



Regd. Office : 17, Rajmugat Society, Naranpura Char Rasta, Naranpura,
Ahmedabad – 380 013, Gujarat

NOTICE

NOTICE is hereby given that the Twenty-Ninth Annual General Meeting of the Members of **RATNAMANI METALS & TUBES LTD.** will be held as under:

DAY : Monday

DATE : 12th August, 2013

TIME : 10.00 AM

VENUE : The Conference Hall of "The Ahmedabad Textile Mills Association", Near "Gurjari", Ashram Road, Ahmedabad – 380 009

to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2013, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Shri P. M. Mehta, who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint M/s. Mehta Lodha & Co., Chartered Accountants, Ahmedabad having Firm Registration No. 106250W and M/s S. R. Batliboi & Associates LLP, Chartered Accountants, Ahmedabad, having Firm Registration no. 101049W, Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII of the said Act, the consent of the Company be and is hereby accorded to the re-appointment of Shri Prakash M. Sanghvi as Managing Director of the Company for a period of five years with effect from 1st November 2013, on the following terms and conditions."

"RESOLVED FURTHER THAT the terms of remuneration shall be governed by the existing applicable Schedule XIII of the Companies Act, 1956 and will be as under:

I. SALARY:

Shri Prakash M. Sanghvi Managing Director	Salary ₹ 9,00,000/- per month (Rupees Nine lacs per month) in the scale of ₹ 9,00,000-1,00,000-13,00,000 and perquisites as admissible under Schedule XIII of the Companies Act, 1956.
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II. COMMISSION:

In addition to the salary, perquisites and allowances, commission is payable as calculated with reference to the net profit of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Sections 198 and 309 of the Companies Act, 1956.

III. PERQUISITES:

In addition to the salary he shall be entitled to perquisites such as fully furnished house or house rent allowance in lieu thereof, expenses incurred on gas, electricity, water and furnishing, repairs, medical benefits for self and family, leave travel concession for self and family, club fees, personal accident insurance and mediclaim policy and/or other allowances subject to the ceilings mentioned above.

IV. The salary and perquisites as mentioned above at items I, II and III will be exclusive of

- a. Provident Fund: Contribution of Provident Fund, Superannuation Fund, Annuity Fund to the extent the same are not taxable under the Income Tax Act, 1961
- b. Gratuity: Gratuity not exceeding half month's salary for each completed years of service.
- c. Encashment of Leave: Leave unavailed of to be allowed to be encashed as per rules of the Company.

V. Car and Telephone: For Company's work provision of car with driver and telephone at the residence, which shall not be included in the computation of perquisites.

VI. The remuneration including salary, perquisites and commission in any financial year shall not exceed 5% of Net Profit to the Appointee or 10% of Net Profit to all Managerial Personnels.

VII. Minimum Remuneration: Where, in any financial year during the currency of this appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the Managing Director as salary, allowance and perquisites shall be governed by, and be subject to the ceilings provided under Section II of Part II of Schedule XIII to the Companies Act, 1956 or such other limit as may be prescribed by the Government, from time to time as minimum remuneration.

VIII. The Managing Director shall be entitled to be reimbursed and paid out all costs, charges and expenses, if any, paid, spent or incurred by him for and on behalf of and on account of the Company in the discharge and execution of his duties as Managing Director of the Company or otherwise, in connection with the business and affairs of the Company.

IX. Shri Prakash M. Sanghvi shall not be liable to retire by rotation.

X. Shri Prakash M. Sanghvi will not be entitled to receive any sitting fees for attending the meeting of the Board of Directors or Committees thereof."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary the said terms and conditions of remuneration subject to the limits set out in the existing applicable Schedule XIII of the Companies Act, 1956 and in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule XIII of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorized to vary or increase remuneration including salary, commission, perquisites etc. within such prescribed limit or ceiling subject to necessary approvals."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to this resolution".

6. To consider and, if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310, 311, 314 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII of the said Act, the consent of the Company be and is hereby accorded to the re-appointment of Shri Jayanti M. Sanghvi as Whole-time Director of the Company for a period of five years with effect from 1st November 2013 on the following terms and conditions."

