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**CIN :** L70109GJ1983PLC006460



RMTL/SEC/34<sup>th</sup> AGM NOTICE/2018-19/18VII

18<sup>th</sup> July, 2018

To, <b>BSE Ltd.</b> Corporate Relationship Department 1 <sup>st</sup> Floor, New Trading Ring, Rotunda Building, P. J. Tower, Dalal Street, Fort, Mumbai – 400 001 Company Code : 520111	To, <b>National Stock Exchange of India Ltd.</b> "Exchange Plaza", 5th Floor, Bandra – Kurla Complex, Bandra (E), Mumbai - 400 051 Company code : RATNAMANI
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**Subject: Notice of the 34<sup>th</sup> Annual General Meeting of the Company**

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 34<sup>th</sup> Annual General Meeting of the Members of the Company scheduled to be held on Thursday, 9<sup>th</sup> August, 2018 at 10.00 a.m. at the Conference Hall of "The Ahmedabad Textile Mills Association", Near "Gurjari", Ashram Road, Ahmedabad -380 009.

We request you to take the above on record.

Thanking You

Yours faithfully,

**For, RATNAMANI METALS & TUBES LIMITED**

**JIGAR SHAH  
COMPANY SECRETARY**

Encl.: As above

# NOTICE

**NOTICE** is hereby given that the Thirty-Fourth Annual General Meeting of the members of **RATNAMANI METALS & TUBES LTD.** will be held on Thursday, 9th day of August, 2018, 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:

- To receive, consider and adopt;
  - the audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon; and
  - the audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2018 and the Report of the Auditors thereon.
- To declare Dividend on equity shares for the financial year ended on 31st March, 2018.
- To appoint a Director in place of Shri Shanti M. Sanghvi (DIN: 00007955), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
- To appoint M/s. Kantilal Patel & Co., Chartered Accountants as the Joint statutory Auditors 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, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Kantilal Patel & Co., Chartered Accountants, having Firm Registration No.104744W, be and are hereby appointed as the Joint Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 39th Annual General Meeting to be held in the calendar year 2023, at a remuneration plus applicable taxes, 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:

- To ratify the Remuneration payable to the Cost Auditors of the Company for the financial year ending on 31st March, 2019 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, 2019, be paid ₹ 1,20,000/- plus applicable taxes and reimbursement of travelling and out-of-pocket expenses incurred by them in connection with aforesaid audit as remuneration."

- To re-appoint Shri. Divyabhash C. Anjaria (DIN: 00008639) as Independent Director of the Company 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members be and is hereby given to the re-appointment of Shri Divyabhash C. Anjaria (DIN: 00008639), as Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company to be held in the Calendar year 2023."

- To re-appoint Dr. Vinodkumar M. Agrawal (DIN: 00010558) as an Independent Director of the Company 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members be and are hereby given to the re-appointment of Dr. Vinodkumar M. Agrawal (DIN: 00010558) as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company to be held in the Calendar year 2023."

- To re-appoint Shri Pravinchandra M. Mehta (Din: 00012410) as Independent Director of the Company 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members be and is hereby given to the re-appointment of Shri Pravinchandra M. Mehta (DIN: 00012410) as an Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years from the conclusion this Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company to be held in the Calendar year 2023."

9. To re-appoint and fix the remuneration payable to Shri Prakash M. Sanghvi (DIN: 00006354) as Managing Director of the Company for a period of 5 years 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 Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being enforce and hereinafter referred to as the “ACT”) and subject to the approvals, consents, permissions, sanctions etc. of the Central Government if so required necessary and all concerned statutory, regulatory or other authorities, if and to the extent applicable and required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consent, permission, sanctions, which may be agreed to by the Board of Directors of the Company, approval of the members of the Company, be and is hereby accorded to the re-appointment of Shri Prakash M. Sanghvi (DIN: 00006354) as Managing Director of the Company for a period of 5(Five) years with effect from 1st November, 2018.

**RESOLVED FURTHER THAT** the Managing Director shall be subject to the superintendence, control and direction of the Board of Directors and he will be entrusted with substantial powers of management and he will also perform such other duties as may be entrusted to him from time to time and the terms of remuneration shall be governed by the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and will be as under:

**I. SALARY:**

Shri Prakash M. Sanghvi, Managing Director	Salary at ₹ 14,00,000/- per month (Rupees : Fourteen Lacs per month) with effect from 1st November, 2018 in the scale of ₹ 14,00,000-1,00,000-18,00,000/- and perquisites as per Schedule V of the Companies Act, 2013
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**II. COMMISSION:**

In addition to the salary, perquisites and allowances, commission is payable as calculated with reference to the net profits 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 Section 197 and Schedule V of the Companies Act, 2013.

**III. PERQUISITES AND ALLOWANCES:**

In addition to the salary he shall be entitled to perquisites and allowances such as fully furnished house or house rent allowance in lieu thereof; expenses incurred on gas, electricity, water and furnishing; repairs; reimbursement of actual expenditure on medical treatment for self and family in India or overseas including travelling expenses for the purpose, reimbursement of expenditure incurred on travel and stay abroad including that of accompanying person; leave travel concession for self and family; Club

fees; personal accident insurance and mediclaim policy and/or other perquisites and allowances in accordance with Rules of the Company, as may be determined by the Board of Directors, subject to the overall ceiling of remuneration stipulated in Section 197 and Schedule V of the Companies Act, 2013.

The salary and perquisites as mentioned above in items I, II and III will be exclusive of:

- (a) **Provident Fund:** Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together 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:** Encashment of Leave at the end of the tenure.

**Car and Telephone:** For Company's work provision of car with driver and Telephone and other communication facilities at the residence, will not be included in the computation of perquisites.

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

**Minimum Remuneration:**

Where, in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the Managing Director as salary, allowance, commission and perquisites shall be governed by, and be subject to the ceilings provided under Section II of Part II of Schedule V to the Companies Act, 2013 or any amendment made hereinafter in this regard or such other limit as may be prescribed by the Government, from time to time as minimum remuneration.

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.

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

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 are hereby authorized to vary the said terms and conditions of remuneration subject to the limits set out in the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and in the event of any statutory amendment, modification or relaxation by the Central Government to Section 197 and/or Schedule V of the Companies Act, 2013, the Board of Directors of the Company be and are 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 are hereby authorized severally to sign and submit necessary letters, form(s), return(s), documents and papers etc. in the electronic and or physical form as required under the Act with Ministry of Corporate Affairs(MCA), Stock Exchanges and to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubt that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient with regards to give effect to this resolution.”

