



Regd. Office : 17, Rajmugat Society, Naranpura Char Rasta, Naranpura, Ahmedabad – 380 013, Gujarat
E-mail: info@ratnamani.com, Website: ratnamani.com, CIN: L70109GJ1983PLC006460

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the members of **RATNAMANI METALS & TUBES LTD.** will be held as under:

DAY : Thursday

DATE : 11th September, 2014

TIME : 10.00 A.M.

VENUE : The Conference Hall of "The Ahmedabad Textile Mills Association", Near "Gurjari", Ashram Road, Ahmedabad-380009.

to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Shri Shanti M. Sanghvi (holding DIN0007955), 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 consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to provisions of Section 139, 140, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s Mehta Lodha & Co., Chartered Accountants, Ahmedabad, having Firm Registration no. 106250W, be and are hereby re-appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 33rd Annual General Meeting to be held in the year 2017 (Subject to ratification of their appointment at every AGM) at such remuneration as may be fixed by the Board of Directors."
5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to provisions of Section 139, 140, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time M/s S. R. B.C & Co. LLP, Chartered Accountants, Ahmedabad, having Firm Registration no. 324982E, be and are hereby appointed as Joint Statutory Auditors of the Company in place of M/s S.R. Batliboi & Associates LLP Chartered Accountant, Ahmedabad, the retiring Joint Auditors who have expressed their unwillingness for reappointment, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 35th Annual General Meeting to be held in the year 2019 (Subject to ratification of their appointment at every AGM) at such remuneration as may be decided by the Board of Directors."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under from time to time, 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 & Managing Director of the Company, as Business Head (CS Pipes) and / or to hold office or place of profit in the Company for a period of 40 Months with effect from 01 June, 2014 on a salary and perquisites not exceeding Rs. 8,00,000/- (Rupees Eight Lacs) per month as may be decided by the Board."

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

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

"RESOLVED THAT pursuant to provisions to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under from time to time, consent of the Company be and is hereby accorded for the payment of remuneration to Shri Prashant J. Sanghvi, son of Shri Jayanti M. Sanghvi, Whole-time Director of the Company, as Business Head (LSAW) and / or to hold office or place of profit in the Company for a period of 40 Months with effect from 01 June, 2014 on a salary and perquisites not exceeding Rs. 8,00,000/- (Rupees Eight Lacs) per month as may be decided by the Board."

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

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

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under from time to time, consent of the Company, be and is hereby accorded for the payment of remuneration to Shri Nilesh P. Sanghvi, son of Shri Prakash M. Sanghvi, Chairman & Managing Director of the Company, as Executive (Strategic Business Development) and / or to hold office or place of profit in the Company for a period of 40 Months with effect from 01 June, 2014 on a salary and perquisites not exceeding Rs. 7,00,000/- (Rupees Seven Lacs) per month as may be decided by the Board."

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

9. To appoint Shri Divyabhash C. Anjaria (holding DIN: 00008639) as an Independent Director 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 149 and 152 read with Schedule IV to the Companies Act, 2013 and all 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), and clause 49 of the Listing Agreement Shri Divyabhash C. Anjaria (holding DIN: 00008639), who was appointed as a Director liable to retire by rotation and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto the conclusion of the 34th Annual General Meeting of the Company in the Calendar year 2018."

10. To appoint Dr. Vinodkumar M. Agrawal (holding DIN: 00010558) as an Independent Director 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 149 and 152 read with Schedule IV to the Companies Act, 2013 and all 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) and Clause 49 of the Listing Agreement, Dr. Vinodkumar M. Agrawal (holding DIN: 00010558), who was appointed as a Director liable to retire by rotation and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto the conclusion of the 34th Annual General Meeting of the Company in the Calendar year 2018."

11. To appoint Shri Pravinchandra M. Mehta (holding DIN: 00012410) as an Independent Director 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 149 and 152 read with Schedule IV to the Companies Act, 2013 and all 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) and Clause 49 of the Listing Agreement, Shri Pravinchandra M. Mehta (DIN: 00012410), who was appointed as a Director liable to retire by rotation and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto the conclusion of the 34th Annual General Meeting of the Company in the Calendar year 2018."

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

"RESOLVED THAT in supersession of the earlier resolution passed at the 28th Annual General Meeting of the Members of the Company held on 26th September, 2012, consent of the Company be and is hereby accorded in terms of Section 180 1(c) and any other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof) to borrow from time to time such sum or sums of money as it may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; but not exceeding Rs. 1000 Crores (Rupees One Thousand Crores only) over and above the paid up share capital and free reserves for the time being of the Company."

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

"RESOLVED THAT in supersession of the earlier the resolution passed at the 28th Annual General Meeting of the Members of the Company held on 26th September, 2012, consent of the Company be and is hereby accorded in terms of Section 180 (1) (a) and any other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof) for mortgaging and/or charging, in such form and manner and on such terms and at such time(s) as the Board may deem fit, the movable and / or immovable assets and properties of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the loans, borrowings, debentures, bonds, working capital and other credit facilities up to a sum not exceeding Rs. 1700 Crores (Rupees One Thousand Seven Hundred Crores only).

"RESOLVED FURTHER THAT the Board of Directors or such Committee or person(s), as may be authorized by the Board, be and is hereby authorized to finalise the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and / or movable properties of the Company on such terms and conditions and at such time(s) / tranche(s) as may be decided by the Board in consultation with the lenders and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution."

Registered Office:

17, Rajmugat Society,
Naranpura Char Rasta,
Naranpura, Ahmedabad - 380 013
CIN: L70109GJ1983PLC006460
Date: 9th June, 2014

By the Order of the Board

Rajeev Mundra
Company Secretary

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing proxy should, however, be deposited at the Company's Registered Office, not less than 48 hours before the commencement of the meeting.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A 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 person or shareholder.
2. Corporate members intending to send their authorised representative to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Management Discussion and Analysis Report forming part of Annual Report.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. 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.
7. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

8. (a) The Register of Members and Share Transfer Books shall remain closed from Saturday, 6th September, 2014 to Thursday, 11th September, 2014 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the meeting.
(b) The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched between 12th September, 2014 to 16th September, 2014 to those members whose name shall appear on the Company's Register of Members on 5th September, 2014; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, (RTA) Sharepro Services (I) Private Limited ("Sharepro") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA.
11. Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividend upto the financial year 2005-06 from time to time on the due date, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 12, 2013 (date of last Annual General Meeting) on the website of the Company (www.ratnamani.com), as also on the website of the IEPF (www.iepf.gov.in).

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

Date of Declaration	For the Financial Year	Due for Transfer on	Unpaid Amt. (₹ in lac as on 31.03.2014)
07/09/2007	2006-2007	06/10/2014	2.57
23/09/2008	2007-2008	22/10/2015	4.72
15/09/2009	2008-2009	14/10/2016	6.29
27/08/2010	2009-2010	26/09/2017	7.56
18/08/2011	2010-2011	17/09/2018	11.42
26/09/2012	2011-2012	25/10/2019	10.68
12/08/2013	2012-2013	11/09/2020	14.36

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

13. Queries on "Accounts and Operations" of the Company, if any, may please be sent to the Company ten days in advance of the Meeting so that the answers are readily available at the meeting.
14. Kindly quote your Ledger Folio Number / Client ID Number in all your future correspondence.
15. Pursuant to the provisions of Section 72 of the Companies Act, 2013, shareholders may file Nomination in respect of their shareholdings (in Physical Form). Any shareholder willing to avail of this facility may submit to the Company the prescribed Form, if not already filed.
16. The Company has appointed M/s. Sharepro Services (India) Pvt. Ltd. as its Registrar and Share Transfer Agent. All the shareholders of the Company are therefore requested to correspond directly with them at the following address in the matters related both for the transfer of shares as well as for dematerialization of the shares.

RTA's REGISTERED OFFICE ADDRESS

Sharepro Services (India) Private Limited
Unit: Ratnamani Metals & Tubes Limited
 13 AB, Samhita Warehousing Complex,
 2nd Floor, Sakinaka Telephone Exchange Lane,
 Off Andheri – Kurla Road, Sakinaka,
 Andheri (E),
 Mumbai – 400 072
 Tel. No. – (022) 6772 0300 / 6772 0400
 Fax No. – (022) 28591568
Email: sharepro@shareproservices.com

RTA's AHMEDABAD BRANCH ADDRESS

M/s. Sharepro Services (India) Private Limited
Unit: Ratnamani Metals & Tubes Limited
 Devnandan Mega Mall,
 Office No. 416-420, 4th Floor,
 Opp. Sanyas Ashram, Ashram Road
 Ahmedabad - 380006
 Tel. No.- (079) 26582381-82-83-84
 Fax No.- (079) 26582385
 Contact Person: Mr. Wilson Gohil
E-mail: sharepro.ahmedabad@shareproservices.com

17. With a view to provide protection against fraudulent encashment of Dividend Warrants, members are requested to provide their Bank Account Number, name of the Bank and address of the branch to enable the Company to incorporate the said details in the Dividend Warrants.
18. Non-Resident Indian Members are requested to inform M/s Sharepro Services (India) Private Limited, immediately of :
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
19. 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 Cards of all the holders including joint holders duly attested by Notary Public/Gazetted 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.
20. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" allowing paperless compliance by companies through electronic mode. Companies are now permitted to send various notices/ documents to their shareholders through electronic mode to the registered e-mail addresses of shareholders.

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

21. Ratnamani Engineering Limited (REL) was amalgamated with Ratnamani Metals & Tubes Limited (RMTL) as per the scheme approved by the Honorable High Court of Gujarat in the year 1998. Accordingly, RMTL has allotted shares to the shareholders of REL. From our records, we find that some shareholders have yet not exchanged their share certificates after delivering share certificates of REL. Therefore it is our earnest request to all the shareholders who have REL share certificates, to get the same exchanged for RMTL share certificates.
22. Information regarding the Directors proposed to be appointed / re-appointed pursuant to Clause 49 of the Listing Agreement with the stock exchanges is annexed.
23. Voting through electronic means
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The Instructions for e-voting are as under:

Section A :

- Step 1 : Open your web browser during the voting period and log on to the e-Voting Website: www.evotingindia.com.
- Step 2 : Click on "Shareholders" to cast your vote(s)

- Step 3 : Please enter User ID –
- For account holders in CDSL: - Your 16 digits beneficiary ID.
 - For account holders in NSDL :- Your 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Step 4 : Enter the Image Verification as displayed and Click on Login
- Step 5 : If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on and earlier voting of any Company, then your existing password is to be used.
- Step 6 : If you are a first time user follow the steps given below:
- 6.1 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.

For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
 - 6.2 Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format#
 - 6.3 Enter your Dividend Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account#

Any one of the details i.e. DOB or Dividend Bank details should be entered for logging into the account. If Dividend Bank details and Date of Birth are not recorded with the Depository or Company please enter the number of shares held by you as on the cut off date (record date) i.e. 5th September 2014 in the Dividend Bank details field.
- Step 7 : After entering these details appropriately, click on "SUBMIT" tab.
- Step 8 : First time user holding shares in Demat form will now reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that the 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.

If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Members holding shares in physical form will then directly reach the Company selection screen.
- Step 9 : Click on the EVSN of the Company i.e. **140809002** to vote.
- Step 10 : On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.

- Step 11 : Click on the Resolution File Link if you wish to view the Notice.
- Step 12 : 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.
- Step 13 : Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- The e-Voting period commences on 5th September, 2014 (9.00 a.m.) and ends on 8th September, 2014 (9.00 a.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) i.e. 8th August, 2014 may cast their vote electronically.
- The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company as of cut-off date.
- M.C Gupta, Practising Company Secretary (Membership No.: FCS 2047; CP No.:1028) (Address: A-201, Fairdeal House, Swastik Char Rasta, Navrangpura, Ahmedabad – 380 009, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- In terms of clause 35 of the Listing Agreement with Stock Exchanges the Company has provided an option to their members who do not have access to e-voting facility, may cast their votes by ballot. The ballot form may be requisitioned at the company
- The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-Voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of the Company.
- The Results shall be declared on the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ratnamani.com and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and

sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.

- XI. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending

communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.

- XII. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help Section or write an email to helpdesk.evoting@cdslindia.com.

Annexure to the Notice

Statement pursuant to Section 102(1) of The Companies Act, 2013

Item No. : 6

Shri Manoj P. Sanghvi, son of Shri Prakash M. Sanghvi, Managing Director, was appointed as Business Head (CS Pipes) with effect from 1st June 2011 for a period of three years upto to 31st May, 2014 at salary and perquisites as may be decided by the Board within the overall limits of Rs.5,00,000/- per month.

Government of India, Ministry of Corporate Affairs, had already approved his appointment vide its letter dated 16th April, 2012 for payment of remuneration not exceeding Rs. 3,54,312/- per month valid upto 31st May, 2014. During the last three years, Shri Manoj P. Sanghvi was paid remuneration including perquisites as follows:

Year	2011-12	2012-13	2013-14
Remuneration (per month)	₹ 2,30,184/-	₹ 2,84,240/-	₹ 3,33,000/-

Thus he was paid within the approved limit of Rs.3, 54, 312/- per month.

Shri Manoj P. Sanghvi, after graduation in commerce, has 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 (CS Pipes).

The Audit Committee and Nomination and Remuneration Committee of Directors of the Company at their respective meetings held on 19th May, 2014 and 21st May, 2014 have recommended the payment of remuneration.

The Board of Directors in its meeting held on 21st May 2014 has approved, subject to the approval of the members of the Company, payment of remuneration to him as Business Head, (CS Pipes) in the Company with effect from 1st June 2014 for a period of 40 Months 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. He will be reporting to the Chairman & Managing Director.

As per Rule 15 (b) of the Companies (Meetings of Board and Its Powers) Rules, 2014, the Company may pay upto Rs.2,50,000/- to the relatives of Directors under Section 188 of the Companies Act, 2013 without approval of the shareholders, and accordingly from 01 June 2014, he is being paid a remuneration of Rs. 2,50,000/- p.m.

In view of the above, Directors recommend this resolution for approval of the members.

Except Shri Manoj P. Sanghvi, being the appointee, Shri Prakash M. Sanghvi, Managing Director and Shri Nilesh P. Sanghvi, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution. The Explanatory Statement may also be regarded as disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No. : 7

Shri Prashant J. Sanghvi, son of Shri Jayanti M. Sanghvi, Wholetime Director was appointed as Business Head (LSAW) with effect from 1st June 2011 for a period of three years upto 31st May, 2014 at salary and perquisites as may be decided by the Board within the overall limits of Rs.5,00,000/- per month.

Government of India, Ministry of Corporate Affairs had already approved his appointment vide its letter dated 16th April, 2012 for the

payment of remuneration not exceeding Rs.3,54,312/- per month valid up to 31st May, 2014. During the last three years Shri Prashant J. Sanghvi was paid remuneration including perquisites as follows:

Year	2011-12	2012-13	2013-14
Remuneration (per month)	₹ 1,79,032/-	₹ 2,06,720/-	₹ 2,45,000/-

Thus he was paid far below than the approved limit of Rs.3,54,312/- per month.

Shri Prashant J. Sanghvi has obtained the degree of Master of Science in Mechanical and Manufacturing Engineering from University of Greenwich, United Kingdom. He was looking after Kutch project implementation activities prior to proceeding for higher studies to UK 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 19th May, 2014 and 21st May, 2014 have recommended the payment of remuneration.

The Board of Directors in its meeting held on 21st May 2014 has approved, subject to the approval of the members of the Company, payment of remuneration to him as Business Head, (LSAW) in the Company with effect from 1st June 2014 for a period of 40 Months 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. He will be reporting to the Chairman & Managing Director.

As per Rule 15 (b) of The Companies (Meetings of Board and Its Powers) Rules, 2014 the Company may pay up to Rs.2,50,000/- to the relatives of Directors under Section 188 of the Companies Act, 2013 without approval of the shareholders, and accordingly from 01 June, 2014, he is being paid a remuneration of Rs. 2,50,000/- p.m.

In view of the above, Directors recommended this resolution for approval of the members.

Except Shri Prashant J. Sanghvi, being the appointee, Shri Jayanti M. Sanghvi, Whole time Director, none of the Directors and Key Managerial Personnel of the Company and their relative are concerned or interested, financially or otherwise, in the resolution. The Explanatory Statement may also be regarded as disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges

Item No. : 8

Shri Nilesh P. Sanghvi, son of Shri Prakash M. Sanghvi, Managing Director, was appointed as Executive (Strategic Business Development) with effect from 1st June 2011 to 31st May, 2014 for a period of three years at salary and perquisites as may be decided by the Board within the overall limits of Rs. 5,00,000/- per month.

Government of India, Ministry of Corporate Affairs had already approved his appointment vide its letter dated 16th April, 2012 for the payment of remuneration not exceeding Rs. 3,23,078/- per month valid up to 31st May, 2014. During the last three years Shri Nilesh P. Sanghvi was paid remuneration including perquisites as follows:

Year	2011-12	2012-13	2013-14
Remuneration (per month)	₹ 1,53,456/-	₹ 1,80,880/-	₹ 2,10,000/-

Thus he was paid far below than the approved limit of Rs.3, 23,078/- per month.

Shri Nilesh P. Sanghvi after passing GCSEs examination in Grade A obtained the degree of B.E. (Honors) in Manufacturing Engineering and Management from University of Nottingham. He has also passed Engineering examination from Bellerby's College Cambridge. His main subjects were Advanced 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 on shop floor and worked on many projects.

The Audit Committee and Nomination and Remuneration Committee of Directors of the Company at their respective meetings held on 19th May, 2014 and 21st May, 2014 have recommended the payment of remuneration.

The Board of Directors in its meeting held on 21st May 2014 has approved, subject to the approval of the members of the Company, payment of remuneration to him as Executive (Strategic Business Development) in the Company with effect from 1st June 2014 for a period of 40 Months 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. He will be reporting to Chairman & Managing Director.

In view of the above, Directors recommended this resolution for approval of the members.

Except Shri Nilesh P. Sanghvi, being the appointee, Shri Prakash M. Sanghvi, Managing Director and Shri Manoj P. Sanghvi, none of the directors and Key Managerial Personnel of the Company and their relative are concerned or interested, financially or otherwise, in the resolution. The Explanatory Statement may also be regarded as disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges

Item No. : 9

Shri Divyabhash C. Anjaria is an Independent Director of the Company and has held the position as such for more than 5 (five) years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement, inter alia, stipulating the conditions for the appointment of Independent directors by a listed company.

It is proposed to appoint Shri Divyabhash C. Anjaria, as an Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, to hold office for a term up to the conclusion of the 34th Annual General Meeting of the Company in the calendar year 2018.

Shri Divyabhash C. Anjaria is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Divyabhash C. Anjaria for the office of Director of the Company.

The Company has also received declarations from Shri Divyabhash C. Anjaria, that he meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement.

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 the Listing Agreement. Shri Divyabhash C. Anjaria is independent of the management.

Brief resume of Shri Divyabhash C. Anjaria, nature of his expertise in specific functional areas and names of companies in which he holds

directorships and memberships/chairmanships of the Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the stock Exchanges, are provided in the Management Discussion and Analysis Report forming part of the Annual Report.