"RESOLVED FURTHER THAT the terms of remuneration shall be governed by the existing applicable Schedule XIII of the Companies Act, 1956 and will be as under:

I. SALARY:

Shri Jayanti M. Sanghvi Whole-time Director	Salary ₹ 6,00,000/- per month (Rupees Six lac per month) in the scale of ₹ 6,00,000-80,000- 9,20,000 and perquisites upto ₹ 10,00,000/- p.a.
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II. COMMISSION:

In addition to the salary, perquisites and allowances, commission is payable as calculated with reference to the net profit of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Sections 198 and 309 of the Companies Act, 1956.

III. PERQUISITES:

In addition to the salary he shall be entitled to perquisites such as fully furnished house or house rent allowance in lieu thereof, expenses incurred on gas, electricity, water and furnishing, repairs, medical benefits for self and family, leave travel concession for self and family, club fees, personal accident insurance

and mediclaim policy and/or other allowances subject to the ceilings mentioned above.

IV. The salary and perquisites as mentioned above at items I, II and III will be exclusive of

a. Provident Fund: Contribution of Provident Fund, Superannuation Fund, Annuity Fund to the extent the same are not taxable under the Income Tax Act.

b. Gratuity: Gratuity not exceeding half month's salary for each completed years of service.

c. Encashment of Leave: Leave unavailed of to be allowed to be encashed as per rules of the Company.

V. Car and Telephone: For Company's work provision of car with driver and telephone at the residence, which shall not be included in the computation of perquisites.

VI. The remuneration including salary, perquisites and commission in any financial year shall not exceed 5% of Net Profit to the Appointee or 10% of Net Profit to all Managerial Personnels.

VII. Minimum Remuneration: Where, in any financial year during the currency of this appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the Whole-time Director as salary, allowance and perquisites shall be governed by, and be subject to the ceilings provided under Section II of Part II of Schedule XIII to the Companies Act, 1956 or such other limit as may be prescribed by the Government, from time to time as minimum remuneration.

VIII. The Whole-time Director shall be entitled to be reimbursed and paid out all costs, charges and expenses, if any, paid, spent or incurred by him for and on behalf of and on account of the Company in the discharge and execution of his duties as Whole-time Director of the Company or otherwise, in connection with the business and affairs of the Company.

IX. Shri Jayanti M. Sanghvi shall not be liable to retire by rotation.

X. Shri Jayanti M. Sanghvi is not entitled to receive any sitting fees for attending the meeting of the Board of Directors or Committees thereof."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary the said terms and conditions of remuneration subject to the limits set out in the existing applicable Schedule XIII of the Companies Act, 1956 and in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule XIII of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorized to vary or increase remuneration including salary, commission, perquisites etc. within such prescribed limit or ceiling subject to necessary approvals."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to this resolution".

7. To consider and, if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310, 311, 314 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII of the said Act, the consent of the Company be and is hereby accorded to the re-appointment of Shri Shanti M. Sanghvi as Whole-time Director of the Company for a period of five years with effect from 1st November 2013 on the following terms and conditions."

"RESOLVED FURTHER THAT the terms of remuneration shall be governed by the existing applicable Schedule XIII of the Companies Act, 1956 and will be as under:

I. SALARY:

Shri Shanti M. Sanghvi Whole-time Director	Salary ₹ 5,00,000/- per month (Rupees Five lac per month) in the scale of ₹ 5,00,000-70,000- 7,80,000 and perquisites upto ₹ 8,00,000/- p. a.
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II. COMMISSION:

In addition to the salary, perquisites and allowances, commission is payable in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceiling stipulated in Sections 198 and 309 of the Companies Act, 1956.

III. PERQUISITES:

In addition to the salary he shall be entitled to perquisites such as fully furnished house or house rent allowance in lieu thereof, expenses incurred on gas, electricity, water and furnishing, repairs, medical benefits for self and family, leave travel concession for self and family, club fees, personal accident insurance and mediclaim policy and/or other allowances subject to the ceilings mentioned above.

- IV. The salary and perquisites as mentioned above at items I, II and III will be exclusive of

- Provident Fund: Contribution of Provident Fund, Superannuation Fund, Annuity Fund to the extent the same are not taxable under the Income Tax Act.
- Gratuity: Gratuity not exceeding half month's salary for each completed years of service.
- Encashment of Leave: Leave unavailed of to be allowed to be encashed as per rules of the Company.

- V. Car and Telephone: For Company's work provision of car with driver and telephone at the residence, which shall not be included in the computation of perquisites.