10. To re-appoint and fix the remuneration payable to Shri Jayanti M. Sanghvi (DIN: 00006178) as a Whole Time Director of the Company for a period of 5 years 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 Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being enforce and hereinafter referred to as the “ACT”) and subject to the approvals, consents, permissions, sanctions etc. of the Central Government if so required necessary and all concerned statutory, regulatory or other authorities, if and to the extent applicable and required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consent, permission, sanctions, which may be agreed to by the Board of Directors of the Company, approval of the members of the company be and is hereby accorded to the re-appointment of Shri Jayanti M. Sanghvi (DIN: 00006178) as a Whole Time Director of the Company for a period of 5(Five) years with effect from 1st November, 2018.

**RESOLVED FURTHER THAT** the terms of remuneration shall be governed by the existing applicable Schedule V of the Companies Act, 2013 and will be as under:

**I. SALARY:**

Shri Jayanti M. Sanghvi, Whole Time Director	Salary at ₹ 12,00,000/- per month (Rupees: Twelve Lacs per month) with effect from 1st November, 2018 in the scale of ₹ 12,00,000-80,000-15,20,000/- and perquisites as per Schedule V of the Companies Act, 2013.
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**II. COMMISSION:**

In addition to the salary, perquisites and allowances, commission is payable as calculated with reference to the net profits 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 Section 197 and Schedule V of the Companies Act, 2013.

**III. PERQUISITES AND ALLOWANCES:**

In addition to the salary he shall be entitled to perquisites and allowances such as fully furnished house or house rent allowance in lieu thereof; expenses incurred on gas, electricity, water and furnishing; repairs; reimbursement

of actual expenditure on medical treatment for self and family in India or overseas including travelling expenses for the purpose, reimbursement of expenditure incurred on travel and stay abroad including that of accompanying person; leave travel concession for self and family; Club fees; personal accident insurance and mediclaim policy and/or other perquisites and allowances in accordance with Rules of the Company, as may be determined by the Board of Directors, subject to the overall ceiling of remuneration stipulated in Section 197 and Schedule V of the Companies Act, 2013.

The salary and perquisites as mentioned above in items I, II and III will be exclusive of:

- (a) **Provident Fund:** Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together 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:** Encashment of Leave at the end of the tenure.

**Car and Telephone:** For Company's work provision of car with Driver and Telephone and other communication facilities at the residence will not be included in the computation of perquisites.

The remuneration including salary, perquisites and commission in any financial year shall not exceed 5% of Net Profit of the Company to the Appointee or 10% of Net Profit to all Executive Directors

**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, commission and perquisites shall be governed by, and be subject to the ceilings provided under Section II of Part II of Schedule V to the Companies Act, 2013 or any amendment made hereinafter in this regard or such other limit as may be prescribed by the Government, from time to time as minimum remuneration.

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.

Shri Jayanti M. Sanghvi shall be liable to retire by rotation.

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 are hereby authorized to vary the said terms and conditions of remuneration subject to the limits set out in the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013, the

Board of Directors of the Company be and are 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 are hereby authorized severally to sign and submit necessary letters, form(s), return(s), documents and papers etc. in the electronic and or physical form as required under the Act with Ministry of Corporate Affairs(MCA), Stock Exchanges and to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubt that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient with regards to give effect to this resolution."

11. To re-appoint and fix the remuneration payable to Shri Shanti M. Sanghvi (DIN: 00007955) as a Whole Time Director of the Company for a period of 5 years 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 Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable Rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being enforce and hereinafter referred to as the "ACT") and subject to the approval, consents, permissions, sanctions etc. of the Central Government if so required necessary and all concerned statutory, regulatory or other authorities, if and to the extent applicable and required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consent, permission, sanctions, which may be agreed to by the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Shri Shanti M. Sanghvi (DIN: 00007955) as a Whole Time Director of the Company for a period of 5 (Five) years with effect from 1st November, 2018.

**RESOLVED FURTHER THAT** the terms of remuneration shall be governed by the existing applicable Schedule V of the Companies Act, 2013 and will be as under:

#### I. SALARY:

Shri Shanti M. Sanghvi, Whole Time Director	Salary at ₹ 10,00,000/- per month (Rupees: Ten Lacs per month) with effect from 1st November, 2018 in the scale of ₹ 10,00,000-70,000-12,80,000/- and perquisites as per Schedule V of the Companies Act, 2013
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#### II. COMMISSION:

In addition to the salary, perquisites and allowances, commission is payable as calculated with reference to the net profits 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 Section 197 and Schedule V of the Companies Act, 2013.

#### III. PERQUISITES AND ALLOWANCES:

In addition to the salary he shall be entitled to perquisites and allowances such as fully furnished house or house rent allowance in lieu thereof; expenses incurred on gas, electricity, water and furnishing; repairs; reimbursement of actual expenditure on medical treatment for self and family in India or overseas including travelling expenses for the purpose, reimbursement of expenditure incurred on travel and stay abroad including that of accompanying person; leave travel concession for self and family; Club fees; personal accident insurance and mediclaim policy and/or other perquisites and allowances with Rules of the Company, as may be determined by the Board of Directors, subject to the overall ceiling of remuneration stipulated in Section 197 and Schedule V of the Companies Act, 2013.

The salary and perquisites as mentioned above in items I, II and III will be exclusive of:

- Provident Fund:** Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- Gratuity:** Gratuity not exceeding half month's salary for each completed years of service.
- Encashment of Leave:** Encashment of Leave at the end of the tenure.

**Car and Telephone:** For Company's work provision of car with Driver and Telephone and other communication facilities at the residence, which shall not be included in the computation of perquisites.

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

#### 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, commission and perquisites shall be governed by, and be subject to the ceilings provided under Section II of Part II of Schedule V to the Companies Act, 2013 or any amendment made hereinafter in this regard or such other limit as may be prescribed by the Government, from time to time as minimum remuneration.

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.

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

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 are hereby authorized to vary the said terms and conditions of remuneration subject to the limits set out in the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and in the event of any statutory amendment, modification or relaxation by the Central Government to Section 197 and/or Schedule V of the Companies Act, 2013, the Board of Directors of the Company be and are 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 are hereby authorized severally to sign and submit necessary letters, form(s), return(s), documents and papers etc. in the electronic and or physical form as required under the Act with Ministry of Corporate Affairs(MCA), Stock Exchanges and to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubt that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient with regards to give effect to this resolution."