Copy of the draft letter for appointment of Shri Divyabhash C. Anjaria as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri Divyabhash C. Anjaria, is interested in the resolution set out at Item No. 9 of the Notice with regard to his appointment.

The relatives of Shri Divyabhash C. Anjaria, may be deemed to be interested in the resolution set out at Item No. 9 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

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

Item No. : 10

Dr. Vinodkumar M. Agrawal is an Independent Director of the Company and has held the positions as such for more than 5 (five) years.

The Securities and exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent director by a listed company.

It is proposed to appoint Dr. Vinodkumar M. Agrawal as an Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for a term up to the conclusion of the 34th Annual General Meeting of the Company in the calendar year 2018.

Dr. Vinodkumar M. Agrawal is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Dr. Vinodkumar M. Agrawal for the office of Director of the Company.

The Company has also received declarations from Dr. Vinodkumar M. Agrawal that he meets the criteria of independence as prescribed both under subsection (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

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 Listing Agreement. Dr. Vinodkumar M. Agrawal is independent of the management.

Brief resume of Dr. Vinodkumar M. Agrawal, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of the Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Management Discussion and Analysis Report forming part of the Annual Report.

Copy of the draft letter for appointment of Dr. Vinodkumar M. Agrawal as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Dr. Vinodkumar M. Agrawal is interested in the resolution set out at Item No. 10 of the Notice with regard to his appointment.

The relatives of Dr. Vinodkumar M. Agrawal may be deemed to be interested in the resolution set out respectively at Item No. 10 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financial or otherwise in this resolution.

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

Item No.: 11

Shri Pravinchandra M. Mehta is an Independent Director of the Company and has held the positions as such for more than 5 (five) years.

The Securities and exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of Independent director by a listed company.

It is proposed to appoint Shri Pravinchandra M. Mehta as an Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for a term up to the conclusion of the 34th Annual General Meeting of the Company in the calendar year 2018.

Shri Pravinchandra M. Mehta is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of Shri Pravinchandra M. Mehta for the office of Director of the Company.

The Company has also received 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 under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Pravinchandra M. Mehta fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Agreement. Shri Pravinchandra M. Mehta is independent of the management.

Brief resume of Shri Pravinchandra M. Mehta, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of the Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the stock Exchanges, are provided in the Management Discussion and Analysis Report forming part of the Annual Report.

Copy of the draft letter for appointment of Shri Pravinchandra M. Mehta as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri Pravinchandra M. Mehta is interested in the resolution set out at Item No. 11 of the Notice with regard to his appointment.

The relatives of Shri Pravinchandra M. Mehta may be deemed to be interested in the resolution set out respectively at Item No. 11 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financial or otherwise in this resolution.

The Board recommends the Ordinary Resolutions set out at Item No. 11 of the Notice for approval by the shareholders.

Item No.: 12

In terms of the resolution passed by the Shareholders at the Annual General Meeting held on 26th September, 2012, pursuant to Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of the Company is authorised to borrow upto a sum of Rs. 1000 Crores (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business). To meet its Business growth requirements, the Company may require additional funds and the working capital and other requirements are expected to increase significantly. Therefore, it is considered desirable to increase the Board's borrowing powers from the existing limit of Rs. 1000 Crores in aggregate over and above the paid-up share capital and free reserves of the Company. Accordingly, the consent of the Shareholders at the General Meeting is sought under Section 180 (1) (c) of the Companies Act, 2013.

Your Directors recommend passing the above resolution.

None of the Directors is concerned or interested in the said resolution.

Item No.: 13

In terms of the resolution passed by the Shareholders at the Annual General Meeting held on 26th September, 2012, pursuant to Section 293 (1) (a) of the Companies Act, 1956, consent of the Shareholders was secured for authorizing the Board of Directors to create mortgage and / or charge on the immovable and movable properties of the Company upto Rs. 1000 crores.

The Company may be borrowing monies by way of debentures, bonds, loans, hire purchase finance either in rupee or in foreign currency from Financial Institutions / Banks / Insurance Companies and other Corporate Bodies apart from working capital facilities from banks in ordinary course of business to meet its business requirements. This in turn would necessitate further creation of securities by suitable mortgages and / or charges on all or some of the immovable and movable properties of the Company, both present and future, in favour of the lenders / trustees upto an extent of Rs. 700 Crores over and above the existing limit of Rs. 1000 Crores taking the total limit to Rs. 1700 Crores.

To create mortgage and / or charge upto the said limit, approval of the Shareholders is required to be obtained pursuant to Section 180 (1) (a) of the Companies Act, 2013 authorizing the Board of Directors of the Company in this regard. Hence the resolution is placed before the Members for their approval.

Your Directors recommend passing the above resolution.

None of the Directors is concerned or interested in the said resolution.

Registered Office:

17, Rajmugat Society,
Naranpura Char Rasta,
Naranpura, Ahmedabad - 380 013
CIN: L70109GJ1983PLC006460
Date: 9th June, 2014

By the Order of the Board

Rajeev Mundra
Company Secretary

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE:

In terms of Section 149, 152 and any other applicable provisions of the Companies Act, 2013, effective from 1st April, 2014, for the purpose of determining the directors liable to retire by rotation, the Independent Directors shall not be included in the total number of directors of the Company.

Reappointment of Shri Shanti M. Sanghvi

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

Shri Shanti M. Sanghvi is the promoter of the Company and Executive Director on the Board of the Company. He is holding the position of the Whole-Time Director of the Company. He has over 32 years of experience in Corporate Relations, Business Development and Customer management.	Age: 50 Years
	Qualification: Under Graduate
	Directorship in other Companies: NIL
	Memberships/Chairmanships of Committees in other Public Companies: NIL
	Shareholding in the Company: 15,86,995 Shares
	Relationship with other Directors of the Company: Shri Shanti M. Sanghvi is the brother of Shri Prakash M. Sanghvi and Shri Jayanti M. Sanghvi, Directors of the Company. No other Director is related to him.

Appointment of other Directors (Item Nos. 9 to 11)

For the details of Shri D. C. Anjaria, Dr. V. M. Agrawal and Shri P. M. Mehta, please refer to the above Explanatory Statement in respect of the Special Business set out at Item Nos. 9 to 11 of the Notice of Annual General Meeting pursuant to Section 102 of the Companies Act, 2013.

Registered Office:

17, Rajmugat Society,
Naranpura Char Rasta,
Naranpura, Ahmedabad - 380 013
CIN: L70109GJ1983PLC006460
Date: 6th August, 2014

By the Order of the Board

Rajeev Mundra
Company Secretary



Regd. Office : 17, Rajmugat Society, Naranpura Char Rasta, Naranpura, Ahmedabad – 380 013, Gujarat
E-mail: info@ratnamani.com, Website: ratnamani.com, CIN: L70109GJ1983PLC006460

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 AND ADDRESS OF THE SHAREHOLDERS :

I hereby record my presence at the 30TH 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 11, September, 2014 at 10.00 A.M.

Signature of the Shareholder

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



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Regd. Office : 17, Rajmugat Society, Naranpura Char Rasta, Naranpura, Ahmedabad – 380 013, Gujarat
E-mail: info@ratnamani.com, Website: ratnamani.com, CIN: L70109GJ1983PLC006460

PROXY SLIP

Name of the member(s) Registered address:	E-mail ID :
	Folio No. :
	DP Id :
	Client Id :

I / We being the Member(s) of Ratnamani Metals And Tubes Limited, hereby appoint:

- 1) Shri _____ of _____ having E-mail id _____ or failing him
1) Shri _____ of _____ having E-mail id _____ or failing him
1) Shri _____ of _____ having E-mail id _____ or failing him

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 **30th ANNUAL GENERAL MEETING** of the Company to be held at the Conference Hall of "The Ahmedabad Textiles Mills Association", Near "Gurjari", Ashram Road, Ahmedabad – 380 009 on Thursday 11, September, 2014 at 10.00 A.M and at any adjournment thereof in respect of such resolutions as are indicated below:

	Resolution	For	Against
1)	Audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon		
2)	Declaration of Dividend on Equity Shares		
3)	Re-appointment of Joint Statutory Auditors		
4)	Appointment of Joint Statutory Auditors		
5)	Re-appointment of Shri Shanti M Sanghvi who retires by rotation		
6)	Remuneration of Shri Manoj P. Sanghvi		
7)	Remuneration of Shri Prashant J. Sanghvi		
8)	Remuneration of Shri Nilesh P. Sanghvi		
9)	Appointment of Shri Divyabhash C. Anjaria		
10)	Appointment of Dr. Vinodkumar M. Agrawal		
11)	Appointment of Shri Pravinchandra M. Mehta		
12)	Special Resolution Under Sections 180 (1) (C) of the Companies Act, 2013 for borrowings upto Rs. 1000 crores over and above share capital and free reserves		
13)	Special Resolution Under Sections 180 (1) (a) of the Companies Act, 2013 for creating charges, mortgages and hypothecations in connection with the borrowing upto Rs. 1700 crores		

Signed this _____ day of _____ 2014.

Signature of shareholder

Affix
₹ 1
Revenue
Stamp Here

Signature of the first proxy holder

Signature of the second proxy holder

Signature of the third proxy holder

Note : The Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.

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FOCUSED GROWTH

30th ANNUAL REPORT 2013-14



DISCLAIMER

In this annual report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements written and oral that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussions of future performance.

We cannot guarantee that these forward-looking statements will be realised, although we believe that we have been prudent in our assumptions. The achievement of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

ACROSS THE PAGES

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Financial Section

INTRODUCTION

Focused Growth is a pivotal value of our belief system at Ratnamani. When the global slowdown has entire market struggling and caving in to mediocrity, we chose to rise above and face the challenge head on.

Growth is attainable when the entire market is thriving but it proves to be an uphill battle when facing an economic crisis. A focused approach is how Ratnamani has been able to beat the odds and soar above with an all time high profitability growth in the last financial year.

Aligning our value system with a strategic plan to successfully navigate the market limitations has led to achieving our financial goals despite the odds. And the results speak for themselves as we grow undeterred by the economic slowdown towards a glorious future that we have carved for ourselves.

Growing everyday with a singular focus, the future

At Ratnamani, the entire team works as one monolithic motivated organism with a deep sense of togetherness, a single-minded vision backed by strong commitment, advanced capabilities and relentless determination

■ Overview

With humble beginnings in 1983, Ratnamani has grown by leaps and bounds, metamorphosing into a Steel & Pipe giant today. Through radical innovations and advanced machinery use in manufacturing stainless steel tubes and carbon steel pipes, Ratnamani has grown into a multi-product and a globally recognized conglomerate that delivers tubing and piping solutions in several industry verticals throughout the world.

■ Applications

Everyday, Ratnamani is playing a vital role in the growth of the nation by catering to a wide range of critical industries with our stainless steel segment that serves clients from the Oil & Gas, Petrochemicals & Refineries and Power Industries (Thermal & Nuclear) sectors. Our clientele also boasts of vital role players such as the Fertilizer & Chemical Industries, Paper & Pulp Industries, LNG Terminals, Desalination Plants and Aerospace & Atomic Energy plants. Our Carbon Steel Pipes division serves the Oil & Gas, Power, Water and Sewerage Industries where Carbon Steel Pipes find its applications.

■ Advantages

Quality, Range, Service, Superior cost-effectiveness and Ease of Availability are the vital attributes which we at Ratnamani have always held high and are consequently associated with across the world.

■ Presence

We have a global presence across all the five continents where we export and provide making customers happy everywhere. We owe the success of our widespread network to our representatives and agents that are located in strategic locations across the world.

■ Infrastructure

At Ratnamani, we believe in staying ahead of the curve when it comes to innovation in machinery and technology. Every manufacturing facility of Ratnamani boasts of globally proven and accepted technologies with emphasis on continuously upgrading and adopting innovative measures to garner optimal results.

■ Manufacturing Facilities

Chhatral | Indrad | Kutch

■ Team

The Ratnamani team boasts of highly qualified and talented professionals who share our vision of a glorious future for Ratnamani. Among all that we cherish here at Ratnamani, our task force is by far our most cherished and vital asset as it's their technical expertise and passion that has helped skyrocket Ratnamani onto the global platform today.

CERTIFICATIONS AND APPROVALS

ISO
9001:2008
by
TUV NORD

API
2B-0057 by
American
Petroleum
Institute

ISO
14001:2004

API
5L-0355

PED and
ADWO
certification
by
TUV NORD

Well known
Pipe/Tube maker
status by
Central Sellers
Board, India

OHSAS
18001:2007
by
TUV NORD

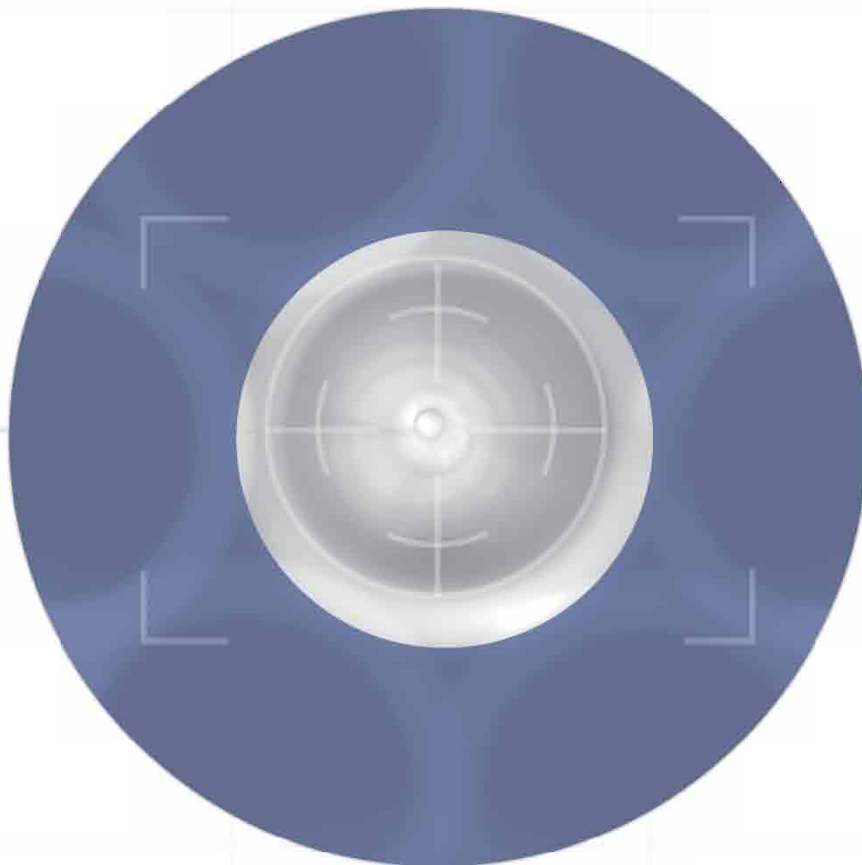
API
5L-0510

API
5CT-1314

API
5LC-0016

Delivering excellence all over the world through Stainless Steel Tubes and Pipes

One of the leading Carbon Steel Pipes manufacturer in the country



Vision

- To attain global excellence by continuously developing and providing the best quality products and services. Exceeding expectations of our
- customers with innovative products & applications
- Building value for all our stakeholders
To be a value driven organization that is a benchmark in corporate citizenship

Mission

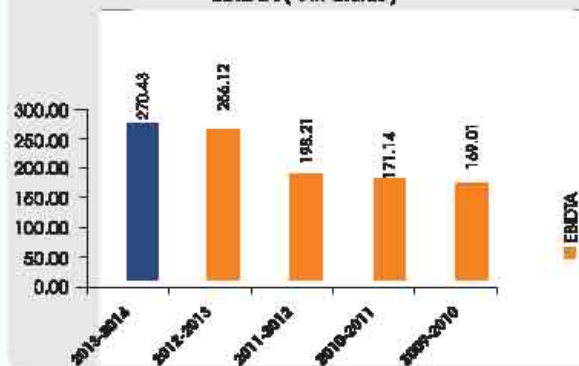
- To be a leading pipe and tube manufacturing Company in stainless steel and carbon steel industry

Product Mix

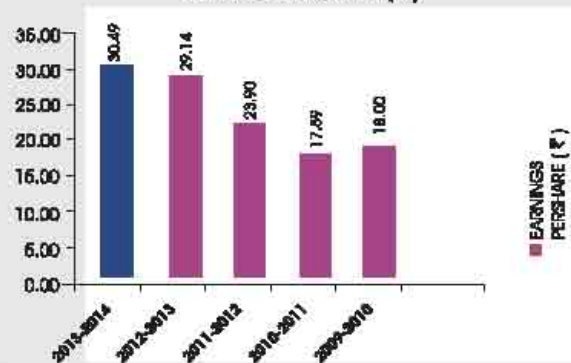
- **Stainless Steel Tubes & Pipes**
Stainless Steel Seamless Tubes and Pipes
Stainless Steel Welded Tubes and Pipes
- **Carbon Steel Pipes**
High Frequency - Electric Resistance Welded (HF-ERW) Pipes
Submerged Arc Welded (SAW) Pipes, like HSAW and LSAW Pipes
- **External and Internal Coating Solutions**



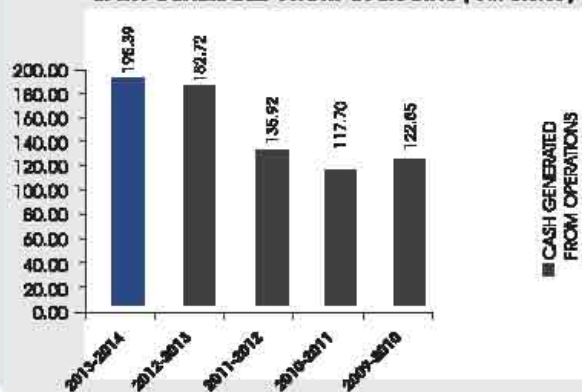
EBIDTA (₹ in Crores)



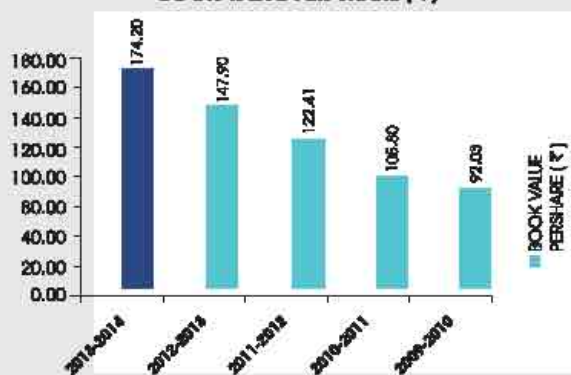
EARNING PER SHARE (₹)

