appointed, as Auditors of the Company for the year 1999-2000 at such remuneration as may be fixed by the shareholders.

12. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The statement pursuant to Section 217(1) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the

Board of Directors) Rules, 1988 is given in the Annexure forming part of the Report.

13. ACKNOWLEDGEMENT:

The Directors hereby place on record their appreciation for the unstinted support and contribution by the employees. The Directors also express their sincere thanks to the Customers, the Suppliers, Banks, the Financial Institutions and the Central and State Governments for their continued support and confidence in the Company.

For and on behalf of the Board of Directors

Ahmedabad
31st July, 1999

PRAKASH M.SANGHVI
Chairman

ANNEXURE TO DIRECTORS REPORT FOR THE YEAR ENDED 31.3.99

ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956 AND THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.

(A) CONSERVATION OF ENERGY :

Our being Low energy intensive industry, no specific measures for energy conservations are required.

(B) TECHNOLOGY ABSORPTION

(e) Efforts made in technology absorption as per Form B of the Annexure.

FORM - B**FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION, RESEARCH AND DEVELOPMENT (R&D)**

1. Specific areas in which R&D is carried out
2. Benefits derived as a result of above R&D
3. Future plan of action
4. Estimated expenditure of R&D

The Technology from outside research and development sources has not been acquired in the past, hence not applicable.



TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION. (C) FOREIGN EXCHANGE EARNINGS AND OUTGO

(1) Efforts in brief		(f) Activities relating to exports : Efforts are being made to increase exports.
(2) Benefits derived as a result of above		(g) Total foreign exchange used and earned.
(3) In case of improved technology (imported) during the five financial years reckoned from the beginning of financial year) following information may be furnished.	No technology has been acquired from import in the past, and hence not applicable.	Total Foreign exchange earnings Rs. 577.26 Lacs
(a) Technology Imported		Total Foreign exchange outgo Rs. 806.05 Lacs
(b) Year of Import.		
(c) Has Technology been fully absorbed		
(d) If not fully absorbed, areas where this has not been taken place, reasons thereof and future plan of action.		

For and on behalf of the Board of Directors

Ahmedabad
31st July, 1999

PRAKASH M.SANGHVI
Chairman

ANNEXURE TO DIRECTORS' REPORT

Information as per Provision of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

Name	Age Yrs	Qualifications	Date of Employment	Designation/ Nature of duties	Remuneration (Rs.in Lac)	Experience Years	Last employment held
Shri Prakash M. Sanghvi	43	Matriculation	12.6.89	Managing Director	8.31	22	Director Ratnamani Tube Ind. Ltd.
Shri Jayantilal M. Sanghvi	41	1st B.Com.	12.6.89	Whole-time Director	6.95	19	Director Ratnamani Tube Ind. Ltd.

NOTES:

1. Remuneration of above includes Salary, Company's contribution to Provident Fund, taxable value of perquisites and commission wherever applicable.
2. Shri Prakash M.Sanghvi and Shri Jayantilal M.Sanghvi are related to each other and both are related to Shri Shanti M. Sanghvi, Director of the Company.

For and on behalf of the Board of Directors

Ahmedabad
31st July, 1999

PRAKASH M.SANGHVI
Chairman