12. To re-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 the 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 5 (Five) years with effect from 1st October, 2018 on a salary and perquisites not exceeding ₹ 12,00,000/- (Rupees: Twelve Lacs) per month as may be decided by the Board.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized severally 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."

13. To re-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 the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder from time to time, 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 five years with effect from 1st October, 2018 on a salary and perquisites not exceeding ₹ 12,00,000/- (Rupees: Twelve Lacs) per month as may be decided by the Board.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized severally 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."

14. To re-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 the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder from time to time, 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 five years with effect from 1st October, 2018 on a salary and perquisites not exceeding ₹ 9,00,000/- (Rupees : Nine Lacs) per month as may be decided by the Board.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized severally 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."

15. To appoint and fix the remuneration payable to Shri Jigar P. Sanghvi, as Executive (Marketing) 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 188 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder from time to time, consent of the Company be and is hereby accorded for payment of remuneration to Shri Jigar P. Sanghvi, son of Shri Prakash M. Sanghvi, Chairman and Managing Director of Company as Executive (Marketing) and/or to hold office or place of profit in the Company for a period of five years with effect from 1st October, 2018 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 are hereby authorized severally 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."

16. To appoint and fix the remuneration payable to Shri Yash S. Sanghvi, as Executive (Marketing) and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and Board of Directors and subject to the 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 the payment of remuneration to Shri Yash S. Sanghvi, son of Shri Shanti M. Sanghvi, Whole Time Director of Company as Executive (Marketing) and/or to hold office or place of profit in the Company for a period of five

years with effect from 1st October, 2018 on a salary and perquisites not exceeding ₹ 4,00,000/- (Rupees : Four Lacs) per month as may be decided by the Board.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized severally 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.”

17. Issuance of redeemable non-convertible debentures/bonds by way of private placement 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 Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI regulations and guidelines, Foreign Exchange Management Act and RBI Guidelines, the Memorandum of Association and the Articles of Association of the Company and any statutory modifications, re-enactments or amendments from time to time to the above mentioned regulations and rules and clarifications issued thereon from time to time and subject to other applicable laws, rules, regulations, guidelines, notifications and circulars issued by various competent authorities / bodies, whether in India or abroad, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “Board”, which term shall include any Committee thereof which the Board may have constituted to exercise its powers including the powers conferred by this Resolution) of the Company, to raise funds through Private Placement of Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds (“NCDs”) for an amount not exceeding Rs. 500.00 crores (Rupees Five Hundred Crores) to eligible investors, institutions, banks, incorporated bodies, mutual funds, venture capital funds, financial institutions, individuals, trustees, stabilizing agents or otherwise and whether or not such investors are members of the Company) in Indian Rupees in one or more tranches during the period of one year from the date of passing of resolution by the shareholders on such terms and conditions as the Board may from time to time determine proper and beneficial to the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, invitation, issue or allotment through private placement of NCDs, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalizing the form / placement documents / offer letter, timing of the issue(s), including the class of investors to whom the NCDs are to be allotted, number of NCDs to be allotted in each tranche, issue price, redemption, rate of interest, redemption period, allotment of NCDs, appointment of lead managers, arrangers, debenture trustees and other agencies, entering into

arrangements for managing the issue, issue placement documents and to sign all deeds, documents and writings and to pay any fees, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised authorised to do all act and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto and also delegate all or any of the powers in aforesaid matters to the officials of the Company, in such manners as the Board may in its absolute discretion deem fit.

**Registered Office:** By Order of the Board  
17, Rajmugat Society, For, **Ratnamani Metals & Tubes Limited**  
Naranpura Char Rasta,  
Ankur Road, Naranpura,  
Ahmedabad - 380 013  
CIN: L70109GJ1983PLC006460  
Date : 22nd May, 2018

**Jigar Shah**  
**Company Secretary**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (A.G.M.) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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 (FORTY EIGHT) 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 17 in the Notice is annexed hereto and forming part of this Notice. The profile of the Directors seeking re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also 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 Company's Registered office or RTA's 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/Authorised 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 2017-18 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 Friday, 3rd August, 2018 to Thursday, 9th August, 2018 (both days inclusive) for determining the entitlement of the members to the payment of Dividend 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 and 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 Transfer Agent in case the shares are held in physical mode. It will be also useful for ECS and also for printing the Bank Account details on the dividend warrant so that there are no fraudulent encashment of the warrants. Therefore, Members are requested to send their updation form immediately.
9. **GREEN INITIATIVE:**  
Securities and Exchange Board of India ("SEBI") and the Ministry of Corporate Affairs ("MCA") encourage paperless communication as a contribution to the 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 & 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 of the Companies Act, 2013 read together with the Rule 18 of the Companies (Management and Administration) Rules, 2014 and Section 136 of the Companies Act, 2013 read together with the Rule 11 of the Companies (Accounts) Rules, 2014 and regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) 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. In terms of the provisions of Section 124 of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7 (Seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. The Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company as on 12th September, 2017 (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 encashed 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:

(₹ in Lacs)

Date of Declaration	Financial Year	Due for Transfer on	Unpaid Amt. (as on 31st March, 2018)
18th August, 2011	2010-2011	17th September, 2018	10.55
26th September, 2012	2011-2012	25th October, 2019	9.75
12th August, 2013	2012-2013	11th September, 2020	13.11
11th September, 2014	2013-2014	10th October, 2021	13.64
23rd September, 2015	2014-2015	22nd October, 2022	15.53
12th March, 2016	2015-2016	11th April, 2023	24.37
12th September, 2017	2016-2017	11th October, 2024	23.82



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. During the financial year 2017-18, the Company had transferred 1,40,454 Equity Shares to the Investor Education and Protection Fund Authority. Further, the unclaimed dividend in respect of FY 2010-11 must be claimed by shareholders on or before 17th September, 2018, failing which the Company will be transferring the unclaimed dividend and the corresponding shares to the IEPF Authority within a period of 30 days from the said date. The concerned shareholders, however, may claim the dividend and shares from IEPF Authority, the procedure for which is detailed in the Investors Relations section.

14. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialize their shares held by them in physical form.
15. 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.
16. Kindly quote your Ledger Folio Number / DP ID - Client ID Number in all your future correspondence.
17. 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.
18. 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, issue of duplicate share certificates and dematerialization of shares etc.

<b>RTA's REGISTERED OFFICE ADDRESS</b>	<b>RTA's AHMEDABAD BRANCH ADDRESS</b>
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: rnt.helpdesk@linkintime.co.in	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 : ahmedabad@linkintime.co.in

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).