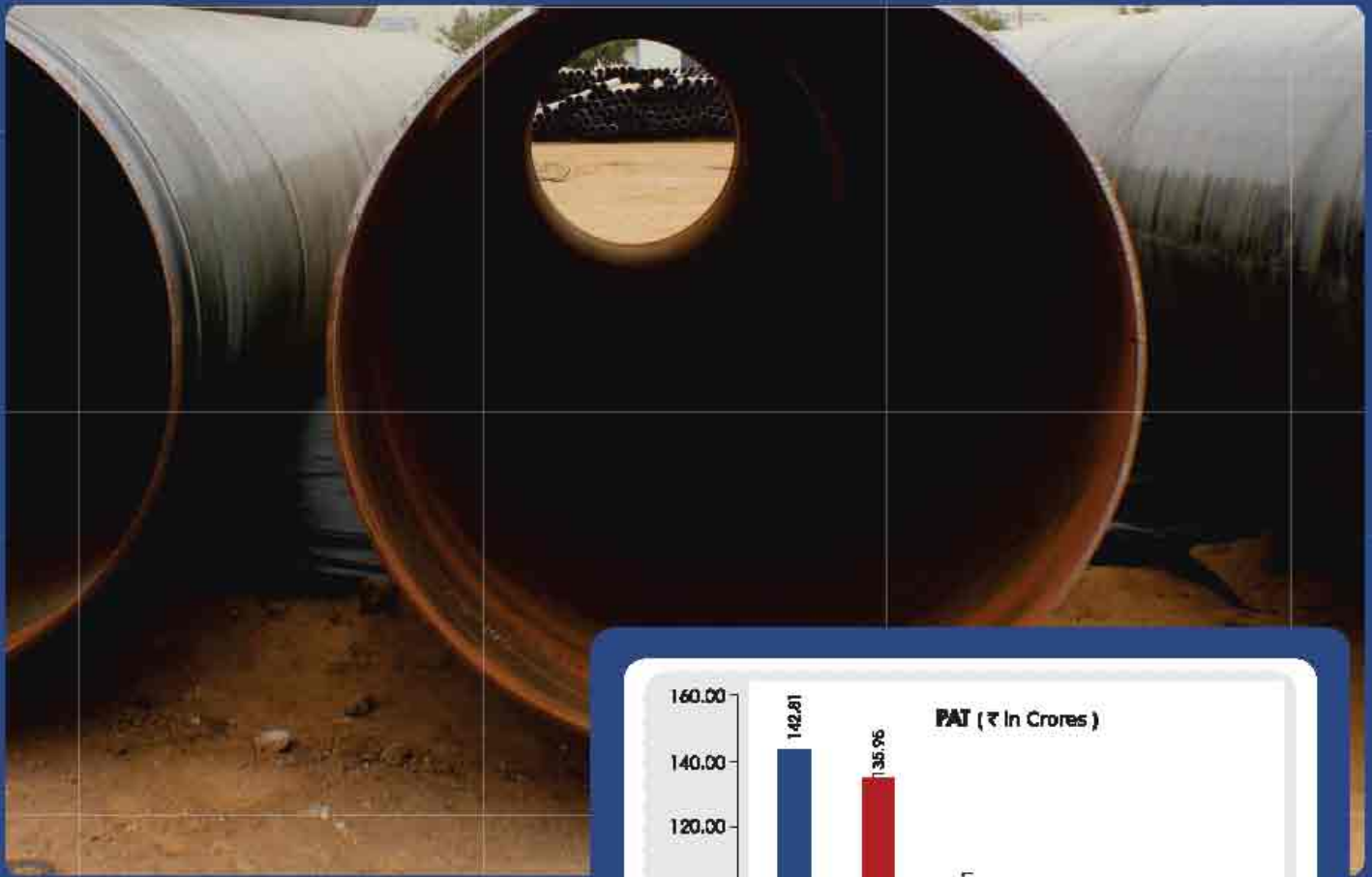


CASH GENERATED FROM OPERATIONS (₹ in Crores)



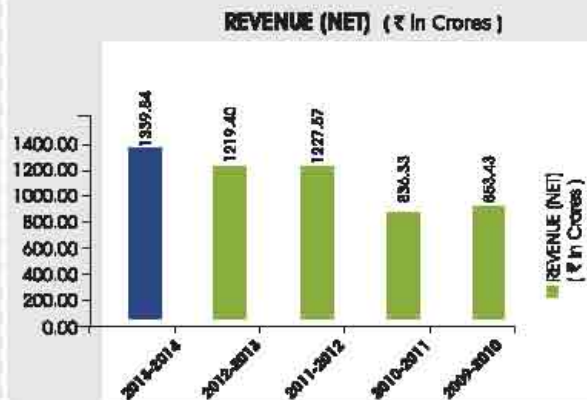
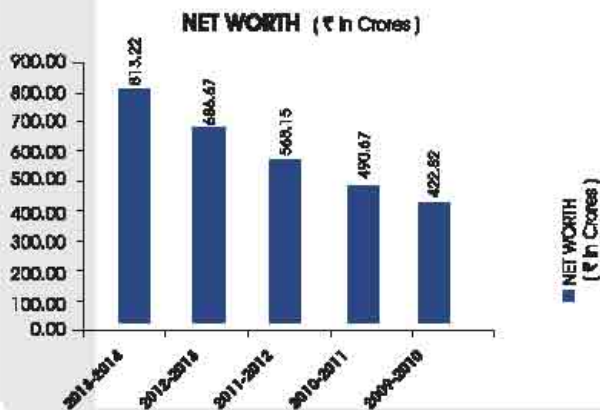
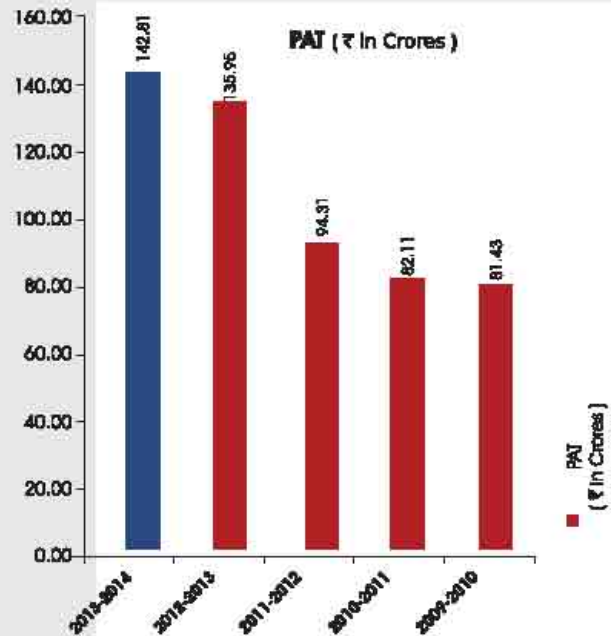
BOOK VALUE PER SHARE (₹)





2014 in focus

The financial year ended Mar - 2014 was another successful year, where despite a challenging environment, our business grew forward and kept us ahead of the competition. This year, we launched several initiatives to meet the emerging needs and aspirations of our consumers. We also expanded our reach and further strengthened our technological expertise so that we can serve our consumers better with our wide range of pipe and steel offerings.



Chairman's Message

Dear Shareholders,

It gives me great pleasure to reach you through this Annual Report and to inform you that, despite of the year 2013-14 being a difficult year, once again your Company has continued its persistent growth, and has achieved all time high turnover and profitability figures so far in the history of the Company. Ratnamani today is one of the most respected companies in the pipes & tubes industry in the country and this has happened because of contribution of all the stakeholders of the Company.



We always believe in, and will be passionate for, "Prosperity through Performance".

Worldwide, 2014 portends to be much more encouraging than 2013, with the forces driving the global economic recovery firmly entrenched. The IMF projects that global economic growth is expected to rise from 3% in 2013 to 3.6% in 2014, and to 3.9% in 2015. This is largely due to a turn for the better in the developed economies—estimated to grow 2.25% in 2014, a full percentage point more than in 2013. US GDP growth for 2014 is projected at 2.8%, and in the Euro area at 1.2%, while China's economy is expected to grow at 7.5%. GDP growth in the emerging markets and developing economies is slated to increase from 4.7% in 2013 to 4.9% in 2014, as these regions step up exports to the developed markets. Continuous fiscal easing, loose monetary policy in developed economies and stable commodity prices should boost the global recovery. The nervousness in the financial market particularly related to stability of the southern European economies, has abated considerably. However, one must be prepared for unforeseen geopolitical developments which may have disruptive ripple effects on the global economy.

The outlook for the Indian economy has turned distinctly positive. The increasing traction of the global economic revival and plans to restore vim to India's economy through a slew of timely measures by the new government by addressing fiscal imbalances and fast forwarding investment activities should play out positively in the coming year. The RBI's deft moves to stabilize the rupee, enabled it to recover from a low of around ₹ 68/\$ to around ₹ 60-61/\$. The current account deficit for the last year has been contained at around 2.5% of GDP. Some progress has been achieved on clearing the backlog of large projects whose approvals had been held up. GDP growth is predicted at around 5.5% in 2014-15.

As in the past, your company continues to focus on growth opportunities and expanding the product range. The new facility for Stainless Steel Seamless Tubes at Indrad plant has already commenced commercial production and will help in meeting the incremental demand in domestic as well as international markets. Your company has been exporting to some of the most competitive markets like Japan, South Korea, Middle East, Europe and America, and has also

set-up a wholly owned subsidiary in USA to tap the expected demand in USA and Latin America.

Our employees, whether they are Senior Management personnel or technicians or engineers or workmen, have continued to follow the work culture of making constant improvements in all aspects of the Company's working, and are equally passionate about our motto, i.e., "Prosperity through Performance". I believe, there are very few companies in the country where this kind of employee involvement, commitment and performance can be found. This should be a source of great comfort to you, because it assures the continuation of the future success of the company.

Long term-sustained growth of a Company requires that not only should all stakeholder interests be well protected, but the environmental impact of operations are also recognized and properly safeguarded. This is very much a part of your company's work culture.

With these words, I thank you for the confidence and trust you have placed in the Company.

With warm regards,

Prakash Sanghvi
Chairman and Managing Director



2014

FOCUS

An aggressive product range that demands your focus

Our product range is one of the many factors that propel us ahead of our competition. Recognized among the frontrunners in Stainless Steel Tubes and Carbon Steel Pipe manufacturing, we aim to provide solutions for all major industry sectors and meeting their varied needs with aplomb. Needless to say our wide customer range demands an entire spectrum of services in terms of quality standards, type of service, time-span and ease of product availability that we not only meet but surpass.

Globally, Ratnamani is renowned for their product range, quality, service, superior Price-Value and availability. We stand among the few conglomerates across the planet that can boast of world-class expertise in manufacturing a diverse range of Seamless and Welded Stainless Steel Tubes and Pipes. With Carbon Steel Pipes, one of our biggest strengths in terms of manufacturing expertise, gaining popularity and attracting buyers from far and wide, Ratnamani is looking forward to entering a glorious future ahead.



Focused Growth Leading to perfection

Focus to us is nothing but paying attention to details. We believe in meticulously monitoring every project undertaken, to make sure the precise quality requirements of all our customers are continuously met and surpassed. Our strong work ethics have led us to setting benchmarks and breaking the industry paradigm of customer satisfaction with our superior performance. At Ratnamani, we provide 100 % focus to our customers' expectations and their product specifications, analyzing them, then testing and finally adapting the final product to deliver required performance. This to and fro is heavily supported by our efficient Production and QC team with their cutting-edge technology and up-to-date machinery which empowers us every step of the way. All these strong attributes, when working in sync, result in a efficient Ratnamani team that sets industry standards and delivers products that are acknowledged and applauded by the customers, experts and several global entities.



The focus is always on time

We at Ratnamani believe that creating a quality product is not enough. It needs to be delivered in time too. Given the fast-paced lifestyle of today, we understand that a timely delivery can make the difference between success and loss for our clients. Having served in industries where time bound delivery is a must, Ratnamani has narrowed down its delivery time through advanced technology, planning, optimal resource utilization and innovative strategies. Be it global or domestic, Ratnamani delivers quality within the time frame requested by our clients, an attitude that has won us the love and loyalty of our beloved patrons who are more than happy to approach for repeat orders.



Evaluating Costs for Efficient output

A quality product is of little use to the customers if it crosses the budget. Every project undertaken at Ratnamani goes through a cost-analyzing phase to calculate its cost-effectiveness for the consumer. In the current market scenario where economic upheavals are random, cost plays a huge role in deciding the fate of every company. In spite of the economic crisis in the current market, Ratnamani has continued to have a healthy margin and profitable figures through smart handling of finance, expenses and budgets throughout the organization. We have inculcated a healthy philosophy of cost consciousness in the Ratnamani's value system which guides us to make smart budget calls and improve the efficiency of our operations and procedures.



Growing forward as One

At the heart of Ratnamani's success, lies the unifying bond that binds every employee together with trust, mutual respect and a shared passion for continued growth. Ratnamani's continued growth is nothing but an eventual result of the strength of that bond that is guiding us to a glorious future. Every single employee of Ratnamani is a force to be reckoned with, an enforcer of Ratnamani's philosophy of excellence, who adds value to our efforts and joins together to function as a combined force to achieve our visions.

Management Discussions and Analysis

Indian and Global Industrial Scenario

Indian economy has gone through stagnant/difficult phase in the light of global economy not recovering quick enough after 2008 economic crisis and as a result of fears of adverse impact of US Federal Reserve's withdrawal of Quantitative Easing on emerging economies like India impacting exchange rates; interest rates and bond and debt instruments. Continuation of high inflation, high fiscal deficit, adverse current account position and sluggish economic scenario in the domestic market kept the entailments and opportunities very low.

Though there is a recovery to a some extent with projects like TANAP, RAMONES etc coming up, the markets are still reeling under the effect of slowdown. However, a stable new government in the center should help in revival of the Indian economy gradually. This, coupled with revival in some of the major global economies, is expected to be positive for the manufacturing industry in general.

Carbon Steel Pipes

In India, the scenario has been optimistic with Water Projects of GWIL and projects like PHDPL from major oil companies like IOCL coming up in the year 2014-15. Other projects like Kochi - Coimbatore pipeline from BPCL/ IOCL is also expected in near future. There are also other IOCL projects such as Paradip - Raipur - Ranchi Pipeline, Ennore - Trichy - Madurai Pipeline under consideration.

The industrial sector remains crucial for the development of natural gas market in India due to its affordability. It is expected that a major portion of the incremental future demand for natural gas would come from the industrial sector which we expect to have positive impact on gas pipeline industry. The announcement of 15,000 kms of gas

pipeline in the recent budget proposals is a step in that direction.

There is good demand potential from project such as Mehsana - Bhatinda Pipeline Project, Mallavaram - Bhopal - Bhilwara - Vijaipur (MBBVPL) Natural Gas Pipeline Project, Bhatinda - Jammu Pipeline of GITL. These are expected to be finalized in the year 2014-15 adding a boost to the domestic projects and giving a positive hope to the domestic pipe manufacturers.

Globally, FY13 was a challenging year for pipe industry, partly owing to slowdown in oil and gas demand in Europe triggered by the economic crisis and geopolitical tensions across countries, which led to excess capacity and low utilization levels.

However, the outlook for the industry looks brighter. The global pipeline demand, as per Simdex, for 673 projects, starting from 2013 to 2017 is an opportunity for supplies of more than USD 356 billion across geographies as indicated by the following data:

As per industry reports, Indian line pipes players have over 8 million tonnes saw pipe capacity. Over the next five years, global and domestic SAW pipe demand (excluding replacement demand) for Indian manufacturers is estimated at 16 million tonnes from the oil & gas sector alone. Besides, demand from the replacement market is also likely to be 10.4 million tonnes over the next five years. Thus, average annual demand for line pipes from oil & gas sector is estimated at 5 MTPA per annum, which should help improve the capacity utilization of Indian line pipes players like RMTL.

With rising cost of exploration along with uneven and scanty oil reserves in some parts of the world, we could see increase in transportation activities from one part to another. Global energy demand is expected to increase by over one-third by 2035. Emerging economies are expected to be at the forefront to drive global energy markets with the share of non-OECD energy demand rising from 55%

	Number of Projects	Length		Business Value
		(km in '000)	miles in '000	(billion USD)
North America	229	64	40	69
Latin America	48	33	20	52
Europe	119	36	22	65
Africa	62	25	16	31
Middle East	92	25	16	41
Asia	76	40	25	73
Australia	47	14	9	26
Total	673	237	148	365

In 2010 to 65% in 2035. In India the demand is expected to more than double from existing levels, which will be second only to China, followed by Middle East. This will help in giving a boost to Cross Country Pipeline projects.

The substantial increase of oil and gas production in the Caspian area, particularly in Azerbaijan and Turkmenistan (for gas) and in Kazakhstan (for oil) should result into expansion of existing pipeline systems or the implementation of new pipelines as a logical consequence. These projects would give opportunities to many pipe manufacturers across the world. With the satisfactory records and dedicated management, RMTL is in a good shape to capitalize this opportunity.

City Gas Distribution (CGD) offers great potential. In terms of natural gas market, India is at nascent stage as compared to other matured gas based economies including America, Europe, Japan and Korea. The share of gas in India's energy portfolio was at 10% in FY10, as compared to global average of 25%. To meet the rapidly increasing demand for energy, natural gas is emerging as a potent source. To meet this demand it is vital to have sufficient gas distribution infrastructure. Currently, the CGD segment constitutes 10% of the total gas consumption in India and is expected to reach a share of 20% by FY20. The supply of natural gas for CGD is around 13 mmscmd in FY11 against the demand of 15.83 mmscmd in the country with an estimated demand of 100 mmscmd by FY20. Being one of the largest players in CS tubes and pipes along with loyal customer base (GAIL India, ONGC, EIL and Oil India), going ahead, we expect RMTL would be one of the beneficiaries of rapidly increasing gas distribution infrastructure.

India is the world's fourth-largest energy consumer in the world; oil and gas accounts for 37.3 per cent of total energy consumption. India has 5.6 billion barrels of proven oil reserves, with an average oil production of 0.8 MBPD. Oil consumption is estimated to expand at a CAGR of 3.4% to 4 MBPD by 2016. India has 1,330 BCM of gas reserves and produced 47.6 BCM of gas in 2012. With the new government firmly in place, long pending issue of revision of gas prices may happen soon. The gas price revision is expected to make many discoveries viable and hence Oil & Gas Sector may observe an increase in exploration activities, which in turn would boost demand for pipes and tubes. Moreover, the country's pipeline infrastructure spans 19,300 km for crude oil, 16,293 km for gas and 15,903 km for other products. However, the pipeline density in the country is still amongst the lowest in the world with onshore natural gas pipeline density being 3 km per 1,000 km of area as compared to 50 km per sq.km in the USA. There is a need for further expansion of the oil & gas pipeline network within the country, and any positive policy decisions from the government will help the local pipe manufacturing industry.



Stainless Steel Tubes & Pipes

Oil & Gas / Petrochemical & Refineries Sector

There has been a quite revival in the demand in the developed nations, particularly in USA and Canada, which have seen large investments in Oil & Gas sector in particular, both downstream and upstream.

Added to the above, a large amount of investments have been promised and are under-way in the Middle East, particularly in countries like Saudi Arabia, Abu Dhabi, Kuwait and Oman. These investments are primarily either in up-gradation of present refineries or as green field projects to enhance capacity. These investments in Middle East and North America have given a lot of hope in the Oil & Gas sector.

Domestically also, the Oil & Gas sector are not lagging behind. The investments in the Reliance J3 projects are continuing in this year too and BPCL and HPCL are also investing. Two more green-field refineries in Barmer (Rajasthan) and Konkan (Maharashtra) have already been planned with approximate 18 Mln Ton refining capacity and may start procurement during FY 2015-16.

