

# NOTICE

**NOTICE** is hereby given that the Thirty-Third Annual General Meeting of the members of **RATNAMANI METALS & TUBES LTD.** will be held on Tuesday, 12th day of September, 2017, at 10.00 A.M. at The Conference Hall of "The Ahmedabad Textile Mills Association", Near "Gurjari", Ashram Road, Ahmedabad-380 009, to transact the following business:

## Ordinary Business:

1. To receive, consider and adopt
  - a) the audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2017, together with the Reports of the Board of Directors and Auditors thereon; and
  - b) the audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2017 and the Report of the Auditors thereon.
2. To declare Dividend on equity shares for the financial year ended on 31st March, 2017.
3. To appoint a Director in place of Shri Jayanti M. Sanghvi (DIN: 00006178), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard, 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the appointment of M/s. S. R. B. C. & Co. LLP, Chartered Accountants, Ahmedabad, having Firm Registration No. 324982E/E300003, as Statutory Auditors of the Company for a term of four years i.e. till the conclusion of the 35th Annual General Meeting to be held in the year 2019, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold the office from the conclusion of this Annual General Meeting till the conclusion of 34th Annual General Meeting to be held in the year 2018 at such remuneration plus applicable service tax, reimbursement of out-of-pocket expenses, travelling and other expenses incurred in connection with audit to be carried out by them, as may be decided by the Board of Directors."

## Special Business:

5. To ratify the Remuneration payable to the Cost Auditors of the Company for the financial year ending

on 31st March, 2018 and in this regard, 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 148 and other applicable provisions of the Companies Act, 2013 and Rule No 14 of Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad, having Firm Registration No. 000028, being the Cost Auditors appointed by the Board of Directors of the Company to conduct the Cost Audit for the financial year ending on 31st March, 2018, be paid ₹ 1,00,000/- plus applicable service tax and reimbursement of travelling and out-of-pocket expenses incurred by them in connection with aforesaid audit as remuneration."

6. To fix minimum charges for service of various documents on members of the Company and in this regard, 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 20 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 or any other law for the time being in force (including any statutory modification(s) or re-enactment thereof, for the time being in force), whereby a document may be served to any shareholder by the Company by sending it to him/her by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed depending on event and circumstances of each case from time to time, the consent of the members be and is hereby accorded to charge from the shareholder, the fee in advance amount of ₹100/- for each service of documents, pursuant to any request made by the shareholder for delivery of such document to him/her, through a particular mode of service mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper

or desirable or expedient to give effect to above resolution.”

7. To appoint and fix the remuneration payable to Shri Manoj P. Sanghvi, as Business Head (C.S. Pipes) and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder from time to time, the consent of the Company be and is hereby accorded for payment of remuneration to Shri Manoj P. Sanghvi, son of Shri Prakash M. Sanghvi, Chairman and Managing Director of the Company, as Business Head (C.S. Pipes) and/or to hold office or place of profit in the Company for a period of one year with effect from 1st October, 2017 on a salary and perquisites not exceeding ₹ 8,00,000/- (Rupees : Eight Lacs) per month as may be decided by the Board.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient and desirable for the purpose of giving effect to this resolution.”

8. To appoint and fix the remuneration payable to Shri Prashant J. Sanghvi, as Business Head (L.S.A.W.) and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder from time to time, the consent of the Company be and is hereby accorded for payment of remuneration to Shri Prashant J. Sanghvi, son of Shri Jayanti M. Sanghvi, Whole Time Director of the Company, as Business Head (L.S.A.W.) and/or to hold office or place of profit in the Company for a period of one year with effect from 1st October, 2017 on a salary and perquisites not exceeding ₹ 8,00,000/- (Rupees : Eight Lacs) per month as may be decided by the Board.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient and desirable for the purpose of giving effect to this resolution.”

9. To appoint and fix the remuneration payable to Shri Nilesh P. Sanghvi, as Chief Executive (Strategic Business Development) and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder from time to time, the consent of the Company be and is hereby accorded for payment of remuneration to

Shri Nilesh P. Sanghvi, son of Shri Prakash M. Sanghvi, Chairman and Managing Director of Company as Chief Executive (Strategic Business Development) and/or to hold office or place of profit in the Company for a period of one year with effect from 1st October, 2017 on a salary and perquisites not exceeding ₹ 7,00,000/- (Rupees : Seven Lacs) per month as may be decided by the Board.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient and desirable for the purpose of giving effect to this resolution.”