**19. 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, our Registrar and Transfer Agent or the Company Secretary at jigar.shah@ratnamani.com for any query relating to Demat.

20. 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 IFSC, MICR Code and address of the bank with pin code number, if not furnished earlier.
21. 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.
22. 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 has been 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.
23. 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.

24. **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. 2nd August, 2018 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 by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) 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 34th 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 34th 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 office 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 atleast 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 alongwith Scrutinizer's Report shall be placed on the Company's website: www.ratnamani.com and on the website of CDSL 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 the members for voting electronically are as under:-**

**In case of remote e-voting**

- (i) The voting period begins on Monday, 6th August, 2018 (10.00 A.M.) and ends on Wednesday, 8th August, 2018 (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. 2nd August, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 P.M. on 8th August, 2018.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members.
- (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 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 Postal Ballot / 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.180615003 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 m-Voting available for iPhone as well as Android and Windows based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. 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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

#### VOTING AT AGM:

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

25. 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.
26. 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.
27. 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." e-voting or "Ballot Paper/Polling Paper."
28. Members holding equity shares in Electronic Form and Proxies thereof are requested to bring their DP ID and Client ID for Identification.
29. Route Map showing directions to reach to the venue of the 34th 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 17 of the accompanying Notice dated 22nd May, 2018

#### Item No.4

Looking to the overall increase in the business and size of the Company, the Audit Committee at its meeting held on 21st May, 2018 and the Board of Directors at its meeting held on 22nd May, 2018 have recommended the appointment of M/s. Kanitlal Patel & Co., Chartered Accountants, Ahmedabad having Firm Registration No.104744 was the Joint Statutory Auditors of the Company for period of 5 (Five) consecutive years being their first term from the Conclusion of this 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting to be held in the calendar year

2023 and to fix their remuneration as may be decided by the Board of Directors

Further, the Company has also received a consent letter stating that, if they are appointed as the Joint Statutory Auditors of the Company, the same will be in accordance with the limits specified under Section 139 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder. The said letter also contains that their Firm is eligible for appointment and is not disqualified for appointment under the Companies Act, 2013, the Chartered Accountants Act, 1949 and Rules and Regulations made thereunder and no order or pending proceeding relating to professional matters of conduct before the Institute of Chartered Accountants of India or any competent authority or any court is passed.

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.4 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the shareholders.

#### **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 Auditors 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 at its meeting held on 21st May, 2018, the Board has considered and approved the appointment of M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad, having Firm Registration No 000028, to conduct the Cost Audit of the Company for the financial year 2018-19 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, 2019.

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**

Shri Divyabhash C. Anjaria, aged 72 years, was appointed as an Independent Director of the Company for his first term after the commencement of the Companies Act, 2013 by the Board of Directors at its meeting held on 6th August, 2014 and the same was approved by the Shareholders in the 30th Annual General Meeting held on 11th September, 2014 for a period of 4 (Four) consecutive years till the conclusion of the 34th Annual General Meeting.

The Nomination and Remuneration Committee has recommended and the Board has approved at their meetings held on 22nd May,

2018 his re-appointment as an Independent Director of the Company for a second term of 5 (Five) consecutive years from the conclusion of the 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company to be held in the calendar year 2023, subject to the approval of the Shareholders in the ensuing Annual General Meeting.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, the re-appointment of any Independent Director requires Shareholders' approval by way of special resolution.

Further, Shri Divyabhash C. Anjaria is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013

The Company has also received the declaration from Shri Divyabhash C. Anjaria, that he meets the criteria of independence as prescribed both under Sub-section 6 of Section 149 read with Schedule IV of the Companies Act, 2013 and also under Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Shri Divyabhash C. Anjaria fulfills the conditions for appointment as an Independent Director as specified in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Shri Divyabhash C. Anjaria is an independent of the management.

A copy of the draft letter of his appointment as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company during the normal business hours on any working day, including Saturday.

The statement under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this notice.

Shri Divyabhash C. Anjaria is a Director whose period of office is not liable to retire by rotation at every Annual General Meeting.

The Board considers that his continued association would be an immense benefit to the Company and it is desirable to avail services of Shri Divyabhash C. Anjaria as an Independent Director. Accordingly, the Board recommends the Special Resolution set out at Item No.6 of the Notice for approval by the shareholders.

The relatives of Shri Divyabhash C. Anjaria may be deemed to be interested in the resolution set out at Item No.6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Except, Shri Divyabhash C. Anjaria, being an appointee, none of the Directors and 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.

This statement may also be regarded as an appropriate disclosure under the Companies Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

Dr. Vinodkumar M. Agrawal, aged 71 years, was appointed as an Independent Director of the Company for his first term after the commencement of the Companies Act, 2013 by the Board of Directors at its meeting held on 6th August, 2014 and the same was approved by the Shareholders in the 30th Annual General Meeting held on 11th September, 2014 for a period of 4 (Four) consecutive years till the conclusion of the 34th Annual General Meeting.



The Nomination and Remuneration Committee has recommended and the Board has approved at their meetings held on 22nd May, 2018 his re-appointment as an Independent Director of the Company for a second term of 5 (Five) consecutive years from the conclusion of the 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company to be held in the calendar year 2023, subject to the approval of the Shareholders in the ensuing Annual General Meeting.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, the re-appointment of an Independent Director requires Shareholders' approval by way of special resolution.

Further, Dr. Vinodkumar M. Agrawal is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Company has also received the declaration from Dr. Vinodkumar M. Agrawal, that he meets the criteria of independence as prescribed both under Sub-section 6 of Section 149 read with Schedule IV of the act and under Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Dr. Vinodkumar M. Agrawal fulfills the conditions for appointment as an independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Dr. Vinodkumar M. Agrawal is an independent of the management.

A copy of the draft letter of his appointment as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company during normal business hours on any working day, including Saturday.

The statement under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this notice.

Dr. Vinodkumar M. Agrawal is a Director whose period of office is not liable to retire by rotation at every Annual General Meeting.

The Board considers that his continued association would be an immense benefit to the Company and it is desirable to avail services of Dr. Vinodkumar M. Agrawal as an Independent Director. Accordingly, the Board recommends the Special Resolutions set out at Item No.7 of the Notice for approval by the shareholders.

The relatives of Dr. Vinodkumar M. Agrawal may be deemed to be interested in the resolution set out at Item No.7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Except, Dr. Vinodkumar M. Agrawal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.7.