In view of these positive investments in Oil & Gas Sector in India, Middle East and North America, which contributes at least 50% of the revenue, and our Hot Extrusion expansion and New Heat Exchanger Cold Finishing Divisions being successfully implemented, a reasonable steady growth in this sector is expected.

Power Sector

The other sector, which contributes substantial revenue, is Power sector, which has not been doing well in the last 2/3 years. With the stable Government at the Centre now, we can expect speedier environmental and coal block clearances, which will pave the way for large investment in thermal power plants in next 2 to 3 years.

Nuclear Power

As far as this niche sector is concerned, we have been already doing a fairly good job in Nuclear/ Atomic Energy and Aerospace sector. The Government has now cleared two units in Haryana for 700 MW and we foresee demand for critical grade tubes. All efforts are on to get qualified for the supply of steam generated tubes also for nuclear power plants. With various infrastructural sectors in domestic arena getting a boost because of the stable Government, economy in Europe / North America picking up and Middle East investments in Oil & Gas sector as per schedule, we foresee a steady growth for Stainless Steel tubes & pipes.

Water Desalination

The Indian water desalination market is the promising one on the back of increasing governmental support, industrialization and rising demand for fresh water.

Fertilizer

This sector also continues to be one with fundamentally very strong potential and all efforts are being made to cater to maximum demand of this sector.

Environment & Safety

Ratnamani is committed to comply with statutory requirements related to environment, health & safety and to prevent pollution, injury & ill health through continual improvement in processes, practices & EHS awareness.

Internal Control Systems

The Company has adequate Internal Control Systems to ensure that all assets are safeguarded and transactions are authorised, recorded and reported properly. The Internal Controls are periodically reviewed to enhance efficiency and to ensure statutory compliances. The Internal Audit plan is designed in consultation with the Statutory Auditors and Audit Committee. Regular operational and transactional audits are conducted by professionally qualified and technical persons and the results are used for effective control and improvements.

Outlook

Your Company has been preferred supplier for many leading companies and was involved in several

national and international projects. It has earned the customers preference. The Company has emerged as a one stop source of tubes and pipes for an array of industrial applications. The Company's fortunes are linked to capex in industries like Refineries, Petrochemicals, Power, Fertilizer, etc. where investment on continuous basis has been there within the country and internationally also.

Industrial Relations And Human Resources

As the Company continues to grow, the focus has been on enhancing morale and capabilities of employees. We continue to provide orientation and training for the development of soft and hard skills. Our industrial relations remained cordial at all organizational levels and work places.

Cautionary Statement

The statement given in this report, describing the Company's objectives, estimates, and expectations and future plans may be construed as forward looking statements within the meaning of applicable laws and/or regulations. Actual performance may differ materially from those either expressed or implied. Important factors that could affect the working of the Company include economic conditions, domestic as well as international, affecting demand and price conditions; raw material prices, interest costs, changes in the government policies affecting investments, changes in the government regulations tax laws, and other statutes, high prices of petro products affecting energy and transportation cost among others. The information and opinion expressed are forward looking statements, which the management believes are true to the best of its knowledge at the time of its preparation. The management will not be liable for any loss, which may arise, as a result of any action taken on the basis of the information contained herein. The information contained herein may not be disclosed, reproduced or used in whole or in part for any purpose or furnished to any other persons without the express written permission of the Company.





Board of Directors

Shri Prakash M. Sanghvi

Shri Prakash M. Sanghvi is the promoter of the Company and Executive Director on the Board of the Company. He has over 37 years of experience in the Metal Industry and overall Corporate Management covering corporate strategy, developments to functional management.

With his unmatched leadership and strong business acumen, the Company has achieved new milestones year after year on a consistent basis and expanded its presence and built stakeholder's value.

Shri Jayanti M. Sanghvi

Shri Jayanti M. Sanghvi is the promoter of the Company and Executive Director on the Board of the Company. He has over 34 years of experience in Corporate HR Management, Administration, Corporate Communications, Licensing and Corporate Procurements.

His strong management skills and ability to nurture talents and zeal for efficiency resulted into sustainable growth and Company's global footprints.

Shri Shanti M. Sanghvi

Shri Shanti M. Sanghvi is the promoter of the Company and Executive Director on the Board of the Company. He has over 32 years of experience

in Corporate Relations, Business Development and Customer management.

His excellent management skills contributed to business growth and development of the Company.

Shri Divyabhash C. Anjaria

Shri D. C. Anjaria is an Independent non-executive Director on the Board of the Company having rich experience in the field of International finance and financial markets. Mr. Anjaria is an MBA from IIM, Ahmedabad and has worked with Citibank and UTI.

Dr. Vinod M. Agrawal

He is an Independent non-executive Director on the Board of the Company with soft business skills.

Shri Pravinchandra M. Mehta

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



STATUTORY SECTION

30th ANNUAL GENERAL MEETING

NOTICE for the Thirtieth Annual General Meeting of the Members of RATNAMANI METALS & TUBES LTD to be held on Thursday, 11th September, 2014 at 10:00 a.m. at the Conference Hall of "The Ahmedabad Textile Mills Association", Near "Gurjari" Ashram Road, Ahmedabad - 380009 is sent herewith separately.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 30th Annual Report and the Audited Financial Statements of the Company for the year ended 31st March 2014.

FINANCIAL RESULTS AT A GLANCE

Particulars	(₹ in lacs)	
	Financial Year ended 31st March, 14	Financial Year ended 31st March, 13
Net Revenue from Operations	132610.49	120112.75
Profit before Depreciation and Tax	26008.67	24398.38
Profit before Tax	21422.19	20151.13
Profit after Tax	14280.82	13595.00
Add: Balance brought forward from previous year	17136.03	11713.18
Amount available for appropriation	31416.85	25308.18
Appropriations		
Proposed Dividend	2100.76	1856.62
Tax on Dividend	357.02	315.53
General Reserve	9000.00	6000.00
Closing Balance	19959.07	17136.03
Earning Per Equity Share (EPS) of face value of ₹ 2 each (diluted)	30.49	29.14

Dividend

Your Directors are pleased to recommend a dividend of ₹ 4.50/- per Equity Share having face value of ₹ 2/- each for the year ended 31st March 2014 (previous year ₹ 4 per Equity Share) for consideration of the Members at the ensuing Annual General Meeting. Total outgo on this account, including tax thereon, will be ₹ 2457.78 lacs.

Transfer to General Reserve

A sum of ₹ 9000 lacs has been transferred to the General Reserve of the Company for the financial year 2013-14.

Operational Review

Operating in a volatile and uncertain environment, the company demonstrated the resilience of its business model. The Company has achieved net revenue from operations of ₹ 1,32,610.49 Lacs compared to previous year's ₹ 1,20,112.75 Lacs registering a growth of 10.4%. Profit Before Tax at ₹ 21,422.19 Lacs was higher by 6.3% compared to ₹ 20,151.13 Lacs in 2012-13. Profit After Tax was ₹ 14,280.82 Lacs in 2013-14 as compared to ₹ 13,595.00 Lacs in 2012-13 registering a growth of 5.04%.

Operations

Your company is enjoying a leadership position in industrial high-end application Stainless Steel Tubes & Pipes and Carbon Steel Pipes within the country and the focus has been to continuously build upon this strength. The Company has been investing in incremental capacity built-up, expanding the product range and the latest testing facilities every year. The products of the Company have found acceptance in well

developed markets viz. Japan, South Korea, USA, Europe, etc. This has helped in ensuring a consistent performance notwithstanding the gloomy economic situation within the country and overseas during major part of last financial year.

Projects Under Implementation

The Company has undertaken a project to increase its existing capacity in Stainless Steel Seamless Tubes by approx Rs. 4200 MT p.a. at Indrad at a cost of approx ₹ 110 crores during the year 2012-13. Major part of CAPEX has been done and production has already been started. It is expected to be fully commissioned by September / October 2014.

Transfer to Investor Education and Protection

Pursuant to Section 205C of Companies Act, 1956, the Company has transferred unpaid/unclaimed final dividend for financial year upto 2005-06 to Investor Education and Protection Fund of Government of India. The details including last date of claiming of unclaimed / unpaid dividend amount is given at the end of the Notice of the Annual General Meeting.

Listing

The equity shares continue to be listed on BSE Limited (BSE) and the National Stock Exchange of India (NSE). The Company has paid annual listing fee for the financial year 2014-15 to BSE & NSE and annual custody fee to National Securities Depository Limited and Central Depository Services (India) Limited.

Fixed Deposits

Your Company has not invited or accepted any deposits from the shareholders and public during the year.

DIRECTORS

In accordance with the requirement of the Section 149 and 152 read with Schedule IV and all 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) and Clause 49 of the Listing Agreement, Shri Shanti M. Sanghvi is liable to retire by rotation and being eligible, offer himself for re-appointment at the ensuing Annual General Meeting. Shri Shant M. Sanghvi is related to Shri Prakash M. Sanghvi and Shri Jayanti M. Sanghvi, being brothers.

Shri Divyabhash C. Anjaria, Dr. Vinod Kumar M. Agrawal and Shri. Pravinchandra M. Mehta are proposed to be appointed as Independent Directors of the Company under section 149 of the Companies Act, 2013 and are not related to any Director of the Company.

The notice convening the Annual General Meeting includes the proposal for re-appointment of Shri Shanti M. Sanghvi as Wholetime Director and appointment of Independent Director for a term of 4 (Four) consecutive year upto the conclusion of the 34th Annual General Meeting of the Company in the Calendar year 2018.

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

Information pursuant to Section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 regarding conservation of energy, Technology absorption and foreign exchange earnings and outgo is given in Annexure 'A' forming part of this report.

The Company has commissioned windmills at various places for "Green Energy Generation". Thus contributing in a small way towards a greener and cleaner earth.

Particulars of Employees

In terms of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees Rules) 1975 as amended from time to time, the particulars of employees are set out in Annexure 'B' to this report.

Corporate Governance Report

Your Company has implemented the conditions of Corporate Governance as contained in Clause 49 of Listing Agreement. Separate reports on Corporate Governance and Management Discussion and Analysis along with requisite certificate from M/s M. C. Gupta & Co. Practising Company Secretaries regarding compliance of conditions of Corporate Governance are enclosed in this Annual Report as Annexure C.

The Board has formed Code of Conduct for all Board members and Senior Management of the Company and they have affirmed the compliance during the year under review.

The Board has received CEO/CFO Certification under sub-clause V of the Clause 49 of the Listing Agreement.

Employees Stock Option Scheme (ESOS- 2006)

As required by SEBI (Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines 1999, detailed disclosure is enclosed as per Annexure 'D' and forms part of this report.

Statutory Auditors

M/s. Mehta Lodha & Co. and M/s. S. R. Batliboi & Associates LLP, Joint Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting.

In terms of the provisions of the Companies Act, 2013 and rules made thereunder, M/s. Mehta Lodha & Co. can be appointed for a maximum period of three years and M/s. S. R. Batliboi & Associates LLP, Chartered Accountants have expressed their unwillingness to be re-appointed.

M/s. S. R. B. C. & Co. LLP is proposed to be appointed in place of M/s. S. R. Batliboi & Associates LLP till the conclusion of 35th Annual General Meeting of the Company. Accordingly, Directors recommends their appointment as Joint Statutory Auditors of the Company.

The Company has received letters from both of them to the effect that their appointment, if made, would be within the prescribed limits under Section 141 (3)(g) of the Companies Act, 2013 and that they are not disqualified for reappointment.

The Notes on annual accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217 (2AA) OF THE COMPANIES ACT, 1956:

The Board of Directors hereby state and confirm:

- a. that in the preparation of the annual accounts, the applicable Accounting Standards have been followed, along with proper explanation relating to material departures;
- b. that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period;
- c. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the Directors have prepared the Annual Accounts on a 'going concern' basis.

Credit Rating

CRISIL has reaffirmed CRISIL AA- (AA minus) rating for the Company's long-term borrowings and CRISIL A1 + (A1 plus) for its short-term borrowings.

Appreciation

Your Directors wish to place on record their gratitude for the valuable guidance and support rendered by the Government of India, State Governments, Financial Institutions, Banks and various stakeholders, such as, shareholders, customers and suppliers, among others. The Directors also commend the continuing commitment and dedication of the employees at all levels, which has been critical for the Company's success. The Directors look forward to continued support of all stakeholders in future also.

For and on behalf of the Board of Directors

Place : Ahmedabad
Date : 9th June, 2014

Prakash M. Sanghvi
Chairman and Managing Director

ANNEXURE : A

ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956.

(A) Conservation of Energy :

The Company is constantly striving to have high degree of optimization, conservation of energy and absorption of technology. Major initiatives taken by the Company during the financial year 2013-2014 are listed below:

(a) Energy Conservation measures taken

- (1) Installation of fully automated New Bright Annealing Furnace for tube/pipe annealing which will reduce the consumption of electricity by 20% to 25%.
- (2) Installation of Three head Draw bench Automated Machines with Main Drive operating through VFD there by reducing energy consumption by 15% to 20%.
- (3) In house prepared new Three Head Air Water Test Machine reduced consumption of compressed air reduce in consumption of energy.
- (4) Implementation of inside pipe cleaning system with flat plug has resulted into saving of energy by 225 KW per day.
- (5) Installation of VFD in EOT cranes has resulted into energy saving by 5%
- (6) Change in factory lighting system (by way of using the energy efficient lamps), to save approx 80 KW of energy per day.
- (7) By installing VFD at various location in the plant (hydro testing, spiral mill, EOT cranes) energy saving of about 80 KW could be achieved.
- (8) By using impeder on ERW mill, we could achieve 30% of energy saving in welding of pipe.

(b) Additional investment and proposals, if any, being implemented for reduction of consumption of energy;

Maximum use of VFD wherever possible to reduce energy consumption.

(c) Impact of measures (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods;

Due to installation of advanced and energy efficient machineries has resulted in reduction of energy consumption as well as the cost of production in S.S. plant.

(d) Total energy consumption and energy consumption per unit of production as per Form 'A':

Not Applicable

(B) Technology Absorption

- (e) Efforts made in technology absorption as per Form B
Form B enclosed.

(C) Foreign Exchange Earnings and Outgo

- (f) Activities relating to exports; initiatives taken to increased exports; development of new export markets for products and services; and export plans;

The Company is striving to increase its exports reach through various business initiatives. The Company keeps close watch on global developments with an aim to cater global requirements to the maximum extent possible. The Company has its clients in more than 20 countries across the world.

- (g) Total foreign exchange used and earned:

Particulars	(₹ in Lacs)	
	Current year 2013-14	Previous year 2012-13
Foreign Exchange Earning (FOB)	₹ 31,120.51	₹ 34,376.26
Foreign Exchange Outgo	₹ 1,141.33	₹ 1,729.46

FORM B

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION

Research and Development (R&D)

- Specific areas in which R & D is carried out by the Company:
NIL
- Benefits derived as a result of the above R&D:
NIL
- Future Plan of action:
The Company would continue research and development work in manufacturing of smaller diameter and higher thickness pipes.
- Expenditure on R & D:
No separate record of expenditure is maintained.

Technology Absorption, Adaptation and Innovation

- Efforts, in brief made towards technology absorption, adaption and innovation:
Regenerative burners have been installed for roller hearth furnace SAF-I that uses hot flue gases to heat the ingoing AIR for higher efficiency of CNG burners.
- Benefits derived as a result of the above efforts:
Saving of energy, idle time of manpower and saving on maintenance cost.

(D) Information on Pollution Control Measures forming part of Directors' Report

Installed Oil skimmer machine on Hydro Pressure Testing Machine 2 nos. to minimize water pollution & get clean water for hydro testing.

We have established rain water storage facility. The capacity of storage is 80 Lacs liters.

The Company monitors and maintains environment and pollution control parameters at its plant site. The Company is maintaining proper effluent treatment plants and the treated water is being used for plantation.

ANNEXURE: B

INFORMATION AS PER PROVISIONS OF SECTION 217(2A) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PARTICULARS OF EMPLOYEES) RULES, 1975 AS AMENDED UP TO DATE

Sr. No	Name	Age Years	Qualification	Date of Employment	Designation/ Nature of Duties	Remuneration (₹ in Lacs)	Experience (in Years)	Last Employment held
1	Shri Prakash M. Sanghvi	58	Matriculation	12/06/89	Chairman & Managing Director	₹ 1123.47	37	Director, Ratnamani Tube Ind. Ltd.
2	Shri Jayanti M. Sanghvi	56	B.Com (FY)	12/06/89	Whole-time Director	₹ 683.84	34	Director, Ratnamani Tube Ind. Ltd.
3	Shri Shanti M. Sanghvi	50	Under Graduate	01/11/98	Whole-time Director	₹ 466.37	32	Director, Ratnamani Engineering Ltd. and Ratnamani Fine Tubes Pvt. Ltd.

NOTES:

1. Remuneration includes Salary, Company's contribution to Provident and Superannuation Funds, taxable value of Perquisites and Commission.
2. Shri Prakash M. Sanghvi, Shri Jayanti M. Sanghvi and Shri Shanti M. Sanghvi are related to each other. They are not related to any other Director of the Company.
3. The services of all the above employees are contractual and are for a term of five years.

ANNEXURE : C

CORPORATE GOVERNANCE REPORT

1) CORPORATE GOVERNANCE

Corporate Governance is a set of systems and practices of strategic vision the affairs of the Company are being managed in a way to ensure accountability, fairness and transparency to meet its shareholders aspirations.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company believes in optimising business performance through corporate governance. The Company's governance is committed to values being the transparency, integrity, accountability, self-discipline, respect and professionalism. The Company constantly endeavours to create and put in practice the procedures and systems, which are the best Corporate Governance thereby aiming at building the value for all its stakeholders and be benchmark in the Corporate Citizenship.

Your Company confirms the compliance of mandatory requirements of the Corporate Governance as stipulated under Clause 49 of Listing Agreement with Stock Exchanges, the details of which are given herein under:

2) BOARD OF DIRECTORS

The business of the Company is conducted under the directions of the Board. The Board formulates strategy, regularly reviews the performance of the Company and ensures that the projected targets and agreed objectives are met on a consistent basis. The Board has constituted Committees, which guides the matters delegated to them in accordance with their terms of reference. The Executive Directors/Senior Managerial Personnel/Functional Heads assist the Chairman and Managing Director in overseeing the functional matters of the Company. The Senior Managerial Personnel/ Functional Heads assist the Executive Directors in overseeing the functional matters of the Company.

Composition of the Board

The Board of Directors of your Company consists of balanced blend of executive and non-executive Directors & represents the optimum combination of professionalism, knowledge and experience. Your Company immensely benefits from the professional expertise of the Independent Directors in their individual capacity as Professionals / Business Executives and through their valuable experience.

The Executive Chairman heads the Board. The total strength of the Board of Directors of the Company is six Directors as on 31st March 2014 comprising three Executive Directors and three Non-Executive Directors.