10. To adopt new set of Articles of Association of the Company in conformity with the Companies Act, 2013 and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the company be and is hereby accorded for alteration of the existing Articles of Association of the company by the adoption of a new set of Articles of Association in total exclusion, substitution and superseding the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and also to take all such steps as may be necessary, proper or expedient to give effect to this resolution including but not limited to incorporation of amendment / suggestion / observations made by the Registrar of Companies, Gujarat.”

**Registered Office:**

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

CIN:L70109GJ1983PLC006460

Date: 17th May, 2017

**By Order of the Board**

**Jigar Shah**

**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 OF THE COMPANY. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF

MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.

2. The Explanatory statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") concerning the Special Business under Item No. 5 to 10 in the Notice is annexed hereto and forming part of this Notice. The profile of the Director seeking re-appointment, as required in terms of Regulation 36 (3) of the SEBI (L.O.A.D.R.) Regulations, 2015 is annexed.
3. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting shall send the same in advance at the Companies Registered office or RTA Address.
4. 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.
5. Members/ Proxies/ Authorized Representative should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slip will not be distributed at the Meeting.
6. Members may also note that the Notice of this Annual General Meeting and the Annual Reports for the year 2016-17 will also be available on the Company's website: [www.ratnamani.com](http://www.ratnamani.com).  
All the documents referred to in the accompanying Notice and Explanatory Statements are available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays and public holidays) between 11.00 A.M. to 1.00 P.M. up to the date of the Annual General Meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 6th September, 2017 to Tuesday, 12th September, 2017 (both days inclusive) for the purpose of payment of dividend and Annual General Meeting.
8. Members are requested to send their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) in the updation form which is available in the Company's website at [www.ratnamani.com](http://www.ratnamani.com) to their DPs in case the shares are held in electronic mode or to the Registrar and Share Transfer Agents in case the shares are held in physical

mode. It will be also useful for ECS and also for printing on dividend warrant so that there is no fraudulent encashment of the warrants. Members are requested to send their updation form immediately.

#### 9. **GREEN INITIATIVE :-**

SEBI & the Ministry of Corporate Affairs encourage paperless communication as a contribution to greener environment.

Members holding shares in physical mode are requested to register their e-mail ID's with the M/s. Link Intime India Pvt. Ltd., Registrar and Transfer Agent of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.

If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to their respective Depository Participants in respect of shares held in electronic form.

10. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rule 18 of the Companies (Management and Administration) Rules, 2014 and regulation 36 of SEBI (LOADR) Regulations, 2015, the copy of the Annual Report including Financial statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email IDs with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same.
11. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions set out in this notice are being conducted through E-Voting, the said resolutions will not be decided on show of hands at the Annual General Meeting.
12. As per Section 124 of the Companies Act, 2013, the Company has transferred the unpaid or unclaimed dividends for the financial year 2008-09 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 27th August, 2016 (date of last Annual General Meeting) on the website of the Company ([www.ratnamani.com](http://www.ratnamani.com)), also on the website of the IEPF ([www.iepf.gov.in](http://www.iepf.gov.in)).
13. 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 lying with the Company are as follows:

Date of Declaration	Financial Year	Due for Transfer on	Unpaid Amt. (as on 31.03.2017)
27th August, 2010	2009-2010	26th September, 2017	7.16
18th August, 2011	2010-2011	17th September, 2018	10.91
26th September, 2012	2011-2012	25th October, 2019	10.18
12th August, 2013	2012-2013	11th September, 2020	13.85
11th September, 2014	2013-2014	10th October, 2021	14.20
23rd September, 2015	2014-2015	22th October, 2022	16.14
12th March, 2016	2015-2016	11th April, 2023	25.00

Members who have not en-cashed the Dividend Warrants may approach to the Company immediately for payment as otherwise the same shall be dealt with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

Members are requested to note that as per the provisions of Section 124 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended, all shares on which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to an IEPF Authority. The Company has sent intimation to all shareholders who have not claimed their dividend for seven consecutive years. All such shareholders are requested to claim their unpaid dividend expeditiously failing which their shares shall be transferred to IEPF Authority and no claim shall lie against the company. The shareholders thereafter need to claim their shares from IEPF Authority by following such procedures as prescribed in the IEPF Rules (as may be amended from time to time). Members are advised to visit the web-link: <http://www.ratnamani.com> to ascertain details of shares liable for transfer in the name of IEPF Authority.