- VI. The remuneration including salary, perquisites and commission in any financial year shall not exceed 5% of Net Profit to the Appointee or 10% of Net Profit to all Managerial Personnels.

- VII. Minimum Remuneration: Where, in any financial year during the currency of this appointment, the Company has no profits or its profits are inadequate, the

remuneration payable to the Whole-time Director as salary, allowance and perquisites shall be governed by, and be subject to the ceilings provided under Section II of Part II of Schedule XIII to the Companies Act, 1956 or such other limit as may be prescribed by the Government, from time to time as minimum remuneration.

- VIII. "The Whole-time Director shall be entitled to be reimbursed and paid out all costs, charges and expenses, if any, paid, spent or incurred by him for and on behalf of and on account of the Company in the discharge and execution of his duties as Whole-time Director of the Company or otherwise, in connection with the business and affairs of the Company.

- IX. Shri Shanti M. Sanghvi shall be liable to retire by rotation.

- X. Shri Shanti M. Sanghvi is not entitled to receive any sitting fees for attending the meeting of the Board of Directors or Committees thereof."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary the said terms and conditions of remuneration subject to the limits set out in the existing applicable Schedule XIII of the Companies Act, 1956 and in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule XIII of the Companies Act, 1956, the Board of Directors of the Company be and is hereby authorized to vary or increase remuneration including salary, commission, perquisites etc. within such prescribed limit or ceiling subject to necessary approvals."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be necessary to give effect to this resolution".

Registered Office:

17, Rajmugat Society,
Naranpura Char Rasta,
Naranpura, Ahmedabad - 380 013
Date: June 25, 2013

By the Order of the Board

Virag Joshi
Company Secretary

NOTES :

- 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. 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.**
- An explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 3rd August, 2013 to Monday, 12th August, 2013 (Both days inclusive).
- The Dividend, if declared will be payable from Friday, 16th August, 2013

- (a) to those members whose names appear in the Register of Members of the Company after giving effect to all valid transfers in physical form lodged with the Registrar and Share Transfer Agent of the Company before Saturday, 3rd August, 2013 and
- (b) in respect of shares held in electronic form to those members whose names appear on the statements of beneficial owners furnished by NSDL and CDSL as at the end of the business hours on Friday, 2nd August 2013.
5. Queries on "Accounts 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.
6. Kindly quote your Ledger Folio Number/Client ID Number in all your future correspondence.
7. Members are requested to bring their attendance slip along with their copy of annual report to the Meeting.
8. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Pursuant to the provisions of Section 109A of the Companies Act, 1956, shareholders may file Nomination in respect of their shareholdings (in Physical Form). Any shareholder willing to avail of this facility may submit to the Company the prescribed Form 2B, if not already filed.

11. Members are requested to note that the dividends not en-cashed for a period of 7 years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investors Education and Protection Fund. The details of the Unpaid Dividend are as follows:

Date of Declaration	For the Financial Year	Due for Transfer on	Unpaid Amt. (₹ in lac as on 31.03.2013)
09/09/2006	2005-2006	08/10/2013	2.19
07/09/2007	2006-2007	06/10/2014	2.57
23/09/2008	2007-2008	22/10/2015	4.72
15/09/2009	2008-2009	14/10/2016	6.31
27/08/2010	2009-2010	26/09/2017	7.62
18/08/2011	2010-2011	17/09/2018	11.45
26/09/2012	2011-2012	25/10/2019	10.89

Members who have not encashed their above Dividend Warrants may approach to the Company immediately for payment as otherwise no claim thereafter shall lie against the Fund or the Company in respect of such unclaimed Dividend Amount.

12. The Company has appointed M/s. Sharepro Services (India) Pvt. Ltd. as its Registrar and Share Transfer Agent. All the shareholders of the Company are therefore requested to correspond directly with them at the following address in the matters related both for the transfer of shares as well as for dematerialization of the shares.