The composition of the Board of Directors with reference to the number of Executive and Non-Executive Directors meets the requirement of the Corporate Governance as stipulated under Clause 49 of Listing Agreement

The details of composition of the Board as at 31.03.2014 and other information are given herein below:

Category	Name of the Director	Position	No. of other Directorships	Memberships/ Chairmanships of Committees		No. of Equity Shares held 31-03-2014
				Member ship	Chairman ship	
Promoter Executive	Shri P. M. Sanghvi	Chairman & Managing Director	1	-	-	3672365
	Shri J. M. Sanghvi	Whole-time Director	1	1	-	2506435
	Shri S. M. Sanghvi	Whole-time Director	-	-	-	1586995
Independent Non-Executive	Shri D. C. Anjaria	Director	4	4	4	22465
	Dr. V. M. Agrawal	Director	-	2	-	27500
	Shri P. M. Mehta	Director	-	1	-	12500

Notes:

1. Shri Prakash M. Sanghvi, Shri Jayanti M. Sanghvi and Shri Shanti M. Sanghvi are brothers and related to each other.
2. None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than five Committees (as specified in Clause 49 of the Listing Agreement) across all the Companies in which he is Director. The necessary disclosures regarding Committee positions have been made by the Directors.

Directors' Attendance Record for the year ended 31st March, 2014

Name of the Director	No. of Board Meetings held during the period	No. of Board Meetings attended	Presence at the last AGM
Shri P. M. Sanghvi	5	5	Yes
Shri J. M. Sanghvi	5	5	Yes
Shri S. M. Sanghvi	5	5	Yes
Shri D. C. Anjaria	5	5	Yes
Dr. V. M. Agrawal	5	5	Yes
Shri P. M. Mehta	5	4	Yes

During the Financial Year 2013-14, five Board Meetings were held on 27th May 2013, 25th June 2013, 12th August 2013, 28th October 2013 and 30th January 2014 and the gap between two meetings did not exceed four months period.

Board Meetings, Board Committee Meetings and Procedures

The Board meets at least once in a quarter with a gap between two meetings not exceeding four months. Additional meetings of the Board are held when deemed necessary to address the specific needs of the Company. In case of business exigencies or urgency of matters, resolutions are passed by circulation.

Dates for the Board Meetings in the ensuing quarter are decided well in advance and communicated to the Directors. The meetings are usually held at the Company's offices.

The Agenda and the papers for consideration at the Board Meeting are circulated to the Directors in advance. Adequate information is circulated as part of the Board papers and is made available at the Board Meeting to enable the Members of the Board to take vital decisions. Senior Executives are invited to attend the Board Meetings as and when required.

The information as required under Annexure 1A to clause 49 of the Listing Agreement is being made available to the Board.

The Company ensures compliance of various statutory requirements by all its divisions and obtains quarterly reports in the form of certificates from the heads of the divisions. These certificates are placed before the Board on quarterly basis.

Other provisions as to Board and Committees were complied during the year under review.

3) BOARD COMMITTEES

The Board committees play a vital role in strengthening the Corporate Governance practices and focus effectively on the issues and ensures expedient resolution of the diverse matters. The Committees also make specific recommendations to the board on various matters when required. All observations, recommendations and decisions of the committees are placed before the board for information or for approval.

- i) Audit Committee
- ii) Nomination and Remuneration Committee
- iii) Shareholder's / Investors Grievance Committee
- iv) Share Transfer Committee
- v) Risk Management Committee
- vi) Kutch Project Review Committee
- vii) Cost Reduction and Performance Review Committee

3.1 Audit Committee

Composition

The Board of Directors in its meeting held on 30th January 2001 constituted the Audit Committee. The Audit Committee comprises of two Non-Executive Independent Directors who are eminent professionals and one Executive Director. The Composition of the Audit Committee meets with the requirements of Section 292A of the Companies Act, 1956 and of Clause 49 of the Listing agreement.

The members of the Audit Committee comprise of Shri D. C. Anjarla, an ex-banker and financial expert is the Chairman of the Committee, Dr. V. M. Agrawal is eminent professional and Shri Jayanti M. Sanghvi is Whole-time Director.

The Company Secretary acts as the Secretary to the Committee.

The Audit Committee meetings were also attended by the representatives of the Statutory Auditors, Internal Auditors and the Chief Financial Officer of the Company.

Meetings and Attendance

During the year, five meetings of the Audit Committee were held on 25th May 2013, 25th June 2013, 10th August 2013, 28th October 2013 and 29th January 2014. The Chairman of the Audit Committee also attended the last Annual General Meeting of the Company.

The following table summarises the attendance of the Committee members:

Name of the Director	Category	Status	No. of Meetings held	No. of Meetings attended
Shri D. C. Anjaria	Independent Non-Executive	Chairman	5	5
Dr. V. M. Agrawal	Independent Non-Executive	Member	5	5
Shri J. M. Sanghvi	Promoter Executive	Member	5	5

Overall Attendance: 100%

The meetings of the Audit Committee during the year were held as per Clause 49 of the Listing Agreement. Minutes of each Audit Committee Meeting are placed and discussed in the meeting of the Board of Directors.

Terms of reference

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's Internal Control and Financial Reporting Process. The terms of reference of the Audit Committee are in accordance with all the items listed in Clause 49 of the Listing Agreement and inter-alia performs the following functions.

- To investigate any matter in relation to the items specified in Section 292A of the Companies Act 1956, and as contained under Clause 49 of the Listing Agreement.
- Reviewing of the Company's Financial Reporting Process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment of Statutory Auditors and fixation of their Audit Fee.
- Reviewing with Management the Annual Financial Statements and half-yearly and quarterly financial results before submission to the Board.
- Reviewing periodically the adequacy of the internal control systems.
- Discussions with Internal Auditors on any significant findings and follow up there on.

Powers

The Audit Committee has the following Powers:

- To investigate any activity within its terms of reference.
- To seek any information from any employee.
- To obtain outside legal and professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers it necessary.

Internal Audit

The company has engaged firm of chartered accountant which are conducting internal audit. The auditors present Internal Audit Report at every quarterly meeting to the audit committee highlighting the high risk areas, internal control weakness and action taken by the management to mitigate the same.

3.2 Remuneration Committee

Composition

Pursuant to the provisions contained in Schedule XIII of the Companies Act, 1956 and Clause 49 of the Listing Agreement with Stock Exchanges, Remuneration Committee of the Board was

constituted on 23rd March 2002 to determine the Company's policy on specific remuneration packages for Executive Directors including their pension rights and compensation payment.

The members of the Remuneration Committee comprise of Shri D. C. Anjarla, an ex-banker and financial expert is the Chairman of the Committee, Dr. V. M. Agrawal and Shri P. M. Mehta are eminent professionals

Meetings and Attendance

During the year, two meetings of the Remuneration Committee were held on 27th May 2013 & 25th June 2013. The Chairman of the remuneration Committee also attended the last Annual General Meeting of the Company.

Name of the Director	Category	Status	No. of Meetings held	No. of Meetings attended
Shri D. C. Anjarla	Independent Non-Executive	Chairman	2	2
Dr. V. M. Agrawal	Independent Non-Executive	Member	2	2
Shri P. M. Mehta	Independent Non-Executive	Member	2	2

Overall attendance: 100%

Terms of reference

The Remuneration Committee is empowered to review and recommend to the Board of Directors, remuneration and commission of the Executive Directors of the Company in accordance with the guidelines laid down under the statute.

Remuneration Policy

The remuneration of Executive Directors is recommended by the Remuneration Committee after taking into consideration the financial position of the Company, trends in the industry, experience, past performance, remuneration paid to the Executive Directors and the interest of the Company and its shareholders.

The key components of the Company's Remuneration Policy are

- Compensation will be a major driver of performance.
- Compensation will be transparent, fair and simple to administer.
- Compensation will be fully legal and tax compliant.
- Compensation will be competitive and benchmarked with group of companies in the Industry.

Non-Executive Directors are entitled to sitting fees for attending the meetings of the Board and certain Committees thereof. The Company also reimburses out of pocket expenses to Directors for attending the meetings.

a. Details of Remuneration / Sitting fees of Directors

The details of Remunerations / Sitting fees of Executive and Non-Executive Directors for the financial year 2013-14 are as under

(₹ In Lacs)

Name of the Director	Salary	Commission	Perquisites	Retirement Benefits	Assignment of Key Man Insurance Policy	Sitting Fees	Total
Shri P. M. Sanghvi	101.00	1000.00	0.25	22.22	-	-	1123.47
Shri J. M. Sanghvi	67.80	600.00	1.12	14.91	-	-	683.83
Shri S. M. Sanghvi	54.40	400.00	-	11.96	-	-	466.36
Shri D. C. Anjaria	-	-	-	-	-	2.30	2.30
Dr. V. M. Agrawal	-	-	-	-	-	2.13	2.13
Shri P. M. Mehta-	-	-	-	-	-	1.08	1.08

The other details of the service contract of Executive Directors are as follows :

Particulars	Shri P. M. Sanghvi	Shri J. M. Sanghvi	Shri S. M. Sanghvi
Period of Appointment	5 Years	5 Years	5 Years
Date of Appointment	01/11/2013	01/11/2013	01/11/2013
Shareholders' approval in the AGM held on	12/8/2013	12/08/2013	12/8/2013
Notice period for the termination of the Contract	The services of all the three Executive Directors are contractual and for a term of five years. For any termination of Service Contract, the Company or the Executive Director is required to give a notice of three Months or pay three month's salary in lieu thereof to the other party.		

The Non-Executive Directors were paid Sitting Fees of Rs. 17,000/- w.e.f. 25.06.2013 for each Board Meeting and for certain Committee Meetings attended during the year 2013-14.

b. Stock Options granted to the Non-Executive Directors

Name of Director	No. of Options granted and due	Outstanding as on 01/04/2013	Options exercised during the year	Outstanding as on 31/03/2014 (Face value Rs.2/- per Equity Share)
Shri D. C. Anjaria	25000	12500	12500	Nil
Dr. V. M. Agrawal	25000	Nil	Nil	Nil
Shri P. M. Mehta	25000	Nil	Nil	Nil

3.3 Shareholders'/ Investors' Grievance Committee

Composition and terms of reference

The Shareholders Grievance Committee was formed by the Board of Directors on 31st March 2001 to ensure the effective redressal of the complaints of the investors. The Committee also recommends steps to be taken for quality services to the investors. The composition of the said Committee is as under:

Name of the Director	Category	Status
Shri D. C. Anjaria	Independent Non-Executive	Chairman
Dr. V. M. Agrawal	Independent Non-Executive	Member
Shri P. M. Mehta	Independent Non-Executive	Member

Shri Rajeev Mundra, Company Secretary, acts as a Secretary of the Committee and has been designated as Compliance Officer of the Company.

Investor Complaints

The particulars of Investors' Grievance received and redressed during the financial year are furnished below:

Sr. No.	Nature of Complaints	Opening Balance as on 01/04/2013	Received during the Year	Redressed / Attended during the year	Pending as on 31/03/2014
1.	Non-receipt of share certificates after transfer, etc.	Nil	Nil	Nil	Nil
2.	Non-receipt of Dividend warrants	Nil	1	1	Nil
3.	Query regarding Demat Credit	Nil	Nil	Nil	Nil
4.	Non-receipt of duplicate share certificate after issue	Nil	Nil	Nil	Nil
5.	Others : Non-Exchange of New shares	Nil	Nil	Nil	Nil
	Total	Nil	1	1	Nil

3.4 Share Transfer Committee

Composition and terms of reference

The Board of Directors has also constituted Share Transfer Committee to deal with matters relating to transfers / transmissions / transposition / consolidation / split / issue of share certificates in exchange for sub-divided / consolidated / defaced share certificates / issue of duplicate share certificates, etc. The composition of Share Transfer Committee changes as and when required. At present, Shri P. M. Sanghvi, Managing Director, Shri J. M. Sanghvi, Whole-time Director and Dr. V. M. Agrawal, Independent Director are the members of Share Transfer Committee.

At present entire activities related to share transfers, transmission, exchange of shares, etc. is handled by Sharepro Services (India) Pvt. Ltd., Mumbai and Ahmedabad (Branch), a SEBI authorized Registrar, which also provides electronic connectivity with NSDL and CDSL to carry out such assigned work.

Meetings and attendance

During the year under review, Committee meetings were held in terms of Clause 47 of the Listing Agreement and all the members were present in the meetings. The shares transferred to the Transferees were within the period as stipulated in the Listing Agreement with Stock Exchanges.

3.5 Committee for Share Allotment under ESOS:

Composition and terms of reference

The Board of Directors formed the Committee for share allotments under ESOS on 18th May 2009 to consider the applications received from the eligible employees and allotting the shares to them. The composition of the said Committee is as under:

Name of the Director	Category	Status
Shri P. M Sanghvi	Promoter Executive	Chairman
Shri J. M. Sanghvi	Promoter Executive	Member
Shri D. C. Anjaria	Independent Non Executive	Member

Meetings and attendance

During the year, the committee meeting was held on 17th January 2014.

4) OTHER MAJOR COMMITTEES OF DIRECTORS

In addition to the above-referred Committees, the Board has constituted the following Committees of Directors and delegated thereto powers and responsibilities with respect to specific purposes. Time schedule for holding the meetings of such Committees are finalized in consultation with the Committee Members.

1. Risk Management Committee

Terms of reference Framing and supervising risk management policies of the Company & to review and strengthen the risk management of the Company from time to time. The Board of Directors in its meeting held on 10/11/2011 formed the Committee.	Composition 1. Shri D. C. Anjaria (Chairman) Independent Non – Executive	Meetings No Meetings were held during the year under review.
	2. Shri P. M. Sanghvi (Member) Promoter Executive	

2. Kutch Project Review Committee

Terms of reference With a view to take certain decisions on the spot for the Kutch Project, the Board of Directors in its meeting held on 28/09/2005 formed Kutch Project Review Committee.	Composition 1. Shri P. M. Mehta (Chairman) Independent Non- Executive	Meetings No Meetings were held during the year under review.
	2. Shri P. M. Sanghvi (Member) Promoter Executive	
	3. Shri J. M. Sanghvi (Member) Promoter Executive	

3. Cost Reduction And Performance Improvement Committee

Terms of reference The Board formed a Committee for cost reduction and performance improvement on 28/07/2009.	Composition 1. Shri P. M. Mehta (Chairman) Independent Non-Executive	Meetings No meetings were held during the year under review however; the same is being taken care at functional and Board level.
	2. Shri P. M. Sanghvi (Member) Promoter Executive	
	3. Shri J. M. Sanghvi (Member) Promoter Executive	

5) GENERAL BODY MEETINGS

A. Annual General Meeting:

The details of date and time of the Annual General Meeting (AGMs) of the Company held during the preceding three years, at The Ahmedabad Textile Mills Association Hall, Ashram Road, Ahmedabad and the Special Resolutions passed there are as under:

AGM Financial Year	Date	Time	Special Resolutions Passed
27TH 2010-11	18.08.2011	10:00 a. m.	3
28TH 2011-12	26.09.2012	10:00 a. m.	NIL
29TH 2012-13	12.08.2013	10.00 a.m.	2

* Special resolutions indicated above were passed by show of hands.

B. Postal Ballot

No special resolution was passed through Postal Ballot during the financial year 2013-14. Non of the Business proposed to be transacted in the ensuing Annual General Meeting required passing a special resolution through Postal Ballot.

6) DISCLOSURES

Related party transactions

- 6.1 Full disclosure of related party transactions as per Accounting Standard - 18 issued by the Institute of Chartered Accountants of India are given under Note No. 32 of Notes to Financial Statements.

Accounting Treatment

- 6.2 Financial Statements for the year under review were prepared in accordance with the Accounting Standards and there is no deviation, nor any alternative treatment given.

Risk Management

- 6.3 The Company regularly reviews the risks and takes corrective actions for managing/mitigating the same. The internal control system provides support for risk management of the Company. The Board has approved Corporate Financial Risk Management Policy and the same is being evaluated on quarterly basis.

Strictures / Penalties

- 6.4 There was no instance of Non-compliance of any matter related to the capital markets during the last three years. In other words the Company has complied with all the regulations as per the Listing Agreement with Stock Exchanges and SEBI.

Management

- 6.5 The Management Discussion and Analysis Report forms a part of the Annual Report

Statutory Registers

- 6.6 All the statutory registers that are required to be maintained, particularly Registers of contracts in which Directors have interests, Registers of Director Shareholding, Register of Investments etc. are maintained and regularly updated.

Compliance with Non Mandatory requirements

The Board

- 6.7 Your Company has an Executive Chairman and hence need for implementing this non-mandatory requirement pertaining to maintenance of Chairman's office by Non-Executive Chairman has not arisen.

Remuneration Committee

- 6.8 The Board has already set up Remuneration Committee in the year 2002, the details of which are available under Item No. 3.2 above.

Shareholders Rights

- 6.9 Quarterly Financial Results including Press Release of relevant period of three months are being published in the newspaper and hosted on the website of Stock Exchanges as well as Company's website.

Training of Board Members

- 6.10 There is no formal policy at present for training the Board Members of the Company, as the members on our Board are Professionals / Business Executives / eminent / experienced professional persons. However, for orientation and to get familiar with the Company's business operation and practices, Directors visit all the three divisions periodically at the plant sites of the Company. Besides, detailed representations are periodically made to the Board Members on the business model of the Company. The Directors endeavour to keep themselves updated with changes in economy and legislation.

- 6.11 Audit qualifications

There are no qualifications in the Auditors Report on the Financial Statements of the Company.

Whistle Blower Policy

- 6.12 The Company has not established any formal Whistle Blower Policy.

7) CERTIFICATION

The Board has received MD/CFO Certification under Clause V of the Revised Clause 49 of the Listing Agreement. They have reviewed all Financial and Cash Flow Statements and have certified that no transaction has been entered by the Company during the year, which is illegal, or violating laws of the Company's Code of Conduct and the same was placed before the Board of Directors of the Company.

8) MEANS OF COMMUNICATIONS

The quarterly, half-yearly and annual financial results of the company are sent to the stock exchange immediately after these are approved by the Board.

These are widely published in the Economic Times (Gujarati)/ Economic Times (English) etc.

The results are simultaneously posted on the company's website at www.ratnamani.com.

Other communications are as under:

News Releases	Official press releases are sent to stock exchanges as well as displayed on the Company's website.
NSE Electronic Application Processing System (NEAPS)	The Shareholding Pattern and Corporate Governance Report are also filed electronically on NEAPS.
BSE Corporate Compliance & Listing Centre	The listing compliances are also filed electronically on BSE Corporate Compliance & Listing Centre.
Annual Report	Annual Report is circulated to the members and all others like Auditors, equity analysts, etc.
Management Discussion & Analysis	This forms a part of the Annual Report, which is mailed to the shareholders of the Company.
Investor Services	The Company has designated an exclusive e-mail id viz. investor@ratnamani.com for investor services and grievances.

9) GENERAL SHAREHOLDERS INFORMATION**A. Tentative Financial Calendar for the Financial Year 2014 - 2015**

Financial Year : 1st April 2014 to 31st March 2015.

Financial Results

First Quarter ended on 30th June 2014 : Second week of August 2014
Half year ended on 30th September 2014 : Second week of November 2014
Third Quarter ended on 31st December 2014 : Second week of February, 2015
Fourth Quarter ended on 31st March 2015 : Last week of May 2015
AGM for the year 2014-15 : August / September 2015

B. Listing on Stock Exchanges

The Company's shares are listed and traded on BSE Ltd. as well as National Stock Exchange of India Ltd. The address of the same is as under:

BSE Ltd.