This statement may also be regarded as an appropriate disclosure under the Companies Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

#### **Item No.8**

Shri Pravinchandra M. Mehta, aged 79 years, was appointed as Independent Director of the Company for his first term after the commencement of the Companies Act, 2013 by the Board of Directors at its meeting held on 6th August, 2014 and the same was approved by the Shareholders in the 30th Annual General Meeting

held on 11th September, 2014 for a period of 4 (Four) consecutive years till the conclusion of the 34th Annual General Meeting.

The Nomination and Remuneration Committee has recommended and the Board has approved at their meetings held on 22nd May, 2018 his re-appointment as an Independent Director of the Company for a second term of 5 (Five) consecutive years from the conclusion of the 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company to be held in the calendar year 2023, subject to the approval of the Shareholders in the ensuing Annual General Meeting.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, the re-appointment of any Independent Director requires Shareholders' approval by way of special resolution.

Further, Shri Pravinchandra M. Mehta is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The Company has also received the declaration from Shri Pravinchandra M. Mehta, that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the act and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

In the opinion of the Board, Shri Pravinchandra M. Mehta fulfills the conditions for appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Shri Pravinchandra M. Mehta is an Independent of the management.

A copy of the draft letter of his appointment as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company during normal business hours on any working day, including Saturday.

The statement under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this notice.

Shri Pravinchandra M. Mehta is a Director whose period of office is not liable to retire by rotation at every Annual General Meeting.

The Board considers that his continued association would be an immense benefit to the Company and it is desirable to avail services of Shri Pravinchandra M. Mehta as an Independent Director. Accordingly, the Board recommends the Special Resolution set out at Item No.8 of the Notice for approval by the shareholders.

The relatives of Shri Pravinchandra M. Mehta may be deemed to be interested in the resolution set out at Item No.8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Except, Shri Pravinchandra M. Mehta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.8.

This statement may also be regarded as an appropriate disclosure under the Companies Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

#### **Item No.9**

Shri Prakash M. Sanghvi, aged 63 years, was re-appointed as Managing Director of the Company at the 29th Annual General Meeting held on 12th August, 2013 for a period of five years with

effect from 1st November 2013 at remuneration within the overall limit provided in Schedule V of the Companies Act, 2013. The term of office of Shri Prakash M. Sanghvi as Managing Director of the Company is due to expire on 31st October, 2018. The Nomination and Remuneration Committee has recommended the payment of remuneration and the Board has approved his re-appointment and payment of remuneration to him as a Managing Director of the Company for a further period of 5 (Five) years at their meetings held on 22nd May, 2018. Hence, the Shareholders permission will be required in this meeting, for re-appointment of him for further period of 5 years effective from 1st November, 2018 to 31st October, 2023.

Shri Prakash M. Sanghvi is one of the pioneer Promoter and first Director of the Company. He is looking after Business Development, Marketing, Corporate Finance and Strategic Planning 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 41 years in the field of Corporate Planning and Management of the Company, Considering the responsibility entrusted to him, the Board of Directors of the Company, on the recommendation of the Nomination and 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 Chairman and Managing Director for a further period of five years on the terms and conditions of remuneration enumerated in the resolution. His service as a Chairman and Managing Director of the Company will be valuable for the growth of the Company.

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 V of the Companies Act, 2013.

Brief resume of Shri Prakash M. Sanghvi, as stipulated by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 is provided as annexure to the notice convening this meeting.

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. Pursuant to section 190 of the Companies, Act, 2013, 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 Chairman and 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 190 of the Companies Act, 2013. Further, Shri Prakash M. Sanghvi satisfies all the applicable conditions as set out under section 196 read with Schedule V of the Act for being eligible for the office of the Chairman and Managing Director.

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

Shri Jayanti M. Sanghvi and Shri Shanti M. Sanghvi, Whole Time 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 and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.9.

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

#### **Item No.10**

Shri Jayanti M. Sanghvi, aged 60 years, was re-appointed as Whole Time Director of the Company at the 29th Annual General Meeting held on 12th September, 2013 for a period of five years with effect from 1st November 2013 at remuneration within the overall limit provided in Schedule V of the Companies Act, 2013. The term of office of Shri Jayanti M. Sanghvi as Whole Time Director of the Company is due to expire on 31st October, 2018. The Nomination and Remuneration Committee has recommended the payment of remuneration and the Board has approved his re-appointment and payment of remuneration to him as a Whole Time Director of the Company for a further period of 5 (Five) years at their meetings held on 22nd May, 2018. Hence, the Shareholders permission will be required in this meeting, for re-appointment of him for further period of 5 years effective from 1st November, 2018 to 31st October, 2023.

Shri Jayanti M. Sanghvi is looking after the Procurement, Logistics and Human Resource Division of the Company 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 38 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 V of the Companies Act, 2013.

Brief resume of Shri Jayanti M. Sanghvi, as stipulated by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 is provided as annexure to the notice convening this meeting.

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. Pursuant to section 190 of the Companies, Act, 2013, 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 190 of the Companies Act. Further, Shri Jayanti M. Sanghvi satisfies all the applicable conditions as set out under section 196 read with Schedule V of the Act for being eligible for the office of Whole Time Director.

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, Managing Director and Shri Shanti M. Sanghvi, Whole Time Director 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 and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.10.

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

**Item No. 11:**

Shri Shanti M. Sanghvi, aged 54 years, was re-appointed as Whole Time Director of the Company at the 29th Annual General Meeting held on 12th August, 2013 for a period of five years with effect from 1st November 2013 at remuneration within the overall limit provided in Schedule V of the Companies Act, 2013. The term of office of Shri Shanti M. Sanghvi as Whole Time Director of the Company is due to expire on 31st October, 2018. The Nomination and Remuneration Committee has recommended the payment of remuneration and the Board has approved his re-appointment and payment of remuneration to him as a Whole Time Director of the Company for a further period of 5 (Five) years at their meetings held on 22nd May, 2018. Hence, the Shareholders permission will be required in this meeting, for re-appointment of him for further period of 5 (Five) years effective from 1st November, 2018 to 31st October, 2023.

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 located at Mumbai.

In order to enable the Company to continue to have benefits from his wide and varied knowledge and experience of more than 36 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 V of the Companies Act, 2013.

Brief resume of Shri Shanti M. Sanghvi, as stipulated by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 is provided as annexure to the notice convening this meeting.

The Company proposes to enter into new agreement with him for his re-appointment as Whole Time Director embodying the principle

terms and conditions enumerated in the resolution. Pursuant to Section 190 of the Companies Act, 2013, 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 190 of the Companies Act, 2013. Further, Shri Shanti M. Sanghvi satisfies all the applicable conditions as set out under section 196 read with Schedule V of the Act for being eligible for the office of the Whole Time Director of the Company.