14. If a shareholder has queries on "Accounts, operation and Finance" of the Company, the same may be sent to the Company by them at least ten days before the Meeting so that the answers are readily available at the Meeting.
15. Kindly quote your Ledger Folio Number / Client ID Number in all your future correspondence.
16. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
17. The Company has appointed M/s. Link Intime India Pvt. Ltd. as its Registrar and Transfer Agent. All the shareholders of the Company are requested to correspond directly to the R.T.A. at the following addresses in the matters relating to transfer of shares, unclaimed dividend, change of address, duplicate of shares and dematerialization of shares etc.

RTA's REGISTERED OFFICE ADDRESS	RTA's AHMEDABAD BRANCH ADDRESS
M/s. Link Intime India Pvt. Ltd. Unit: Ratnamani Metals & Tubes Ltd. C-101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai – 400 083. Tel. No. – (022) 49186000 Fax No. – (022) 49186060 E-mail : <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>	M/s. Link Intime India Private Limited Unit: Ratnamani Metals & Tubes Ltd. 5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1), Besides Gala Business Centre, Nr. St. Xavier's College Corner, Off C. G. Road, Navrangpura, Ahmedabad – 380 009. Tel No. 079-26465179 Email : <a href="mailto:ahmedabad@linkintime.co.in">ahmedabad@linkintime.co.in</a>

If shares are held in electronic form by the shareholders, then change of address and change in bank Accounts, change in e-mail ID etc. should be furnished to their respective Depository Participants (DPs).

#### 18. **APPEAL TO MEMBERS :**

The Company would like to appeal to its members to hold their shares in Dematerialized (Demat) form. Managing your investment in securities is simple and easy in Demat/Electronic form and it has many advantages over managing it in physical form as there is no scope of loss, misplacement, theft or deterioration of securities in Demat form. The members may get in touch with the M/s. Link Intime India Pvt. Limited at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in), our Registrar and Share transfer Agent or the Company Secretary at [jigar.shah@ratnamani.com](mailto:jigar.shah@ratnamani.com) for any query relating to Demat.

19. Non-Resident Indian Members are requested to inform M/s. Link Intime 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.
20. 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.

21. 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. It is noticed that some shareholders have yet not exchanged their share certificates of REL. Such shareholders are requested to get the same exchanged for RMTL share certificates.
22. The Shareholders who are holding shares having a face value of ₹ 10/- each are requested to send the original share certificates of ₹ 10/- each to the Company or RTA for exchange of share certificates of ₹ 2/- each.
23. **Voting:-**

All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date i.e. 5th September, 2017 only shall be entitled to vote at the General Meeting by availing the facility or remote e-voting or by voting through ballot paper at the General Meeting.

#### **Voting through Electronic Means**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (LOADR) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) issued by The Institute of Company Secretaries of India, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).

A member can opt for only one mode of voting, either through person or through proxies or through e-voting system or through ballot/polling paper which shall be available at the venue of the 33rd Annual General Meeting. If a member casts votes by all three modes, then voting done through e-voting shall prevail

and voting through other means shall be treated as invalid.

The Company has appointed Shri M. C. Gupta of M/s. M. C. Gupta & Co., Company Secretaries having its address at 703, Mauryansh Elanza, Near Parekh's Hospital, Shyamal Cross Road, Satellite, Ahmedabad – 380 015 to act as the Scrutinizer to scrutinize the poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total Votes cast in favour or against if any, to the Chairman or a person authorized by him, in writing, who shall counter sign the same and declare the result of the voting forthwith.

The results shall be declared within 48 hours after the Annual General Meeting of the Company. The results declared along with Scrutinizer's Report shall be placed on the Company's website: [www.ratnamani.com](http://www.ratnamani.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and the same shall also be communicated to BSE Limited and National Stock Exchange of India Ltd., where the shares of the Company are listed.

Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 5th September, 2017 may obtain the User ID and password in the manner as mentioned at points (ii) to (v) given below:

#### **The instructions for members for voting electronically are as under:-**

##### **In case of remote e-voting**

- (i) The voting period begins on Friday, 8th September, 2017 (10.00 A.M.) and ends on Monday, 11th September, 2017 (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) i.e. 5th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on 11th September, 2017.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL : 16 digits beneficiary ID,
  - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,



- c. Members holding shares in Physical Form 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](http://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) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field</li> </ul>
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. <ul style="list-style-type: none"> <li>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).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 Ratnamani Metals & Tubes Limited i.e. 170722004 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 "RESOLUTIONS 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a 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 cast their vote using CDSL's mobile app – CDSL m-Voting available for iPhone as well as android and windows based mobiles. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians :
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded 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](http://www.evotingindia.com), under help section or write an email to Mr. Mehboob Lakhani – Asst. Manager on e-mail [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or on Phone No. 1800-200-5533

#### **VOTING AT AGM:-**

The members who have not casted their votes either electronically may exercise their voting rights at the AGM through ballot paper.

24. Members holding shares in more than one folio in the same name(s) are requested to send the details of their folios along with share certificates so as to enable the Company to consolidate their holding into one folio.
25. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
26. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper/Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. The facility for voting at meeting venue shall be decided by the Company i.e. "remote e-voting of "Ballot Paper/Polling Paper.
27. Members holding equity shares in Electronic Form and Proxies thereof are requested to bring their DP ID and Client ID for Identification.
28. Route Map showing directions to reach to the venue of the 33rd AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting.

#### **Annexure to the Notice**

#### **Statement pursuant to Section 102(1) of the Companies Act, 2013**

The following Explanatory Statement sets out all the material facts relating to the Special Business under Item No. 5 to 10 of the accompanying Notice dated 17th May, 2017

#### **Item No.5**

As per the provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint Cost Accountant in practice, as Cost Auditor on the recommendation of the Audit Committee. The remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified by the Shareholders of the Company.

On the recommendation of the Audit Committee in its meeting held on 16th May, 2017, the Board has considered and approved the appointment of M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad, having Firm Registration No

000028, for the conduct of the Cost Audit of the Company for the financial year 2017-18 at a remuneration as mentioned in the resolution for this item of the Notice.

Accordingly, Consent of the members is sought for passing an ordinary resolution as set out at Item No.5 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2018.

None of the Directors and/or Key Managerial personnel of the Company and their relatives are concerned or interested, financially, or otherwise, in the resolution set out at Item No.5 of the accompanying the Notice.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the shareholders.

#### **Item No.6**

Section 20 of the Companies Act, 2013, which deals with the service of documents, inter-alia, enables the Company to dispatch any documents to a shareholder as per his/her preferred mode on receipt of specific request subject to deposit of ₹100/- fee in advance to the Company for each service of document as may be determined by the members in the general meeting. Accordingly, consent of the members is sought for passing a resolution as set out in Item No.6 of the Notice to decide the fee payable on dispatch of documents as per the choice of mode selected by any member of the Company.

None of the Directors and/or Key Managerial personnel of the Company and their relatives are concerned or interested, financially, or otherwise, in the resolution set out at Item No.6 of the accompanying the Notice.

The Board recommends the Ordinary Resolution set out at Item No.6 of the Notice for the approval by the shareholders.

#### **Item No.7**

Shri Manoj P. Sanghvi, son of Shri Prakash M. Sanghvi, Chairman and Managing Director of the Company was appointed as Business Head (C.S. Pipes) with effect from 1st June, 2014 for a period of 40 Months up to 30th September, 2017 at salary and perquisites as may be decided by the Board within the overall limits of ₹8,00,000/- per month.

Shri Manoj P. Sanghvi, after graduation in commerce, had obtained the degree of Master of Business Administration from University of Illinois at Chicago, USA. He is working with the Company since 1st March, 2004. During this period, he has gained experience in various business activities and was promoted as Business Head (C.S. Pipes).

The Audit Committee and Nomination and Remuneration Committee of Directors of the Company at their respective meetings held on 16th May, 2017 and 17th May, 2017 have recommended the payment of remuneration.

The Board of Directors in its meeting held on 17th May, 2017 has approved, subject to the approval of the members of the Company, his appointment and payment of remuneration to him as Business Head (C.S. Pipes) in the Company with effect from 1st October, 2017 for a period of one year on a salary and perquisites as set out in the said resolution and is in line with what is provided to other Executives holding similar positions in the Company.