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Ltd. (NSE)

Exchange Plaza, Bandra – Kurla Complex,
Bandra East,
Mumbai – 400 051

C. Listing Fees to Stock Exchanges

The Company has paid the Listing Fees for the year 2014-2015 to the above Stock Exchanges.

D. Custodial Fees to Depositories

The Company has paid custodial fees for the year 2014-2015 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

E. Stock Code / Symbol**Stock Exchange**

BSE Ltd (BSE)
National Stock Exchange of India Ltd. (NSE)
ISIN

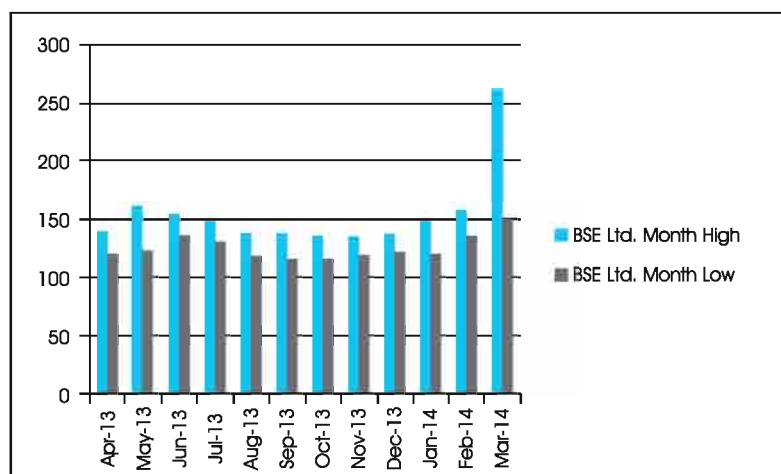
Scrip Code

520111
RATNAMANI
INE703B01027

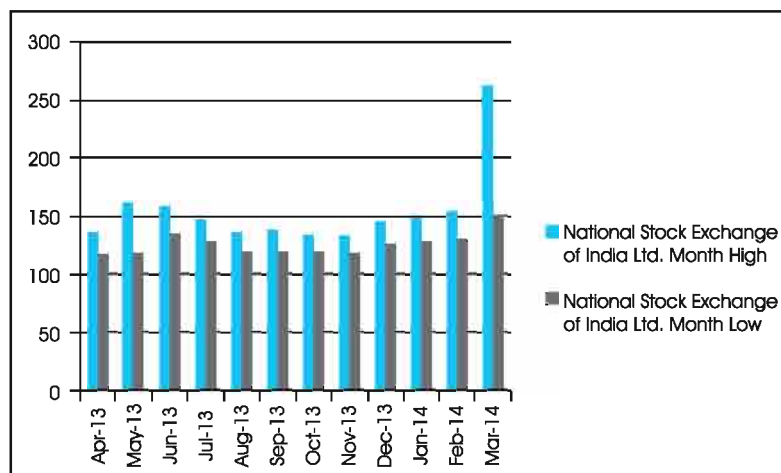
F. Market Price Data

Month	BSE Ltd.		National Stock Exchange of India Ltd.	
	Month's High (₹)	Month's Low (₹)	Month's High (₹)	Month's Low (₹)
April 2013	139.40	120.50	136.90	118.60
May 2013	161.25	123.00	162.10	119.20
June 2013	154.90	136.65	160.00	135.55
July 2013	148.70	130.10	148.45	128.50
August 2013	138.45	119.00	137.45	120.30
September 2013	138.00	116.05	139.10	120.00
October 2013	147.00	116.05	134.95	120.00
November 2013	135.95	119.00	134.40	119.15
December 2013	142.00	121.70	146.00	125.10
January 2014	154.40	120.20	149.00	129.00
February 2014	157.75	135.80	155.00	130.85
March 2014	261.40	151.00	262.00	151.10

G. Performance of share price in comparison to BSE Sensex:



H. Performance of share price in comparison to NSE Nifty:



I. Registrar & Transfer Agents (RTA)

Sharepro Services (India) Private Limited, Mumbai

J. Share Transfer System

Due to mandatory provisions of SEBI and upon the instructions of BSE Ltd. and National Stock Exchange of India Ltd., the Company has appointed a common agency as a single point for physical and demat registry work. The Company has appointed M/s. Sharepro Services (India) Pvt. Ltd., as its Registrar and Transfer Agent w.e.f. 26th March 2010. All the shareholders of the Company are therefore requested to correspond directly with them on the matters related to both transfer of shares as well as for demat of the shares of the Company. Their address for correspondence mentioned in sub point 'R' given herein after.

In view of the above, the work for transfer of shares in physical form is also being carried out at the above address.

K. Distribution of Shareholdings as on 31st March 2014

No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
1 to 2500	7137	95.42	2157587	4.62
2501 to 5000	117	1.56	447688	0.96
5001 to 10000	62	0.83	471846	1.01
10001 to 15000	19	0.25	239701	0.51
15001 to 20000	12	0.16	210583	0.45
20001 to 25000	15	0.20	352587	0.76
25001 to 50000	23	0.31	927766	1.99
50001 & Above	95	1.27	41875692	89.70
Total	7480	100	46683450	100

L. Categories of Shareholders as on 31st March 2014

Category	No. of Shares	% of Shareholding
Indian Promoters and Group	27971990	59.92
Mutual Fund	118923	0.25
Banks, Financial Institutions	330	0.00
Corporate Bodies	849810	1.82
FII	6069325	13.00
NRI	357368	0.77
Indian Public	11315704	24.24
Total	46683450	100.00

M. Dematerialization of Shares and liquidity

The Equity Shares of the Company are compulsorily to be traded in the dematerialized form by all the investors' w.e.f 26th March 2001. The Company has entered into an agreement with both National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) whereby the shareholders have an option to dematerialize their shares with either of the depository.

The Demat ISIN No. for both NSDL and CDSL for the Company's Equity shares is INE703B01027.

Status of Dematerialization of the Company's Equity shares as on 31st March 2014 is as under:

Particulars	No. of shares as on	% of Total Capital as on	No. of Shareholders as on
	31/03/2014	31/03/2014	31/03/2014
1. National Securities Depository Ltd.	43445065	93.06	4062
2. Central Depository Services (India) Ltd.	2287059	4.90	1617
3. Total Dematerialized shares	45732124	97.96	5679
4. Physical	951326	2.04	1801
Total	46683450	100	7480

N. Corporate Benefits to Shareholders

a. Dividend declared for the last seven years

Financial Year	Dividend Declaration Date	Dividend Per Equity Share (₹)	Dividend Rate (%)	Face Value Per Equity Share (₹)
2012-2013	12/08/2013	4	200	2
2011-2012	26/09/2012	3	150	2
2010-2011	18/08/2011	2.5	125	2
2009-2010	27/08/2010	2.2	110	2
2008-2009	15/09/2009	1.8	90	2
2007-2008	23/09/2008	7	70	10
2006-2007	07/09/2007	5	50	10

b. Transfer of Unclaimed amounts to Investor's Education and Protection Fund

All unclaimed / unpaid dividend amount up to financial year 2005 - 2006 have been transferred to Investors Education & Protection Fund and no claim will lie against the Company or the funds in respect of the unclaimed amount so transferred.

O. ECS / NECS Facilities

In order to enable usage of electronic payment instruments for distribution of corporate benefits, the shareholders are requested to ensure that their correct bank account particulars are available in the database of depositories, in the case the shares are held in Dematerialised form and with the Company's Registrar and Transfer Agent in the case the shares are held in Physical form.

The Company uses National Electronic Clearing Services (NECS), which has replaced "Electronic Clearing Services" (ECS) for remitting dividend to shareholder wherever available. The advantage of NECS over ECS including faster credit of remittance to the beneficiary's account, coverage of more bank branches and ease of operations. NECS operates on new and unique bank account number allotted by the banks post implementations of Core Banking Solutions (CBS). Members are requested to provide their new account number allotted to them by their respective banks after implementation of CBS to the Company in case shares are held physically and to the depository participants in respect of shares held by them in dematerialized form.

Shareholders holding shares in physical form, who wish to avail NECS facility, may send their Mandate in the prescribed format to our Share Registrar & Transfer Agent, M/s. Sharepro Services (India) Pvt. Ltd.

P. Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity

– NIL –

Q. Plant Locations

SS Division	Survey No. 769, Ahmedabad-Mehsana Highway, Village-Indrad, Nr. Chhatral GIDC, Taluka – Kadi, Dist. Mehsana, Pin code – 382 729, Gujarat
CS Division	Plot No. 3306 to 3309, GIDC Estate, Phase IV, Ahmedabad-Mehsana Highway, P.O. Chhatral, Taluka – Kalol, Dist.: Gandhinagar Pin code-382 729, Gujarat.
Kutch Division	Survey No. 474, Village: Bhimasar, Tal. Anjar,
(SS Div. & CS Div.)	Dist. Kutch, Gujarat

R. Address for Correspondence

17, Rajmugat Society, Naranpura Char Rasta, Ankur Road, Naranpura, Ahmedabad – 380013
Shareholder correspondence may be directed to the Company's Registrar and Share Transfer Agent (RTA), whose address is given below:

RTA's REGISTERED OFFICE ADDRESS	RTA's AHMEDABAD BRANCH ADDRESS
Sharepro Services (India) Private Limited Unit: Ratnamani Metals & Tubes Limited 13 AB, Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri – Kurla Road, Sakinaka, Andheri (E), Mumbai – 400 072 Tel. No. – (022) 6772 0300 / 6772 0400 Fax No. – (022) 28591 568 Email: sharepro@shareproservices.com	M/s. Sharepro Services (India) Private Limited Unit: Ratnamani Metals & Tubes Limited Devnandan Mega Mall, Office No. 416-420, 4th Floor, Opp. Sanyas Ashram, Ashram Road Ahmedabad - 380006 Tel. No.- (079) 26582381-82-83-84 Fax No.- (079) 26582385 Contact Person: Mr. Wilson Gohil E-mail : sharepro.ahmedabad@shareproservices.com

10) CORPORATE ETHICS

1. Code of Conduct for Board Members and Senior Management

The Board has formulated Code of Conduct for all Board members and Senior Management of the Company and the same is posted on the website of the Company. All the Board members and Senior Management personnel have affirmed compliance with the said code of conduct during the year 2013-14.

Declaration of Compliance with the Code of Conduct / Ethics

In this connection, a declaration signed by the Compliance Officer in terms of the Listing Agreement addressed to the Board of Directors is given below:

"It is hereby declared that the Company has obtained from all Members of the Board and Senior Management affirmation that they have complied with the Code of Conduct for Directors and Senior Management of the Company for the year 2013-14."

2. Code of Conduct for prevention of Insider Trading

The Company has formed Code of Conduct for prevention of Insider Trading as required by SEBI (Prohibition of Insider Trading) Regulations 1992 as amended from time to time. The code ensures prevention of dealing in Company's shares by persons having access to unpublished price sensitive information.

3. Reconciliation of Share Capital Audit Report

As stipulated by SEBI, a qualified practicing Company Secretary carries out Secretarial Audit to reconcile total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The audit is carried out every quarter and the report thereon is submitted to the listed Stock Exchanges. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

4. Internal Checks

The Company has both external and internal audit systems in place. The Company has adequate Internal Control Systems to ensure that all assets are safeguarded and transactions are authorised, recorded and reported properly. The Internal Controls are periodically reviewed to enhance efficiency and to ensure statutory compliances. The Internal Audit plan is designed in consultation with the Statutory Auditors and Audit Committee. Regular operational and transactional audits are conducted by professionally qualified and technical persons and the results are used for effective control and improvements. Board and the management periodically review the findings and recommendation of Auditors and take corrective actions wherever necessary.

5. Certification by Practicing Company Secretary

As required under clause 49 of the Listing Agreement, the Company has obtained a certificate from the practicing Company secretary M/s M. C. Gupta & Co., regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 which is annexed herewith and forms part of the Annual Report.

ANNEXURE: D

DISCLOSURES REGARDING STOCK OPTIONS

During the year 2006-07, the Company had Introduced Employee Stock Option Scheme (ESOS 2006) for the benefit of employees of the Company. Pursuant to the applicable requirements of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the SEBI Guidelines"), following disclosures are made in connection with Employees Stock Option Scheme (ESOS 2006) :

The details of options granted under Employee Stock Option Scheme 2006 are given in the table:

Particulars	ESOS 2006																										
a. Total Options authorized by the Plan	22,50,000																										
b. The Pricing Formula	₹ 59.40/- (plus applicable taxes) which is 75% of the average of daily closing price of equity shares of the Company during 30 days preceding the date of grant of options as quoted on the Stock Exchange, Mumbai																										
c. Options Vested	22,50,000																										
d. Options Exercised	16,83,450																										
e. Total number of shares arising as a result of exercise of Options	16,83,450																										
f. Options lapsed	NIL																										
g. Variation of terms of options	NIL																										
h. Money realized by exercise of Options	₹ 33,66,900/- Share capital ₹ 9,66,300,30/- Share premium																										
i. Total No. of Options in force	5,66,550																										
j. Employee wise details of Options granted to																											
a. Senior Management Personnel:	<table> <tr> <th>Name</th><th>Options granted</th></tr> <tr> <td>Shri D. C. Anjaria</td><td>25000</td></tr> <tr> <td>Dr. V. M. Agrawal</td><td>25000</td></tr> <tr> <td>Shri P. M. Mehta</td><td>25000</td></tr> <tr> <td>Shri A. J. Vora</td><td>25000</td></tr> <tr> <td>Shri D. N. Patel</td><td>25000</td></tr> <tr> <td>Shri R. S. Patel</td><td>25000</td></tr> <tr> <td>Shri P. H. Bhat</td><td>25000</td></tr> <tr> <td>Shri Vimal Katta</td><td>25000</td></tr> <tr> <td>Shri B. Ranganath (Since Retired)</td><td>17500</td></tr> <tr> <td>Shri M. S. Randhawa</td><td>25000</td></tr> <tr> <td>Shri T. Venugopal</td><td>25000</td></tr> <tr> <td>Shri V. C. Bhagat (Since Retired)</td><td>20000</td></tr> </table>	Name	Options granted	Shri D. C. Anjaria	25000	Dr. V. M. Agrawal	25000	Shri P. M. Mehta	25000	Shri A. J. Vora	25000	Shri D. N. Patel	25000	Shri R. S. Patel	25000	Shri P. H. Bhat	25000	Shri Vimal Katta	25000	Shri B. Ranganath (Since Retired)	17500	Shri M. S. Randhawa	25000	Shri T. Venugopal	25000	Shri V. C. Bhagat (Since Retired)	20000
Name	Options granted																										
Shri D. C. Anjaria	25000																										
Dr. V. M. Agrawal	25000																										
Shri P. M. Mehta	25000																										
Shri A. J. Vora	25000																										
Shri D. N. Patel	25000																										
Shri R. S. Patel	25000																										
Shri P. H. Bhat	25000																										
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Shri M. S. Randhawa	25000																										
Shri T. Venugopal	25000																										
Shri V. C. Bhagat (Since Retired)	20000																										

b. Any other employee who receives a grant in any one year of option amounting to 5% or more of Options granted during that year.	No employee has received grant of options amounting to 5% or more.
c. Identified employees who were granted Options, during one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	There is no employee who has been granted during 1 year equal to or exceeding 1% of the issued capital
k. Diluted Earning Per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earnings per Share'	₹ 30.49

The Company has used 'intrinsic value' method as defined in SEBI Guidelines. The disclosure under clause (l), (m) and (n) are not required to be made as the fair value of the options is less than intrinsic value.

Note: The number of options granted and vested, and the price per option are adjusted on account of sub-division of Equity Share having face value of ₹ 10/- each into five Equity Shares of face value ₹ 2/- each.

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To the Members of
Ratnamani Metals and Tubes Limited

We have examined the compliance of the conditions of Corporate Governance by Ratnamani Metals and Tubes Limited ("the Company"), for the year ended on 31st March 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M.C.GUPTA & CO.,
Company Secretaries

Place : Ahmedabad
Date : 9th June, 2014

Mahesh C. Gupta
Proprietor
FCS: 2047 (CP: 1028)



FINANCIAL SECTION

INDEPENDENT AUDITOR'S REPORT

To the Members of Ratnamani Metals & Tubes Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Ratnamani Metals & Tubes Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 1956, read with General Circular 8/2014 dated April 4, 2014 issued by the Ministry of Corporate Affairs. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Companies Act, 1956 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of Section 211 of the Companies Act, 1956, read with General Circular 8/2014 dated April 4, 2014 issued by the Ministry of Corporate Affairs;
 - (e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No : 101049W

per Arpit K. Patel
Partner
Membership No. 34032

Place: Ahmedabad
Date: May 21, 2014

For Mehta Lodha & Co.
Chartered Accountants
ICAI Firm Registration No : 106250W

per Prakash D. Shah
Partner
Membership No. 34363

Place: Ahmedabad
Date: May 21, 2014

Annexure referred to in paragraph 1 of our report of even date

Re : Ratnamani Metals & Tubes Limited ('the Company')

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) There was no substantial disposal of fixed assets during the year.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such physical verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. Discrepancies noted on physical verification of inventories were not material, and have been properly dealt with in the books of account.
- (iii) According to the information and explanations given to us, the Company has not granted or taken any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii) (a) to (g) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the company in respect of these areas.
- (v) According to the information and explanations provided by the management, we are of the opinion that there are no particulars of contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause (v)(b) of the Companies (Auditors Report) Order, 2003 (as amended), are not applicable to the Company and hence not commented upon.
- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size of the Company and nature of its business.
- (viii) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956, related to the manufacture of steel tubes and pipes, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (ix) (a) Undisputed statutory dues including provident fund, investor education and protection fund, Employees' state Insurance, Income-tax, sales tax, customs duty, excise duty and other material statutory dues have generally been regularly deposited with the appropriate authorities though there is slight delay in a few cases.

- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, service tax, sales tax, customs duty, excise duty and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, the dues outstanding of income tax, sales-tax, wealth tax, service tax, custom duty, excise duty and cess on account of any dispute, are as follows:

Name of statute	Nature of dues	₹ in Lacs	Period to which the amount relates	Forum Where dispute is pending
Central Excise Act, 1944	Excise duty	41.74	July 2006 to May 2007	Assistant Commissioner
		8.76	March 2010 to April 2010	Central Excise and Service tax Appellate Tribunal
		3,244.04	March 2005 to November 2007	Central Excise and Service tax Appellate Tribunal
The Finance Act (Service Tax), 1994	Service Tax	4.26	December 2006 to December 2008	Central Excise and Service tax Appellate Tribunal
		11.26	April 2006 to March 2007	Central Excise and Service tax Appellate Tribunal
Customs Act, 1962	Tax and penalty	8,474.79	April 2007 to February 2012	Central Excise and Service tax Appellate Tribunal
Employees State Insurance Scheme	Tax	241.81	November 1991 to March 2014	Hon'ble High Court of Gujarat
Consolidated Notified Area Tax- GIDC	Tax	8.57	April 2005 to March 2014	Hon'ble High Court of Gujarat
Central Sales Tax Act, 1956	Tax	33.00	April 2006 to March 2008	Joint Commissioner (Appeals)
		41.30	April 2008 to March 2009	
		33.32*	April 2009 to March 2010	Dy. Commissioner (Appeals)
Gujarat Value Added Tax, 2003	Tax and Interest	119.84	April 2008 to March 2009	Dy. Commissioner (Appeals)
		0.71 #	April 2009 to March 2010	

* Subsequent to year end, the Company has paid ₹ 8.32 lacs for filing an appeal.