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, Managing Director and Shri Jayanti M. Sanghvi, Whole Time Director 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 and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.11.

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

**Item No.12**

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) at the 33rd Annual General Meeting of the Company held on 12th September, 2017 for a period of one year up to 30th September, 2018 at a remuneration not exceeding ₹ 8,00,000/- per months. The term of office of Shri Manoj P. Sanghvi as Business Head (C.S. Pipes) of the Company is due to expire on 30th September, 2018.

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 21st May, 2018 and 22nd May, 2018 have recommended his appointment and payment of remuneration to him as Business Head (C.S. Pipes) in the Company with effect from 1st October, 2018 for a period of five years.

The Board of Directors in its meeting held on 22nd May, 2018 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, 2018 for a period of five years on a salary and perquisites as set out in this resolution and which 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 to an office or place of profit in the Company. Particulars of terms and conditions for appointment of Shri Manoj P. Sanghvi to an office or place of profit are mentioned in the resolution at Item No.12 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 : <ul style="list-style-type: none"> <li>- Looking after purchase of raw materials for C.S. Pipe Division.</li> <li>- Marketing activities of C.S. Pipe Division.</li> <li>- Effectively handling C.S. plant situated at Kutch as Business Head.</li> </ul>

Except Shri Manoj P. Sanghvi, being the appointee, Shri Prakash M. Sanghvi, Managing Director, Shri Nilesh P. Sanghvi and Shri Jigar P. Sanghvi being relatives of him, none of the other 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.12 of the Notice for approval by the shareholders.

#### Item No.13

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) at the 33rd Annual General Meeting of the Company held on 12th September, 2017 for a period of one year up to 30th September, 2018 at a remuneration not exceeding ₹ 8,00,000/- per months. The term of office of Shri Prashant J. Sanghvi as Business Head (L.S.A.W) of the Company is due to expire on 30th September, 2018.

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 21st May, 2018 and 22nd May, 2018 have recommended his appointment and payment of remuneration to him as Business Head (L.S.A.W.) in the Company with effect from 1st October, 2018 for a period of five years.

The Board of Directors in its meeting held on 22nd May, 2018 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, 2018 for a period of five years 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 to an office or place of profit in the Company. Particulars of terms and conditions for appointment of Shri Prashant J. Sanghvi to an office or place of profit are mentioned in the resolution at Item No.13 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 as Business Head.</li> </ul>



Except Shri Prashant J. Sanghvi, being the appointee, Shri Jayanti M. Sanghvi, Whole Time Director, none of the other 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. 13 of the Notice for approval by the shareholders.

#### Item No.14

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) at the 33rd Annual General Meeting of the Company held on 12th September, 2017 for a period of one year up to 30th September, 2018 at a remuneration not exceeding Rs.7,00,000/- per months. The term of office of Shri Nilesh P. Sanghvi as Chief Executive (Strategic Business Development) of the Company is due to expire on 30th September, 2018.

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 this period, he has gained much experience in various projects.

The Audit Committee and Nomination and Remuneration Committee of Directors of the Company at their respective meetings held on 21st May, 2018 and 22nd May, 2018 have recommended his appointment and payment of remuneration to him as Chief Executive (Strategic Business Development) in the Company with effect from 1st October, 2018 for a period of five years.

The Board of Directors in its meeting held on 22nd May, 2018 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, 2018 for a period of five years 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 to an office or place of profit in the Company. Particulars of terms and conditions for appointment of Shri Nilesh P. Sanghvi to an office or place of profit are mentioned in the resolution at Item No.14 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 relatives of him, none of the other 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. 14 of the Notice for approval by the shareholders.

#### Item No.15

Shri Jigar P. Sanghvi, son of Shri Prakash M. Sanghvi, Chairman and Managing Director of the Company was appointed as Executive (Marketing) by the Board of Directors for a period of one year up to 30th September, 2018 at its meeting held on 17th May, 2017 at a remuneration not exceeding ₹ 2,50,000/- per month.

Shri Jigar P. Sanghvi, after getting masters degree in commerce, has obtained the degree of Post Graduate Diploma in Investment and Financial Analysis from Gujarat University. Further, he has obtained masters degree in Business Administration (Finance) from Cardiff University, United Kingdom. He is working in Stainless Steel Division of the Company since 1st August, 2012. During this period, he has got expertise in the field of Marketing, Commercial and Technical aspect of tubes and pipes.

The Audit Committee and Nomination and Remuneration Committee of Directors of the Company at their respective meetings held on 21st May, 2018 and 22nd May, 2018 have recommended his appointment and payment of remuneration to him as Executive (Marketing) in the Company with effect from 1st October, 2018 for a period of five years.

The Board of Directors in its meeting held on 22nd May, 2018 has approved, subject to the approval of the members of the Company, his appointment and payment of remuneration to him as Executive (Marketing) in the Company with effect from 1st October, 2018 for a period of five years 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 Jigar 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 Jigar 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 Nilesh P. Sanghvi, Chief Executive (Strategic Business Development).
(d) Nature, material terms, monetary value and particulars of the contract or arrangement :	Shri Jigar P. Sanghvi is proposed to be appointed to an office or place of profit in the Company. Particulars of terms and conditions for appointment of Shri Jigar P. Sanghvi to an office or place of profit are mentioned in the resolution at Item No.15 of the Notice. Copy of the draft letter for appointment of Shri Jigar P. Sanghvi as 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 Jigar P. Sanghvi, inter alia, is involved in the following activities / operations of the Company : <ul style="list-style-type: none"> <li>- Looking after new business development in Stainless Steel Division of the organization.</li> <li>- Effectively implementing marketing strategies for the benefit of the organization.</li> </ul>

Except Shri Jigar P. Sanghvi, being the appointee, Shri Prakash M. Sanghvi, Managing Director, Shri Manoj P. Sanghvi and Shri Nilesh P. Sanghvi being relatives of him, none of the other 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.15 of the Notice for approval by the shareholders.

#### Item No.16

Shri Yash S. Sanghvi, after getting bachelor's degree in Management Studies from Mumbai University, has obtained masters degree in Science in Marketing Strategy and Innovation from City University of London. He is looking after the marketing activities of Carbon Steel and Stainless Steel Division of the Company since 1st February, 2014. During this period, he has gained expertise in the field of Marketing, Commercial and Technical aspect of tubes and pipes.