RTA's REGISTERED OFFICE ADDRESS	RTA's AHMEDABAD BRANCH ADDRESS
Sharepro Services (India) Private Limited Unit: Ratnamani Metals & Tubes Limited 13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri - Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072 Tel. No. - (022) 6772 0300 / 6772 0400 Fax No. - (022) 28591568 Email: sharepro@shareproservices.com	M/s. Sharepro Services (India) Private Limited Unit: Ratnamani Metals & Tubes Limited Devnandan Mega Mall, Office No. 416-420, 4 th Floor, Opp. Sanyas Ashram, Ashram Road Ahmedabad - 380006 Tel. No.- (079) 26582381-82-83-84 Fax No.- (079) 26582385 Contact Person: Mr. Wilson Gohil E-mail: sharepro.ahmedabad@shareproservices.com

13. Members are requested to notify immediately any change in their address/Bank mandate to their respective Depository Participants (DPs) in respect of their electronic share accounts and in respect of their physical shares Folios to the Registrar and Share Transfer Agent of the Company.
14. With a view to provide protection against fraudulent encashment of Dividend Warrants, members are requested
- to provide their Bank Account Number, name of the Bank and address of the branch to enable the Company to incorporate the said details in the Dividend Warrants.
15. Non-Resident Indian Members are requested to inform M/s Sharepro Services (India) Private Limited, immediately of :
- a. Change in their residential status on return to India for permanent settlement.

- b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

16. Securities and Exchange Board of India (SEBI) has made it mandatory for every participant in the securities/capital market to furnish Income Tax Permanent Account Number (PAN). Accordingly all the shareholders are requested to submit their Permanent Account Number along with photocopy of both the sides of the PAN Card duly attested.

Shareholders holding shares in electronic form are requested to furnish their PAN to their Depository Participant with whom they maintain their account along with documents as required by them.

Shareholders holding shares in physical form are requested to submit photocopy of the PAN Card of all the holders including joint holders duly attested by Notary Public/Gazette Officer/Bank Manager under their official seal and with full name and address either to the Company's Registered Office or at the office of its Registrar at the address mentioned above.

17. **The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" allowing paperless compliance by Companies through electronic**

mode. Companies are now permitted to send various notices/ documents to its shareholders through electronic mode to the registered e-mail address of shareholders.

Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold shares in physical form are requested to register their e-mail addresses with M/s. Sharepro Services (India) Private Limited, Registrar and Share Transfer Agents of the Company.

18. Ratnamani Engineering Limited (REL) was amalgamated with Ratnamani Metals & Tubes Limited (RMTL) as per the scheme approved by the Honorable High Court of Gujarat in the year 1998. Accordingly, RMTL has allotted shares to the shareholders of REL. From our records, we find that some shareholders have yet not exchanged their share certificates after delivering share certificates of REL. Therefore it is our earnest request to all the shareholders who have REL share certificates, to get the same exchanged for RMTL share certificates.

19. Information regarding the Directors proposed to be appointed / re-appointed pursuant to clause 49 (IV) (G) of the Listing Agreement with the stock exchanges is annexed.

Annexure to the Notice

Explanatory Statement pursuant to Section 173(2) of The Companies Act, 1956

Item No. 5:

Shri Prakash M. Sanghvi was re-appointed as Managing Director of the Company at the 25th Annual General Meeting held on 15th September 2009 for a period of five years with effect from 1st November 2008 at remuneration within the overall limit provided in Schedule XIII of the Companies Act, 1956. Shri Prakash M. Sanghvi is looking after Marketing, Finance and Development of Projects and has established a wide distribution network in tubes and pipes.

In order to enable the Company to continue to have benefits from his wide and varied knowledge and experience of more than 36 years in the field of Corporate Planning and Management of the Company, the Board of Directors of the Company, on the recommendation of the Remuneration Committee and subject to the approval of the members of the Company in the General Meeting, thought fit to re-appoint him as a Managing Director for a further period of five years on the terms and conditions of remuneration enumerated in the resolution.

However, the Board of Directors may be authorized to vary and revise the said terms and conditions of remuneration and grant suitable increases whether by way of salary, commission, allowances and other perquisites subject to the limits set out in the existing applicable Schedule XIII of the Companies Act, 1956.

The Company will enter into new agreement with Shri Prakash M. Sanghvi for his re-appointment as Managing Director embodying the principle terms and conditions enumerated in the resolution. A copy of the draft agreement proposed to be entered into will be open for inspection by the members of the Company at the registered office of the Company on any working day between 11:00 a. m. to 1:00 p. m.

The terms and conditions of re-appointment and remuneration payable to Shri Prakash M. Sanghvi as Managing Director of the Company as set out in the Notice and Explanatory Statement should be treated as an abstract of the terms of his appointment and memorandum of interest under Section 302 of the Companies Act.