Subsequent to year end, the Company has paid ₹ 0.71 lacs for filing an appeal.

- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- (xi) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution or bank.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.

- (xvi) Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
 - (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
 - (xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
 - (xix) The Company did not have any outstanding debentures during the year.
 - (xx) The Company has not raised any money through a public issue during the year.
 - (xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.
-

For S. R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No : 101049W

For Mehta Lodha & Co.
Chartered Accountants
ICAI Firm Registration No : 106250W

per Arpit K. Patel
Partner
Membership No. 34032

per Prakash D. Shah
Partner
Membership No. 34363

Place: Ahmedabad
Date: May 21, 2014

Place: Ahmedabad
Date: May 21, 2014

Balance Sheet as at 31st March, 2014

		(₹ in Lacs)	
Particulars	Note	As at 31-03-2014	As at 31-03-2013
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	933.67	928.31
Reserves and Surplus	4	75,719.86	63,743.09
		76,653.53	64,671.40
Non-current Liabilities			
Long-term Borrowings	5	1,613.07	4,201.75
Deferred Tax Liabilities (net)	6	4,668.06	3,995.87
		6,281.13	8,197.62
Current Liabilities			
Short-term Borrowings	7	5,686.63	7,725.69
Trade Payables	8	15,310.00	10,059.79
Other Current Liabilities	9	7,370.28	8,907.20
Short-term Provisions	10	3,459.24	3,307.09
		31,826.15	29,999.77
Total		1,14,760.81	1,02,868.79
ASSETS			
Non-current Assets			
Fixed Assets			
Tangible Assets	11	43,942.58	38,757.83
Intangible Assets	11	239.82	290.65
Capital Work-in-Progress		1,298.74	2,285.58
		45,481.14	41,334.06
Non-current Investments	12	0.95	0.90
Loans and Advances	17	798.53	894.84
		46,280.62	42,229.80
Current Assets			
Current Investments	13	5,405.28	2,910.52
Inventories	14	25,171.54	23,273.43
Trade Receivables	15	27,811.20	25,118.87
Cash and Bank Balances	16	4,341.19	6,003.59
Short-term Loans and Advances	17	5,569.18	3,156.64
Other Current Assets	18	181.80	175.94
		68,480.19	60,638.99
Total		1,14,760.81	1,02,868.79

Summary of Significant Accounting Policies 2.1
The accompanying notes are integral part of the Financial Statements.

As per our report of even date

For Mehta Lodha & Co.
Chartered Accountants
ICAI Firm Registration No: 106250W
per PRAKASH D. SHAH
Partner
Membership No. 34363

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration No: 101049W
per ARPIT K. PATEL
Partner
Membership No. 34032

For Ratnamani Metals & Tubes Limited

P. M. SANGHVI
Chairman and
Managing Director

S. M. SANGHVI
Whole Time Director

DR. V. M. AGRAWAL
Director

VIMAL KATTA
Vice President (Finance)

J. M. SANGHVI
Whole Time Director

D. C. ANJARIA
Director

P. M. MEHTA
Director

RAJEEV MUNDRA
Company Secretary

Place : Ahmedabad
Date : May 21, 2014

Statement of Profit & Loss for the Year Ended on 31st March 2014

		(₹ in Lacs)	
Particulars	Note	Year ended 31-03-2014	Year ended 31-03-2013
INCOME			
Revenue from Operations (gross)	19	1,40,902.36	1,27,604.16
Less:- Excise Duty		8,291.87	7,491.41
Revenue from Operations (net)		1,32,610.49	1,20,112.75
Other Income	20	1,373.85	1,827.24
Total Revenue		1,33,984.34	1,21,939.99
EXPENSES			
Cost of Raw Materials Consumed	21	80,979.62	74,682.83
Purchase of Stock-in-trade	22.1	2,289.17	476.60
Changes in Inventories of Finished Goods & Work-in-Progress	22	790.87	(1,177.72)
Employee Benefits Expense	23	7,892.99	7,211.98
Finance Costs	24	1,033.95	1,213.66
Depreciation / amortisation	11	4,586.48	4,247.25
Other Expenses	25	14,989.07	15,134.26
Total Expenses		1,12,562.15	1,01,788.86
Profit Before Tax		21,422.19	20,151.13
Tax Expense			
Current Tax		6,476.04	6,232.07
Excess Provision for Current Tax of earlier years		(6.86)	(105.39)
Deferred Tax Expense		672.19	429.45
Profit After Tax		14,280.82	13,595.00
Earning Per Equity Share (₹) of face value of ₹ 2/- each:	37		
Basic		30.74	29.29
Diluted		30.49	29.14

Summary of Significant Accounting Policies 2.1

The accompanying notes are integral part of the Financial Statements.

As per our report of even date

For Mehta Lodha & Co.
 Chartered Accountants
 ICAI Firm Registration No: 106250W
per PRAKASH D. SHAH
 Partner
 Membership No. 34363

For S.R. Batliboi & Associates LLP
 Chartered Accountants
 ICAI Firm Registration No: 101049W
per ARPIT K. PATEL
 Partner
 Membership No. 34032

For Ratnamani Metals & Tubes Limited

P. M. SANGHVI
 Chairman and
 Managing Director

S. M. SANGHVI
 Whole Time Director

DR. V. M. AGRAWAL
 Director

VIMAL KATTA
 Vice President (Finance)

J. M. SANGHVI
 Whole Time Director

D. C. ANJARIA
 Director

P. M. MEHTA
 Director

RAJEEV MUNDRA
 Company Secretary

Place : Ahmedabad
 Date : May 21, 2014

Cash Flow Statement for the year 2013-14

(₹ in Lacs)

Particulars	2013-14	2012-13
A: CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax as per Statement of Profit and Loss	21,422.19	20,151.13
Adjusted For:		
Loss on Sale / Discard of Assets & Capital Work-in-Progress (net)	237.72	137.94
Depreciation / amortisation	4,586.48	4,247.25
Dividend Income	(365.76)	(563.49)
Interest Income	(977.02)	(1,097.21)
Unrealised Foreign Exchange Loss / (Gain)	(63.28)	78.03
Bad debts / sundry balances written off	91.91	119.75
Provision for doubtful debts	243.21	-
Interest Expenses	580.56	895.92
Operating Profit before working capital changes	25,756.01	23,969.32
Adjusted For:		
Decrease / (Increase) in trade receivables	(3,027.45)	(2,338.75)
Decrease / (Increase) in inventories	(1,898.11)	5,107.18
Decrease / (Increase) in short term loans and advances	(2,412.54)	(1,089.17)
Decrease / (Increase) in long term loans and advances	(294.53)	6.55
Decrease / (Increase) in other current assets	(62.15)	23.84
Increase / (Decrease) in trade payables	5,250.21	508.53
Increase / (Decrease) in other current liabilities	(918.69)	2,974.32
Increase / (Decrease) in short term provisions	37.19	(104.82)
Cash Generated from Operations	22,429.94	29,057.00
Direct Taxes Paid	(6,475.71)	(5,467.47)
Net Cash Generated from Operating Activities	15,954.23	23,589.53
B: CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets, including CWIP and capital advances	(7,961.82)	(5,769.85)
Proceeds from Sale of Fixed Assets	44.30	48.93
Sales / (Purchase) of Investments (net)	(2,494.81)	(2,260.14)
Increase in Investments in Bank Deposits (having maturity of more than three months)	(1,840.58)	3.63
Dividend Income	365.76	563.49
Interest Income	1,033.31	1,121.17
Net Cash (used in)/generated from Investing Activities	(10,853.84)	(6,292.77)
C: CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Shares	159.09	-
Repayment of Long Term Borrowings	(4,016.23)	(1,612.57)
Short Term Borrowings (net)	(1,892.60)	(14,336.28)
Dividend paid (including Dividend Distribution Tax)	(2,172.15)	(1,618.36)
Interest Paid	(598.29)	(791.44)
Net Cash (used in) Financing Activities	(8,520.18)	(18,358.65)

Cash Flow Statement for the year 2013-14

	(₹ in Lacs)	
Particulars	2013-14	2012-13
Net (Decrease) / Increase in Cash and Cash Equivalents	(3,419.80)	(1,061.89)
Effect of Exchange difference on cash and Cash equivalents held in foreign currency	(83.18)	-
Opening Balance of Cash and Cash Equivalents	5,996.70	7,058.59
Closing Balance of Cash and Cash Equivalents (Refer note no. 16)	2,493.72	5,996.70
Components of cash and cash equivalents		
Balances with Banks in Current Accounts	527.09	1,988.85
Deposits with original maturity of less than three months	1,900.00	3,950.00
Balances with Banks earmarked for Unpaid Dividend	57.60	45.78
Cash in Hand	9.03	12.07
Total cash and cash equivalents (note 16)	2,493.72	5,996.70

As per our report of even date

For Mehta Lodha & Co.
 Chartered Accountants
 ICAI Firm Registration No: 106250W

per PRAKASH D. SHAH
 Partner
 Membership No. 34363

For S.R. Batliboi & Associates LLP
 Chartered Accountants
 ICAI Firm Registration No: 101049W

per ARPIT K. PATEL
 Partner
 Membership No. 34032

For Ratnamani Metals & Tubes Limited

P. M. SANGHVI
 Chairman and
 Managing Director

S. M. SANGHVI
 Whole Time Director

DR. V. M. AGRAWAL
 Director

VIMAL KATTA
 Vice President (Finance)

J. M. SANGHVI
 Whole Time Director

D. C. ANJARIA
 Director

P. M. MEHTA
 Director

RAJEEV MUNDRA
 Company Secretary

Place : Ahmedabad
 Date : May 21, 2014

Notes to Financial Statements for the Year ended 31st March, 2014

1 CORPORATE INFORMATION

Ratnamani Metals & Tubes Limited (the Company) is a public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on two stock exchanges in India. The Company is engaged in the manufacturing of stainless steel pipes and tubes and carbon steel pipes at Kutch, Indrad and Chhatral in the state of Gujarat. The Company caters to both domestic and international markets.

2 BASIS OF ACCOUNTING

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956 as adopted consistently by the Company. The financial statements have been prepared on an accrual basis and under the historical cost convention.

2.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES :

a. USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets and / or liabilities in future periods.

b. TANGIBLE FIXED ASSETS

Fixed assets are stated at cost less accumulated depreciation, impairment losses, and net of tax / duty / credits availed, if any. Cost comprises the purchase price and any attributable cost of bringing an assets to its working condition for its intended use.

The company adjusts exchange differences arising on translation / settlement of long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining life of the asset. In accordance with MCA circular dated 09 August 2012, exchange differences adjusted to the cost of fixed assets are total differences, arising on long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset, for the period. In other words, the company does not differentiate between exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost and other exchange difference.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing assets beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period for which such expenditure are incurred.

Gain or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognized in the Statement of Profit and Loss as and when the assets is derecognized.

Notes to Financial Statements for the Year ended 31st March, 2014

c. INTANGIBLE FIXED ASSETS

Intangible Assets are carried at cost less accumulated amortisation and accumulated impairment, if any. Intangible assets are amortised on a straight-line basis over six years.

d. DEPRECIATION

Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on those prescribed under the Schedule XIV to the Companies Act, 1956, except in respect of following fixed assets:

- (i) The amount of Long Term Lease hold land: It is amortised in equal installments during the last fifteen years of the residual lease period.
- (ii) Furnace and X-ray machines are depreciated at an annual rate of 20% to bring the depreciation rates in line with the useful life of assets as estimated by the management.

Individual assets not exceeding ₹ 5,000 are depreciated fully in the year of purchase.

e. INVESTMENTS

Investments that are readily realisable and intended to be held for not more than a year from the date on which investments are made are classified as current investments. All other investments are classified as non-current investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Non-current investments are carried at cost. Diminution in value, if any, which is of temporary nature, is not provided.

f. INVENTORIES

Raw materials, work-in-process, finished goods, components, stores and spares are valued at lower of cost and net realizable value after providing for obsolescence and other losses, where-ever considered necessary. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Scrap is valued at net realisable value. Cost is determined on a Weighted Average method.

Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity, incurred in bringing them in their respective present location and condition. Cost of finished goods includes excise duty.

Net realizable value is the estimated selling price in the ordinary course of business.

g. REVENUE

- i) Revenue from operations is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations (gross) & Income from operations (gross) represents the amounts receivable for goods and services sold including excise duty thereon, Export incentives and VAT / CST incentives in respect of Kutch Unit but excludes VAT / CST, trade discounts & other taxes, adjustments for late delivery charges and material returned / rejected.

Interest income is recognized on time proportion basis taking into account the amounts outstanding and the rates applicable.

Notes to Financial Statements for the Year ended 31st March, 2014

- ii) The Company accounts for pro forma credits, refunds of duty of customs or excise, or refunds of sales tax in the year of admission of such claims by the concerned authorities. Benefits in respect of Export Licenses are recognised on application. Export benefits are accounted for as other operating income in the year of export based on eligibility and when there is no uncertainty on receiving the same.
- iii) Dividend is recognized when the Company's right to receive dividend is established by the balance sheet date.
- iv) Revenue from windmill is recognised on unit generation basis.

h. EXCISE DUTY

Excise duty is accounted on the basis of both, payment made in respect of goods cleared / Services provided and provided on manufactured goods remaining in the inventory is included as a part of valuation of finished goods and scrap.

i. EMPLOYEE BENEFITS

Retirement benefits in the form of provident fund and superannuation fund are defined contribution plans. The company has no obligation, other than the contributions payable to provident fund and super-annuation fund. The company recognises contribution payable to these funds as an expenditure, when an employee renders the related service.

In respect of gratuity liability, the Company operates defined benefit plan. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each year-end. Actuarial valuation is carried out using the projected unit credit method. Based on the determined valuation, the Company recognizes the amount in full to the statement of profit and loss account. Actuarial gain and loss is recognise in full in the period in which they occur in the statement of profit and loss.

The liability in respect of unused leave entitlement of the employees as at the reporting date is determined on the basis of an independent actuarial valuation carried out and the liability is recognized in the Statement of Profit and Loss. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Actuarial gain and loss is recognise in full in the period in which they occur in the statement of profit and loss.

ESOS :

In respect of Employees Stock Options, the excess of fair price on the date of grant over the exercise price is recognised as deferred compensation cost amortised over the vesting period.

j. INCOME TAXES

Tax expenses comprise current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

Notes to Financial Statements for the Year ended 31st March, 2014

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The Company restricts recognition of deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

At each reporting date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

k. FOREIGN CURRENCY TRANSACTIONS

- i) Foreign currency transactions are accounted at exchange rates prevailing on the date the transactions take place or that approximates the actual rate on the date of the transaction. All exchange differences arising in respect of foreign currency transactions are dealt with in statement of profit & loss except in respect of long term liabilities incurred for acquiring fixed assets, in which case such differences are adjusted in the carrying amount of the respective fixed assets and depreciated over the remaining useful life of the assets.
- ii) All monetary foreign currency assets and liabilities, if any, as at the Balance Sheet date are restated at the applicable exchange rates prevailing on the reporting date of financial statements.

l. FOREIGN EXCHANGE CONTRACT ENTERED INTO TO HEDGE FOREIGN CURRENCY RISK OF AN EXISTING ASSETS / LIABILITIES

In respect of forward contracts, the premium or discount is amortise over the period of forward contract and the proportionate premium / discount for the period up to the reporting date of Balance Sheet is recognized in the statement of profit and loss. The exchange difference measured by the exchange rate between the inception of the forward contract and reporting date of Balance Sheet is applied on foreign currency amount of the forward contract and exchange difference on such contracts, are recognized in the statement of Profit and Loss in the period in which the exchange rates changes. Any profit or loss arising on cancellation or renewal of such forward exchange contracts is also recognized as income or expense for the period.

Notes to Financial Statements for the Year ended 31st March, 2014

m. FINANCE COSTS

Finance costs includes interest, bank charges, amortisation of ancilliary costs incurred in connection with the arrangement of borrowing.

Finance costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing cost are charged to statement of profit and loss.

n. IMPAIRMENT OF ASSETS

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the assets. If such recoverable amount of the assets is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

o. PROVISIONS

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

p. CONTINGENT LIABILITY

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements. A contingent assets is neither recognized not disclosed.

q. SEGMENT REPORTING

The Company's operating businesses are organised and managed separately according to the nature of products provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segment is based on the geographical location of the customers.

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

Notes to Financial Statements for the Year ended 31st March, 2014

r. EARNING PER SHARE

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for issue of shares under Employee Stock Option Scheme-2006 that have changed the number of equity shares outstanding.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

s. CASH AND CASH EQUIVALENT

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

t. CASH FLOW STATEMENT

Cash flow statement is prepared using the indirect method, whereby profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the Company are segregated based on the available information.

u. OPERATING LEASE

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Notes to Financial Statements for the Year ended 31st March, 2014

(₹ in Lacs)

Note No	Particulars	As at 31-03-2014	As at 31-03-2013
3. SHARE CAPITAL			
	Authorised		
	7,50,00,000 (7,50,00,000)	1,500.00	1,500.00
	Equity Shares of ₹ 2/- each (P.Y. ₹ 2/- each)		
	Issued, Subscribed and Paid-up		
	4,66,83,450 (4,64,15,609)	933.67	928.31
	Equity Shares of ₹ 2/- each (P.Y. ₹ 2/- each)		
		933.67	928.31
3.1 Reconciliation of the Equity Shares outstanding at the beginning and at the end of the reporting period			
	(Figures are ₹ in lacs)		
	At the beginning of the year	928.31	928.31
	Add:- Issued during the year- ESOS	5.36	-
	Outstanding at the end of the year	933.67	928.31
	(Figures of shares are in numbers)		
	At the beginning of the year	46,415,609	46,415,609
	Add : Shares issued on exercise of Employee Stock Options	2,67,841	-
	Equity Shares at the end of the year	46,683,450	46,415,609

3.2 Terms / Rights attached to Equity Shares

The Company has only one class of Equity Shares having a par value of ₹ 2/- per share. Each holder of Equity Shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the Shareholders at the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by Share holders.