The Audit Committee and Nomination and Remuneration Committee of Directors of the Company at their respective meetings held on 21st May, 2018 and 22nd May, 2018 have recommended his appointment and payment of remuneration to him as Executive (Marketing) in the Company with effect from 1st October, 2018 for a period of five years.

The Board of Directors in its meeting held on 22nd May, 2018 has approved, subject to the approval of the members of the Company, his appointment and payment of remuneration to him as Executive (Marketing) in the Company with effect from 1st October, 2018 for a period of five years 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 Yash S. Sanghvi
(b) Name of the Director or Key Managerial Personnel who is related, if any :	Shri Shanti M. Sanghvi, Whole Time Director
(c) Nature of Relationship :	Shri Yash S. Sanghvi is a son of Shri Shanti M. Sanghvi, Whole Time Director.
(d) Nature, material terms, monetary value and particulars of the contract or arrangement :	Shri Yash S. Sanghvi is proposed to be appointed to an office or place of profit in the Company. Particulars of terms and conditions for appointment of Shri Yash S. Sanghvi to an office or place of profit are mentioned in the resolution at Item No.16 of the Notice. Copy of the draft letter for appointment of Shri Yash S. Sanghvi as 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 Yash S. Sanghvi, inter alia, is involved in the following activities / operations of the Company : <ul style="list-style-type: none"> <li>- Looking after marketing activities of Carbon Steel and Stainless Steel Division of the Company</li> </ul>

Except Shri Yash S. Sanghvi, being the appointee, Shri Shanti M. Sanghvi, Whole Time Director being relative of him, none of the other 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.16 of the Notice for approval by the shareholders.

#### Item No.17

In order to augment long term resources for financing the on-going capital expenditure and for general corporate purpose, it is proposed to borrow, including by issue of Unsecured/Secured Redeemable Non-Convertible Debentures / Bonds ("NCDs") on private placement basis, as may be appropriate and as specified in the approvals, from Indian markets.

The Board has at their meeting held on 22nd May, 2018 recommended to the shareholders to give their consent to the Board of Directors or any Committee of the Board to borrow and raise funds by issue of NCDs/Bonds on private placement basis, up to an amount of ₹ 500.00 Crores (Rupees: Five Hundred Crores) under Sections 42 and 71 read with section 179 of the Companies Act, 2013. Such issue shall be subject to overall borrowing limits of as approved by shareholders from time to time and will be issued in terms of the provisions of the Companies Act, 2013, Articles of Association of the Company and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended (the "SEBI Regulations") and other applicable laws.

Pursuant to provision of Sections 42 and 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended a company offering or making an invitation to subscribe to NCDs/Bonds on a private placement basis is required to obtain prior approval of the shareholders by way of the special resolution. For NCDs/Bonds, it shall be sufficient if the Company passes a previous special resolution only once in a year for all the offers or invitation for such NCDs/Bonds during the year. Thus, such approval by way of special resolution shall be valid for a year for all offers and invitations for such NCDs/Bonds to be made during the year. Accordingly, it is proposed to raise funds through Private Placement of NCDs/Bonds in one or more tranches during a year starting from the date of approval of special resolution by the shareholders of the Company. Such NCDs/Bonds shall be issued to such person or persons, who may or may not be the members of the Company, as the Board or any duly constituted Committee of the Board or such other authority as may be approved by the Shareholders / Board, may think fit and proper.

The resolutions contained in item no.17 of the accompanying Notice, accordingly, seek members' approval for raising funds through Private Placement of NCDs/Bonds in one or more tranches during a year starting from the date of approval of special resolution by the members of the Company and authorizing the Board of Directors (or any duly constituted Committee of the Board or such other authority as may be approved by the Board) of the Company to complete all the formalities in connection with the issue of NCDs/Bonds.

None of the Directors or key managerial personnel of the Company or their relatives are, in any way concerned or interested, financially or otherwise, in the proposed resolutions.

The Board recommends the Special Resolution set out at Item No.17 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 : 22nd May, 2018

By Order of the Board  
For, **Ratnamani Metals & Tubes Limited**

**Jigar Shah**  
Company Secretary

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 34TH ANNUAL GENERAL MEETING  
(PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT)  
REGULATIONS, 2015)**

Name of the Director	Shri Praksh M. Sanghvi	Shri Jayanti M. Sanghvi	Shri Shanti M. Sanghvi
DIN	00006354	00006178	00007955
Date of Appointment	15th September, 1983	15th September, 1983	31st October, 1998
Brief Resume of the Director including nature of expertise in specific function areas	Shri Prakash M. Sanghvi is an astute entrepreneur having rich experience in the field of Corporate Planning, Business Development, Corporate Finance, Strategic Planning and Information Technology of the Company	Shri Jayanti M. Sanghvi is a promoter entrepreneur having rich experience in Corporate Human Resource Management, Administration, Corporate Communication, Liaison and Corporate Procurement.	Shri Shanti M. Sanghvi is involved in the Company's operations for over 36 years. He is completely absorbed in the marketing and business development activities of the Company.
No. of Shares held in the Company as on 31st March, 2018	71,86,385 Equity Shares	38,61,195 Equity Shares	18,16,995 Equity Shares
Directorships and Committee membership in other Companies*	Jain International Trade Organisation (JITO) (Director)	Oswal Organisor Private Limited (Director)	Nil

Relationships between Director Inter-se	Shri Prakash M. Sanghvi is a brother of Shri Jayanti M. Sanghvi and Shri Shanti M. Sanghvi, Directors of the Company. No other Director is related to him.	Shri Jayanti M. Sanghvi is a brother of Shri Prakash M. Sanghvi and Shri Shanti M. Sanghvi, Directors of the Company. No other Director is related to him.	Shri Shanti M. Sanghvi is a brother of Shri Prakash M. Sanghvi and Shri Jayanti M. Sanghvi, Directors of the Company. No other Director is related to him.
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\* Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholders Relationship Committee have been included.