Shri Prakash M. Sanghvi is concerned or interested in the resolution as it relates to his own appointment as Managing Director and the payment of remuneration to him.

Shri Jayanti M. Sanghvi and Shri Shanti M. Sanghvi, Directors of the Company are also concerned or interested in the said resolution as they are relatives of Shri Prakash M. Sanghvi. None of the other Directors of the Company is interested or concerned in the resolution.

The Board of Directors recommends the resolution for approval of the members.

Item No. 6:

Shri Jayanti M. Sanghvi was re-appointed as Whole-time Director of the Company at the 25th Annual General Meeting held on 15th September 2009 for a period of five years with effect from 1st November 2008 at remuneration within the overall limit provided in Schedule XIII of the Companies Act, 1956. Shri Jayanti M. Sanghvi is looking after factory administration and has developed excellent business relations in Government and Semi-Government offices.

In order to enable the Company to continue to have benefits from his wide and varied knowledge and experience of more than 33 years in the field of factory administration, the Board of Directors of the Company, on the recommendation of the Remuneration Committee and subject to the approval of the members of the Company in the General Meeting, thought fit to re-appoint him as a Whole-time Director for a period of five years on the terms and conditions of remuneration enumerated in the resolution.

However, the Board of Directors may be authorized to vary and revise the said terms and conditions of remuneration and grant suitable increases whether by way of salary, commission, allowances and other perquisites subject to the limits set out in the existing applicable Schedule XIII of the Companies Act, 1956.

The Company will enter into new agreement with Shri Jayanti M. Sanghvi for his re-appointment as Whole-time Director embodying the principle terms and conditions enumerated in the resolution. A copy of the draft agreement proposed to be entered into will be open for inspection by the members of the Company at the registered office of the Company on any working day between 11:00 a. m. to 1:00 p. m.

The terms and conditions of re-appointment and remuneration payable to Shri Jayanti M. Sanghvi as Whole-time Director of the Company as set out in the Notice and Explanatory Statement should be treated as an abstract of the terms of his appointment and memorandum of interest under Section 302 of the Companies Act.

Shri Jayanti M. Sanghvi is concerned or interested in the resolution as it relates to his own appointment as Whole-time Director and the payment of remuneration to him.

Shri Prakash M. Sanghvi and Shri Shanti M. Sanghvi, Directors of the Company are also concerned or interested in the said resolution as they are relatives of Shri Jayanti M. Sanghvi. None of the other Directors of the Company is interested or concerned in the resolution.

The Board of Directors recommends the resolution for approval of the members as special resolution.

Item No. 7:

Shri Shanti M. Sanghvi was re-appointed as Whole-time Director of the Company at the 25th Annual General Meeting held on 15th September 2009 for a period of five years with effect from 1st November 2008 at remuneration within the overall limit provided in Schedule XIII of the Companies Act, 1956. Shri Shanti M. Sanghvi is looking after the activities related to co-ordination of support service between the Customers and Central Marketing Division of the Company as well as finalizing offers with Customers. He also ensures effective after-sales service to the Customers. He is also responsible for maintaining administrative work of the Company's branch office at Mumbai.

In order to enable the Company to continue to have benefits from his wide and varied knowledge and experience of more than 31 years, the Board of Directors of the Company, on the recommendation of the Remuneration Committee and subject to the approval of the members of the Company in the General Meeting, thought fit to re-appoint him as a Whole-time Director for a period of five years on the terms and conditions of remuneration enumerated in the resolution.

However, the Board of Directors may be authorized to vary and revise the said terms and conditions of remuneration and grant suitable increases whether by way of salary, commission, allowances and other perquisites subject to the limits set out in the existing applicable Schedule XIII of the Companies Act, 1956.

The Company proposes to enter into new agreement with Shri Shanti M. Sanghvi for his re-appointment as Whole-time Director embodying the principle terms and conditions enumerated in the resolution. A copy of the draft agreement proposed to be entered into will be open for inspection by the members of the Company at the registered office of the Company on any working day between 11:00 a. m. to 1:00 p. m.

The terms and conditions of re-appointment and remuneration payable to Shri Shanti M. Sanghvi as Whole-time Director of the

Company as set out in the Notice and Explanatory Statement should be treated as an abstract of the terms of his appointment and memorandum of interest under Section 302 of the Companies Act.