Information in compliance with Section 188 of the Companies Act, 2013 and Rule 15 (3) of the Companies (Meeting of Board and its Powers) Rules, 2014 is as stated below:

(a) Name of the Related Party :	Shri Manoj P. Sanghvi
(b) Name of the Director or Key Managerial Personnel who is related, if any :	Shri Prakash M. Sanghvi, Chairman and Managing Director
(c) Nature of Relationship :	Shri Manoj P. Sanghvi is a son of Shri Prakash M. Sanghvi, Chairman and Managing Director and brother of Shri Nilesh P. Sanghvi, Chief Executive (Strategic Business Development) and Jigar P. Sanghvi, Executive (Marketing).
(d) Nature, material terms, monetary value and particulars of the contract or arrangement :	Shri Manoj P. Sanghvi is proposed to be appointed at an office or place of profit in the Company. Particulars of terms and conditions for appointment of Shri Manoj P. Sanghvi at an office or place of profit are mentioned in the resolution at Item No.7 of the Notice. Copy of the draft letter for appointment of Shri Manoj P. Sanghvi as Business Head (C.S. Pipes) setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day with a request of prior intimation to the Company.
(e) Any other information relevant or important for the members to take a decision on the proposed resolution :	Shri Manoj P. Sanghvi, inter alia, is involved in the following activities / operations of the Company : - Looking after purchase of raw materials for C.S. Pipe Division. - Marketing activities of C.S. Pipe Division. - Effectively handling C.S. plant situated at Kutch as Business Head.

Except Shri Manoj P. Sanghvi, being the appointee, Shri Prakash M. Sanghvi, Managing Director, Shri Nilesh P. Sanghvi and Shri Jigar P. Sanghvi being relative of him, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No.7 of the Notice for approval by the shareholders.

#### Item No.8

Shri Prashant J. Sanghvi, son of Shri Jayanti M. Sanghvi, Whole Time Director of the Company was appointed as Business Head (L.S.A.W.) with effect from 1st June, 2014 for a period of 40 Months up to 30th September, 2017 at salary and perquisites as may be decided by the Board within the overall limits of Rs.8,00,000/- per month.

Shri Prashant J. Sanghvi, has obtained the degree of Master of Science in Mechanical and Manufacturing Engineering from University of Greenwich, United Kingdom. He was looking after Kutch project implementation activities prior to proceeding for higher studies to U.K. and has experience in various business activities.

The Audit Committee and Nomination and Remuneration Committee of Directors of the Company at their respective meetings held on 16th May, 2017 and 17th May, 2017 have recommended the payment of remuneration.

The Board of Directors in its meeting held on 17th May, 2017 has approved, subject to the approval of the members of the Company, his appointment and payment of remuneration to him as Business Head (L.S.A.W.) in the Company with effect from 1st October, 2017 for a period of one year on a salary and perquisites as set out in the said resolution and is in line with what is provided to other Executives holding similar positions in the Company.



Information in compliance with Section 188 of the Companies Act, 2013 and Rule 15 (3) of the Companies (Meeting of Board and its Powers) Rules, 2014 is as stated below:

(a) Name of the Related Party :	Shri Prashant J. Sanghvi
(b) Name of the Director or Key Managerial Personnel who is related, if any :	Shri Jayanti M. Sanghvi, Whole Time Director
(c) Nature of Relationship :	Shri Prashant J. Sanghvi is a son of Shri Jayanti M. Sanghvi, Whole Time Director
(d) Nature, material terms, monetary value and particulars of the contract or arrangement:	Shri Prashant J. Sanghvi is proposed to be appointed at an office or place of profit in the Company. Particulars of terms and conditions for appointment of Shri Prashant J. Sanghvi at an office or place of profit are mentioned in the resolution at Item No.8 of the Notice. Copy of the draft letter for appointment of Shri Prashant J. Sanghvi as Business Head (L.S.A.W) setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day with a request of prior intimation to the Company.
(e) Any other information relevant or important for the members to take a decision on the proposed resolution :	Shri Prashant J. Sanghvi, inter alia, is involved in the following activities / operations of the Company : <ul style="list-style-type: none"> <li>- Looking after purchase of raw materials for L.S.A.W Division.</li> <li>- Marketing activities of L.S.A.W. Division.</li> <li>- Effectively handling L.S.A.W. Division situated at Chhatral as Business Head.</li> </ul>

Except Shri Prashant J. Sanghvi, being the appointee, Shri Jayanti M. Sanghvi, Whole Time Director, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No.8 of the Notice for approval by the shareholders.