**(PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015)**

Name of the Director	Shri Divyabhash C. Anjaria	Dr. Vinod M. Agrawal	Shri Pravinchandra M. Mehta
DIN	00008639	00010558	00012410
Date of Appointment	28th December, 1995	31st December, 2001	30th September, 2004
Brief Resume of the Director including nature of expertise in specific function areas	Shri Divyabhash Anjaria holds PGDM from IIM (Ahmedabad) in Finance having 20 years' experience with Citibank N.A. out of which 7 years in India and 13 years in Africa, Middle East and Europe. His experience covered Trade Finance, Treasury and Investment Banking and financial Control Functions. He was member of the Executive Committee of the Derivatives and Capital Market Segment of the National Stock Exchange of India Ltd. Shri Anjaria's Management Services Firm International Financial Solutions Pvt. Ltd. had advised the Government of Gujarat on developing an International Financial Centre resulting in the GIFT project in the State.  His area of specialization includes business consultancy, corporate management, financial management, forex risk management, etc.	Dr. Vinod Agrawal holds MBBS degree. He is a renowned Doctor in practice for more than 40 years	Shri Pravinchandra M. Mehta is an Ex. L & T Board member. He has spent his entire career in contributing towards the engineering industry. In L & T, he had experience in the area of engineering, technology and also international business. He is the Chairman and Member of the CSR Committee and Project Review Committee of the Company.
No. of Shares held in the Company as on 31st March, 2018	22,065 Equity Shares	27,000 Equity Shares	7,000 Equity Shares
Directorships and Committee membership in other Companies*	He is a Director of Indian Institute of Financial Services Private Limited, International Financial Solutions Private limited, GVFL Limited, Gujarat Techmarkets Pvt. Limited, Gujarat State Fertilizers and Chemicals Limited.	-	-
Relationships between Director Inter-se	Does not have any relationship with any other Director.	Does not have any relationship with any other Director.	Does not have any relationship with any other Director.

\* Excluding alternate directorship, directorships in private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013. Membership and Chairmanship of Audit Committee and Stakeholders Relationship Committee have been included.

**Registered Office:**

17, Rajmugat Society,  
Naranpura Char Rasta,  
Ankur Road, Naranpura,  
Ahmedabad - 380 013  
CIN: L70109GJ1983PLC006460  
Date : 22nd May, 2018

By Order of the Board  
For, **Ratnamani Metals & Tubes Limited**

**Jigar Shah**  
Company Secretary



## 34th AGM VENUE MAP





Regd. Office: 17, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad – 380 013.  
E-mail: jigar.shah@ratnamani.com, Website: www.ratnamani.com,  
CIN: L70109GJ1983PLC006460,  
Phone No.: 079-2741 5501/02/03/04, Fax No.: 079-27480999

### ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

**DP ID / Client ID / Folio No.**

**No. of Shares**

Name & Address of the Shareholder:

I certify that I am a member/Proxy/Authorised Representative for the members of the Company.

I hereby record my presence at the 34th Annual General Meeting of the Company held at the Conference Hall of "The Ahmedabad Textile Mills Association, Near "Gurjari", Ashram Road, Ahmedabad – 380 009 on Thursday, 9th August, 2018 at 10.00 A.M.

**Note:** Only Shareholders of the Company or their Proxies will be allowed to attend the Meeting.

\_\_\_\_\_  
Signature of the Shareholder/Proxy



Regd. Office: 17, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad – 380 013.  
E-mail: jigar.shah@ratnamani.com, Website: www.ratnamani.com,  
CIN: L70109GJ1983PLC006460,  
Phone No.: 079-2741 5501/02/03/04, Fax No.: 079-27480999

**Form No. MGT-11**

### PROXY FORM

**(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)**

Name of the member(s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_

Folio: No : \_\_\_\_\_

DP Id : \_\_\_\_\_

Client Id : \_\_\_\_\_

I / We being the Member(s) of \_\_\_\_\_ Equity Shares of Ratnamani Metals & Tubes Limited, hereby appoint:

1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id \_\_\_\_\_ or failing him

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id \_\_\_\_\_ or failing him

3. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id \_\_\_\_\_

and whose signature (s) are appended below as my / our proxy to vote (on a poll) for me/us and on my/our behalf at the **34TH ANNUAL GENERAL MEETING** of the Company to be held at the Conference Hall of "The Ahmedabad Textile Mills Association, Near "Gurjari", Ashram Road, Ahmedabad -380 009 on Thursday, 9th August, 2018 at 10.00 A.M or at any adjournment thereof in respect of such Ordinary Resolutions and Special Resolutions as are indicated below:

Resolutions Item wise		For	Against
<b>ORDINARY BUSINESS</b>			
1)	To receive, consider and adopt		
	a) the audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2018, 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, 2018 and the Report of the Auditors thereon.		
2)	To declare Dividend on equity shares for the financial year ended on 31st March, 2018.		
3)	To appoint a Director in place of Shri Shanti M. Sanghvi (DIN: 00007955), 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 appoint M/s. Kantilal Patel & Co., Chartered Accountants as the Joint Statutory Auditors.		
<b>SPECIAL BUSINESS</b>			
5)	To ratify the Remuneration payable to the Cost Auditors of the Company for the financial year ending on 31st March, 2019.		
6)	To re-appoint Shri Divyabhash C. Anjaria (DIN: 00008639) as an Independent Director of the Company.		
7)	To re-appoint Dr. Vinodkumar M. Agrawal (DIN: 00010558) as an Independent Director of the Company.		
8)	To re-appoint Shri Pravinchandra M. Mehta (DIN: 00012410) as an Independent Director of the Company.		
9)	To re-appoint and fix the remuneration payable to Shri Prakash M. Sanghvi (DIN: 00006354) as Managing Director of the Company.		
10)	To re-appoint and fix the remuneration payable to Shri Jayanti M. Sanghvi (DIN: 00006178) as a Whole Time Director of the Company.		
11)	To re-appoint and fix the remuneration payable to Shri Shanti M. Sanghvi (DIN: 00007955) as a Whole Time Director of the Company.		
12)	To re-appoint and fix the remuneration payable to Shri Manoj P. Sanghvi, as Business Head (C.S. Pipes).		
13)	To re-appoint and fix the remuneration payable to Shri Prashant J. Sanghvi, as Business Head (L.S.A.W.)		
14)	To re-appoint and fix the remuneration payable to Shri Nilesh P. Sanghvi, as Chief Executive (Strategic Business Development).		
15)	To appoint and fix the remuneration payable to Shri Jigar P. Sanghvi, as Executive (Marketing).		
16)	To appoint and fix the remuneration payable to Shri Yash S. Sanghvi, as Executive (Marketing).		
17)	Issuance of redeemable non-convertible debentures/bonds by way of private placement.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of shareholder

Affix  
Revenue  
Stamp  
Here

Signature of 1st proxy holder

Signature of 2nd proxy holder

Signature of 3rd proxy holder

**Note:**

1. The Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.
2. Proxy need not be a member of the Company.