Shri Shanti M. Sanghvi is concerned or interested in the resolution as it relates to his own appointment as Whole-time Director and the payment of remuneration to him.

Shri Prakash M. Sanghvi and Shri Jayanti M. Sanghvi, Directors of the Company are also concerned or interested in the said resolution as they are relatives of Shri Shanti M. Sanghvi. None of the other Directors of the Company is interested or concerned in the resolution.

The Board of Directors recommends the resolution for approval of the members as Special Resolution.

Registered Office:

17, Rajmugat Society,
Naranpura Char Rasta,
Naranpura, Ahmedabad - 380 013

Date: June 25, 2013

By the Order of the Board

Virag Joshi
Company Secretary

Pursuant to Clause 49(IV) (G) under Corporate Governance of the Listing Agreement with Stock Exchanges, the particulars of Directors who are proposed to be appointed/re-appointed are given below:

PROFILE OF SHRI PRAKASH M. SANGHVI, MANAGING DIRECTOR

Shri Prakash M. Sanghvi is the promoter of the Company and Executive Director on the Board of the Company. He is holding the position of the Chairman & Managing Director of the Company. He has over 36 years of experience in the Metal Industry and overall Corporate Management covering corporate strategy, developments to functional management.

Age:

57 Years

Qualification:

Matriculation

Directorship in other Companies:

1. Jain International Trade Organisation (JITO)

Memberships/Chairmanships of Committees in other Public Companies:

NIL

Shareholding in the Company:

35,66,571 Shares (As on June 25, 2013)

Relationship with other Directors of the Company: Shri Prakash M. Sanghvi is the brother of Shri Jayanti M. Sanghvi and Shri Shanti M. Sanghvi, Directors of the Company. No other Director is related to him.

PROFILE OF SHRI JAYANTI M. SANGHVI, WHOLE-TIME DIRECTOR

Shri Jayanti M. Sanghvi is the promoter of the Company and Executive Director on the Board of the Company. He is holding the position of the Whole-Time Director of the Company. He has over 33 years of experience in Corporate HR Management, Administration, Corporate Communications, liasoning and Corporate Procurements.

Age:

55 Years

Qualification :

B.Com (FY)

Directorship in other Companies:

1. Oswal Organiser Pvt. Ltd.

Memberships/Chairmanships of Committees in other Public Companies:

NIL

Shareholding in the Company :

25,06,435 Shares

Relationship with other Directors of the Company: Shri Jayanti M. Sanghvi is the brother of Shri Prakash M. Sanghvi and Shri Shanti M. Sanghvi, Directors of the Company. No other Director is related to him.

PROFILE OF SHRI SHANTI M. SANGHVI, WHOLE-TIME DIRECTOR

Shri Shanti M. Sanghvi is the promoter of the Company and Executive Director on the Board of the Company. He is holding the position of the Whole-Time Director of the Company. He has over 31 years of experience in Corporate Relations, Business Development and Customer management.

Age:

49 Years

Qualification:

Under Graduate

Directorship in other Companies:

NIL

Memberships/Chairmanships of Committees in other Public Companies:

NIL

Shareholding in the Company:

15,86,995 Shares

Relationship with other Directors of the Company: Shri Shanti M. Sanghvi is the brother of Shri Prakash M. Sanghvi and Shri Jayanti M. Sanghvi, Directors of the Company. No other Director is related to him.

PROFILE OF SHRI P. M. MEHTA, INDEPENDENT DIRECTOR

Shri P.M. Mehta is an Independent Non-Executive Director on the Board of the Company.

Shri P. M. Mehta has vast experience in engineering industry, having spent his entire career in the leading engineering corporate M/s. Larsen & Toubro Ltd. He was an Executive Director on the Board of Larsen & Toubro Ltd and was in-charge of nine different business units located all over the country. He is extensively experienced in the area of Engineering, Technologies and international businesses.

Age:
74 Years

Qualification:
B. E. (Mechanical)

Directorship in other Companies:
NIL

Memberships/Chairmanships of Committees in other Public Companies:
NIL

Shareholding in the Company:
15000 Equity Shares

Relationship with other Directors of the Company:
Nil

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

Date: June 25, 2013

By the Order of the Board

Virag Joshi
Company Secretary

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