### Item No.9

Shri Nilesh P. Sanghvi, son of Shri Prakash M. Sanghvi, Chairman and Managing Director of the Company was appointed as Chief Executive (Strategic Business Development) with effect from 1st June, 2014 for a period of 40 Months up to 30th September, 2017 at salary and perquisites as may be decided by the Board within the overall limits of Rs.7,00,000/- per month.

Shri Nilesh P. Sanghvi after passing GCSEs examination in Grade "A" obtained the degree of B.E. (Honors) in Manufacturing Engineering and Management from University of Nottingham. He has also passed Engineering examination from Bellerby's College Cambridge. His main subjects were Advance Metal Forming, Integrated Design, Engineering Mathematics, Logistics and Supply Chain Management, Manufacturing Strategy. He is working with the Company since 21st November, 2005. During the period, he has gained much experience on shop floor and worked on many projects.

The Audit Committee and Nomination and Remuneration Committee of Directors of the Company at their respective meetings held on 16th May, 2017 and 17th May, 2017 have recommended the payment of remuneration.

The Board of Directors in its meeting held on 17th May, 2017 has approved, subject to the approval of the members of the Company, his appointment and payment of remuneration to him as Chief Executive (Strategic Business Development) in the Company with effect from 1st October, 2017 for a period of one year on a salary and perquisites as set out in the said resolution and is in line with what is provided to other Executives holding similar positions in the Company.

Information in compliance with Section 188 of the Companies Act, 2013 and Rule 15 (3) of the Companies (Meeting of Board and its Powers) Rules, 2014 is as stated below:

(a) Name of the Related Party :	Shri Nilesh P. Sanghvi
(b) Name of the Director or Key Managerial Personnel who is related, if any	Shri Prakash M. Sanghvi, Chairman and Managing Director
(c) Nature of Relationship :	Shri Nilesh P. Sanghvi is a son of Shri Prakash M. Sanghvi, Chairman and Managing Director and brother of Shri Manoj P. Sanghvi, Business Head (C.S. Pipes) and Jigar P. Sanghvi, Executive (Marketing).
(d) Nature, material terms, monetary value and particulars of the contract or arrangement :	Shri Nilesh P. Sanghvi is proposed to be appointed at an office or place of profit in the Company. Particulars of terms and conditions for appointment of Shri Nilesh P. Sanghvi at an office or place of profit are mentioned in the resolution at Item No.9 of the Notice. Copy of the draft letter for appointment of Shri Nilesh P. Sanghvi as Chief Executive (Strategic Business Development) setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day with a request of prior intimation to the Company.
(e) Any other information relevant or important for the members to take a decision on the proposed resolution :	Shri Nilesh P. Sanghvi, inter alia, is involved in the following activities / operations of the Company : - Looking after new business development opportunities for the organization. - Effectively implementing various strategies for the benefit of the organization

Except Shri Nilesh P. Sanghvi, being the appointee, Shri Prakash M. Sanghvi, Managing Director, Shri Manoj P. Sanghvi and Shri Jigar P. Sanghvi being relative of him, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No.9 of the Notice for approval by the shareholders.

#### Item No.10

The existing Articles of Association ("AOA") of the Company are based upon the provisions of the Companies Act, 1956. Members are aware that the Ministry of Corporate Affairs has notified the Companies Act, 2013 ("the Act") and also amended rules relating thereto which replaces the provisions of the Companies Act, 1956. In order to bring the existing AOA of the Company in line with the provisions of the Companies Act, 2013, the Company needs to make numerous changes in its existing AOA by adopting a comprehensive new set of Articles of Association of the Company ("New Articles"), in substitution of and to the exclusion of the existing AOA.

Further, pursuant to the provisions of Section 14 of the Companies Act, 2013, approval of the Shareholders of the Company by special resolution is required for the adoption of New Articles to replace the existing AOA and accordingly, the approval of the Shareholders is being sought.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting.

None of the Directors and/or Key Managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.10 of the accompanying the Notice.

The Board recommends the Special Resolution set out at Item No.10 of the Notice for approval by the shareholders.

#### Registered Office:

17, Rajmugat Society,  
 Naranpura Char Rasta,  
 Ankur Road, Naranpura,  
 Ahmedabad - 380 013  
 CIN:L70109GJ1983PLC006460  
 Date: 17th May, 2017

#### By Order of the Board

**Jigar Shah**  
 Company Secretary