3.3 Details of Shareholders holding more than 5% Equity Shares in the Company

Name of the Share holder	No. of Shares	% held	No. of Shares	% held
Nalanda India Equity Fund Limited	39,066,64	8.37%	39,066,64	8.42%
Prakash M Sanghvi	36,723,65	7.87%	35,197,68	7.58%
Jayanti M Sanghvi	25,064,35	5.37%	25,064,35	5.40%

3.4 Shares Reserved for issue under option

The Company reserved Issuance of 22,50,000 (P. Y. 22,50,000) Equity Shares of ₹ 2/- each for offering to eligible employees of the Company under Employees Stock Option Scheme 2006 at a price of ₹ 59.40 per option plus all applicable taxes, as may be levied in this regard on the Company. The options were granted on 31st October, 2006 and have vested completely. Out of the reserved Equity Shares, 16,83,450 Equity Shares (P. Y. 14,15,609) have been issued till date. The maximum exercise period is 8 years from the date of grant of options. (Also refer note no. 30)

Notes to Financial Statements for the Year ended 31st March, 2014

(₹ in Lacs)

Note No	Particulars	As at 31-03-2014	As at 31-03-2013
4.	RESERVES AND SURPLUS		
	Capital Reserve as per last year	490.04	490.04
	Securities Premium		
	Balance as per last year	2,026.65	2,026.65
	Add:- On issue of Shares	216.41	-
	General Reserve		
	Balance as per last year	43,503.01	37,503.01
	Add:- Transferred from		
	Statement of Profit and Loss	9,000.00	6,000.00
	Amalgamation reserve on		
	amalgamation during 1997-98 of:		
	- Ratnamani Engineering Ltd.	386.67	386.67
	- Ratnamani Fine Tubes Pvt Ltd.	5.44	5.44
	Employee Stock Options		
	Balance as per last year	195.25	195.25
	Less:- Transferred to Securities		
	Premium on exercise of options	62.68	-
	Surplus in the Statement of Profit and Loss		
	Balance as per last year	17,136.03	11,713.18
	Profit for the year	14,280.82	13,595.00
	Less:- Appropriations		
	Proposed Dividend	2,100.76	1,856.62
	(Amount per Share ₹ 4.50 (P.Y. ₹ 4.00))		
	Tax on Proposed Dividend	357.02	315.53
	Transferred to General Reserve	9,000.00	6,000.00
	Total Appropriations	11,457.78	8,172.15
	Net Surplus in the Statement of Profit and Loss	19,959.07	17,136.03
		75,719.86	63,743.09

5. LONG TERM BORROWINGS (SECURED)

	Non-Current	Current	Non-Current	Current
External (Foreign) Commercial				
Borrowings from Banks	1,613.07	806.53	4,201.75	1,623.53
Less:-Amount disclosed under the head				
Current Liabilities	-	806.53	-	1,623.53
(Refer note No. 9)				
	1,613.07	-	4,201.75	-

- External (Foreign) Commercial Borrowing of ₹ Nil Lacs (P.Y. ₹ 2,898.35 Lacs) from ICICI Bank Ltd. Hong Kong branch is carrying interest for the first seven years @3M Libor + 1.52% P.A., eighth year @3M Libor + 2.04% P.A., ninth year @3M Libor + 2.54% P.A. The loan is repayable in 32 quarterly installments of USD 4,06,250.00 each from 22.07.2008. The loan is secured by an exclusive charge over all the 8 windmills along with related equipments/ machineries situated at Moti Sindholi, Kutch, Gujarat and personal guarantee of Shri Prakash M. Sanghvi, Chairman and Managing Director of the Company.

Notes to Financial Statements for the Year ended 31st March, 2014

- External (Foreign) Commercial Borrowing of ₹ 2,419.60 Lacs (P.Y. ₹ 2,926.93 Lacs) from ICICI Bank Ltd. Hong Kong branch is carrying interest @ 6M Libor + 4.52% P.A. The loan is repayable in 12 half yearly installments of USD 6,66,666.67 each from 22.07.2011. The loan is secured by an exclusive charge over movable assets in respect of 3Layer PE Coating Line and Offline Welding & Finishing Lines for HSAW plant situated at Survey No. 474, Village Bhimasar, Tal. Anjar, Dist. Kutch.

(₹ in Lacs)

Note No	Particulars	As at 31-03-2014	As at 31-03-2013
6.	DEFERRED TAX LIABILITY		
	Fixed Assets: Impact of difference between tax depreciation and book depreciation	4,750.73	3,995.87
	DEFERRED TAX ASSETS		
	Impact of expenditure charged to the Statement of Profit and Loss but allowed for tax purpose on payment basis	(82.67)	-
		<u>4,668.06</u>	<u>3,995.87</u>
7.	SHORT TERM BORROWINGS		
	FROM BANKS - SECURED		
	Working Capital Loans (Refer note 7.1)		
	Cash Credit/Export Packing Credit facilities	945.08	42.99
	Working Capital Demand Loan	-	1,500.00
		<u>945.08</u>	<u>1,542.99</u>
	FROM BANKS - UNSECURED		
	Other Loans and Advances (Refer note 7.2)		
	Buyer's Credits in Foreign Currencies	4,741.55	6,182.70
		<u>5,686.63</u>	<u>7,725.69</u>
7.1	Working Capital Loans are secured by - i) Hypothecation of Inventories, Books Debts, all other movables; ii) Second charge on Fixed Assets of the Company except, a) 8 wind mills along with related equipments/ machineries situated at Moti Sindholi, Kutch, Gujarat and, b) movable assets in respect of 3Layer PE Coating Line and Offline Welding & Finishing Lines for HSAW plant situated at Survey No.474,village Bhimasar, Tal. Anjar, Dist. Kutch; iii) Personal guarantees of Sh. Prakash M. Sanghvi, Chairman and Managing Director, Sh. Jayanti.M. Sanghvi, Whole-time Director and Sh. Shanti M. Sanghvi, Whole-time Director, of the Company; iv) Joint equitable mortgage of all immovable properties held as free-hold and leasehold lands of the Company, except: a) Leasehold land related to 8 wind mills situated at Moti Sindholi, Kutch. b) Lease hold land situated at 3306-09, GIDC Chhatral, Taluka Kalol and c) 3Layer PE Coating Line and Offline Welding & Finishing Lines for HSAW plant situated at Survey No.474, Village Bhimasar, Tal. Anjar, Dist. Kutch.		
7.2	Other Loans and Advances from banks payable on demand are secured by personal guarantee of Sh. Prakash M. Sanghvi, Chairman and Managing Director of the Company.		
8.	TRADE PAYABLES		
	Trade Payables	Current 15,310.00	Current 10,059.79
		<u>15,310.00</u>	<u>10,059.79</u>

There are no Micro, Small and Medium Enterprise, as defined in the Micro, Small, Medium Enterprises Development Act, 2006, to whom the company owes dues on account of principal amount together with interest and accordingly no additional disclosure have been made. The above information regarding Micro, Small and Medium Enterprise has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors.

Notes to Financial Statements for the Year ended 31st March, 2014

(₹ in Lacs)

Note No	Particulars	As at 31-03-2014	As at 31-03-2013
9.	OTHER CURRENT LIABILITIES		
	- Current maturity of Long Term Borrowings (Refer note no. 5)	806.53	1,623.53
	- Interest Accrued but not due on Borrowings	62.85	80.58
	- Unpaid Dividend*	57.60	45.78
	- Other payable for capital expenditure	862.21	645.71
	- Others		
	- Interest free Advance from Customers	5,079.95	5,945.80
	- Security Deposits from Employees	3.18	4.82
	- Statutory dues payable	497.96	560.98
		<u>5,581.09</u>	<u>6,511.60</u>
		<u>7,370.28</u>	<u>8,907.20</u>

*Not due for credit to "Investor Education & Protection Fund"

10. SHORT TERM PROVISIONS

- Provision for Employee Benefits		
- Compensated Absences	111.20	139.99
- Gratuity Payable	64.95	0.97
- Other Provisions		
- Provision for Dividend	2,100.76	1,856.62
- Provision for Dividend Tax	357.02	315.53
- Provision for Income Tax (Net of Advance Tax and Tax deducted at Source)	802.31	972.98
- Provision for Wealth Tax	23.00	21.00
	<u>3,283.09</u>	<u>3,166.13</u>
	<u>3,459.24</u>	<u>3,307.09</u>

11. FIXED ASSETS

(₹ in Lacs)

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK		
	As at 01-04-2013	Additions / Adjustments	Disposals	As at 31-03-2014	As at 01-04-2013	For the Year	Deductions/ Adjustments	As at 31-03-2014	As at 31-03-2014	As at 31-03-2013	
TANGIBLE ASSETS (OWN):											
Lease Hold Land	35.03	-	-	35.03	-	-	-	-	35.03	35.03	
Freehold Land	196.92	-	-	196.92	-	-	-	-	196.92	196.92	
Buildings	10,810.17	1,078.71	-	11,888.88	1,741.74	322.84	-	2,064.58	9,824.30	9,068.43	
Plant & Machinery	51,540.65	8,283.37	114.32	59,709.70	23,397.51	3,993.96	107.70	27,283.77	32,425.93	28,143.14	
Furniture & Fixtures	586.89	87.63	-	674.52	232.94	31.85	-	264.79	409.73	353.95	
Office Equipments	785.67	55.75	-	841.42	417.76	55.21	-	472.97	368.45	367.91	
Vehicles	938.52	198.32	37.64	1,099.20	346.07	97.54	26.63	416.98	682.22	592.45	
TOTAL (A)	64,893.85	9,703.78	151.96	74,445.67	26,136.02	4,501.40	134.33	30,503.09	43,942.58	38,757.83	
INTANGIBLE ASSETS (OWN) :											
Software	462.33	34.24	-	496.57	171.68	85.07	-	256.75	239.82	290.65	
TOTAL (B)	462.33	34.24	-	496.57	171.68	85.07	-	256.75	239.82	290.65	
TOTAL (A+B)	65,356.18	9,738.02	151.96	74,942.24	26,307.70	4,586.47	134.33	30,759.84	44,182.40	39,048.48	
PREVIOUS YEAR	58,866.28	6,804.74	314.84	65,356.18	22,188.42	4,247.25	127.97	26,307.70	39,048.48		

Notes:

1. Additions include adjustment of ₹ 610.55 Lacs (PY: ₹ 443.73 Lacs) in plant and machinery on account of exchange difference capitalised in fixed assets.

Notes to Financial Statements for the Year ended 31st March, 2014

(₹ in Lacs)

Note No	Particulars	As at 31-03-2014	As at 31-03-2013
12	NON-CURRENT INVESTMENTS		
	(VALUED AT COST UNLESS STATED OTHERWISE)		
	NON-TRADE:		
	- Investment in Silver	0.84	0.79
	- Investment in Govt. Securities		
	National Savings Certificates	0.11	0.11
		<u>0.95</u>	<u>0.90</u>
13	CURRENT INVESTMENTS		
	(VALUED AT LOWER OF COST AND FAIR VALUE)		
	INVESTMENT IN MUTUAL FUNDS (QUOTED)		
	1,00,00,000 (P.Y. Nil) Units of ₹ 10 each in		
	SBI- L383G SDFS-366 Days 48-Reg-Growth	1,000.00	-
	1,00,00,000 (P.Y. Nil) Units of ₹ 10 each in		
	SBI- L390G SDFS-16 Months1-Reg-Growth	1,000.00	-
	INVESTMENT IN MUTUAL FUNDS (UNQUOTED)		
	3,39,424.790 (P. Y. 1,40,008.425)		
	Units of ₹ 10 each in SBI-Premier Liquid Fund		
	Daily Dividend Option	3,405.28	1,404.63
	Nil (P.Y. 1,49,111.189) Units of ₹ 10 each in		
	SBI-MICF Liquid FP Daily Dividend Option	-	1,505.89
		<u>5,405.28</u>	<u>2,910.52</u>
	Aggregate amount of quoted investments		
	(Market value : ₹ 2,049.64 (P.Y: ₹ Nil))	2,000.00	-
	Aggregate amount of unquoted investments	<u>3,405.28</u>	<u>2,910.52</u>
14	INVENTORIES (VALUED AT LOWER OF		
	COST AND NET REALIZABLE VALUE)		
	- Raw Materials		
	- Raw Materials	10,823.47	10,170.26
	- Raw Materials in Transit	<u>2,945.77</u>	<u>286.15</u>
		13,769.24	10,456.41
	- Work-in-Process	8,500.87	8,108.24
	- Finished Goods		
	- Finished Goods	823.79	2,585.19
	- Finished Goods in Transit	<u>563.04</u>	<u>-</u>
		1,386.83	2,585.19
	- Stores and Spares	1,492.40	2,116.25
	- Scrap	22.20	7.34
		<u>25,171.54</u>	<u>23,273.43</u>

Notes to Financial Statements for the Year ended 31st March, 2014

(₹ in Lacs)

Note No	Particulars	As at 31-03-2014		As at 31-03-2013	
		Non-Current	Current	Non-Current	Current
15	TRADE RECEIVABLES (Refer note no. 15.1)				
	(Unsecured, considered good unless stated otherwise)				
	Outstanding for a period exceeding six months from the date they are due for payment				
	- Considered good		186.69		534.03
	- Considered Doubtful		243.21		-
			429.90		534.03
	-Less: Provision for Doubtful Debt		243.21		-
			186.69		534.03
	Other receivables				
	- Considered good		27,624.51		24,584.84
			27,811.20		25,118.87
15.1	The amount of Trade receivable is net of Bills discounted of ₹ 3,387.30 Lacs (P.Y. ₹ 159.02 Lacs) with bankers and therefore the same is not shown as liability.				
16	CASH AND BANK BALANCES				
	CASH AND CASH EQUIVALENT				
	- Balances with Banks In Current Accounts	527.09		1,988.85	
	- Deposits with original maturity of less than three months	1,900.00		3,950.00	
	- Balances with Banks in Unpaid Dividend Accounts	57.60		45.78	
	- Cash in Hand	9.03	2,493.72	12.07	5,996.70
	OTHER BANK BALANCES				
	- Deposits with original maturity of more than three months but less than twelve months		1,847.47		6.89
			4,341.19		6,003.59
17	LOANS AND ADVANCES				
	(Unsecured - Considered good)	Non-Current	Current	Non-Current	Current
	- Security Deposits	462.65	118.84	170.10	26.60
	- Advances recoverable in cash or kind	-	3,683.60	-	1,362.73
	- Capital Advance	179.09	-	405.79	-
		641.74	3,802.44	575.89	1,389.33
	- Other Loans and Advances				
	- Advance Income Tax (net of provisions)	144.44	-	308.58	-
	- Prepaid Expenses	-	147.23	-	97.92
	- Loans to Employees	12.35	26.39	10.37	21.94
	- Balances with Excise Authorities	-	1,593.12	-	1,647.45
		156.79	1,766.74	318.95	1,767.31
		798.53	5,569.18	894.84	3,156.64
18	OTHER CURRENT ASSETS				
	- Interest accrued		95.30		151.59
	- Export benefits receivable		86.50		24.35
			181.80		175.94

Notes to Financial Statements for the Year ended 31st March, 2014

(₹ in Lacs)

Note No	Particulars	Year ended on 31-03-2014	Year ended on 31-03-2013
19	REVENUE FROM OPERATIONS		
	Sale of Products (Refer note no. 19.1)		
	- Finished Goods	1,29,651.02	1,17,115.63
	- Traded Goods	2,386.62	684.42
	Sale of Power generated from Wind Mills	1,579.06	1,542.40
	Sale of Services (Refer note no. 19.2)	1,876.88	3,691.34
		<u>1,35,493.58</u>	<u>1,23,033.79</u>
	Other Operating Revenue		
	- Scrap Sales	3,213.79	2,710.54
	- Others	2,194.99	1,859.83
	Revenue from Operations (Gross)	<u>1,40,902.36</u>	<u>1,27,604.16</u>
	Less:- Excise Duty	8,291.87	7,491.41
	Revenue from Operations (Net)	<u>1,32,610.49</u>	<u>1,20,112.75</u>
19.1	Details of Products Sold		
	Finished goods sold		
	- Stainless Steel Tubes and Pipes	70,986.59	68,422.21
	- Carbon Steel Pipes	50,009.80	33,393.61
	- Carbon Steel Coated Pipes	8,654.63	15,299.81
		<u>1,29,651.02</u>	<u>1,17,115.63</u>
	Traded goods sold		
	- Stainless Steel Coils and Plates	2,245.73	-
	- Others	140.89	684.42
		<u>2,386.62</u>	<u>684.42</u>
	Power generated from Wind Mills	1,579.06	1,542.40
		<u>1,579.06</u>	<u>1,542.40</u>
19.2	Details of Sale of Service		
	- Jobwork charges - Stainless Steel Tubes and Pipes	58.47	17.44
	- Jobwork charges - Carbon Steel bare and Coated Pipes	1,818.41	3,673.90
		<u>1,876.88</u>	<u>3,691.34</u>
20	OTHER INCOME		
	- Interest Income on		
	Bank Deposits	31.15	113.76
	Inter-corporate Deposits	591.76	653.61
	Others	354.11	329.84
		<u>977.02</u>	<u>1,097.21</u>
	- Dividend Income on Current Investments	365.76	563.49
	- Bad debts / sundry balances written back	31.07	166.54
		<u>1,373.85</u>	<u>1,827.24</u>
21	COST OF RAW MATERIALS CONSUMED		
	- Opening Inventory	10,456.41	17,580.97
	- Add: Purchases	84,292.45	67,558.27
		<u>94,748.86</u>	<u>85,139.24</u>
	- Less: Closing Inventory	13,769.24	10,456.41
	Cost of Raw Materials consumed	<u>80,979.62</u>	<u>74,682.83</u>
21.1	Details of Raw Materials consumed		
	Stainless Steel plates, coils, billets, tubes and pipes	36,867.40	39,219.67
	Carbon Steel plates, coils and coating materials	44,112.22	35,463.16
		<u>80,979.62</u>	<u>74,682.83</u>

Notes to Financial Statements for the Year ended 31st March, 2014

(₹ in Lacs)

Note No	Particulars	Year ended on 31-03-2014	Year ended on 31-03-2013
21.2	Details of Closing Inventories		
	Stainless Steel plates, coils, billets, tubes and pipes	9,282.65	5,994.55
	Carbon Steel plates, coils and coating materials	4,486.59	4,461.86
		<u>13,769.24</u>	<u>10,456.41</u>
22	(INCREASE) / DECREASE IN INVENTORY		
	Inventories at the end of the year		
	- Work in Process	8,500.87	8,108.24
	- Finished Goods	1,386.83	2,585.19
	- Scrap	22.20	7.34
		<u>9,909.90</u>	<u>10,700.77</u>
	Inventories at the beginning of the year		
	- Work in Process	8,108.24	8,033.79
	- Finished Goods	2,585.19	1,420.18
	- Scrap	7.34	69.08
		<u>10,700.77</u>	<u>9,523.05</u>
	(Increase)/Decrease In Inventory		
	- Work in Process	(392.63)	(74.45)
	- Finished Goods	1,198.36	(1,165.01)
	- Scrap	(14.86)	61.74
		<u>790.87</u>	<u>(1,177.72)</u>
22.1	Details of purchase of traded goods		
	- Stainless Steel Coils and Plates	2,181.39	-
	- Others	107.78	476.60
		<u>2,289.17</u>	<u>476.60</u>
22.2	Details of Inventories at the end of the year		
	Work-in-progress		
	- Stainless Steel Tubes and Pipes	5,528.42	4,184.33
	- Carbon Steel Pipes	2,972.45	3,923.91
		<u>8,500.87</u>	<u>8,108.24</u>
	Finished Goods		
	- Stainless Steel Tubes and Pipes	847.00	1,940.21
	- Carbon Steel Pipes	539.83	644.98
		<u>1,386.83</u>	<u>2,585.19</u>
	Scrap		
	- Stainless Steel	0.09	4.29
	- Carbon Steel	22.11	3.05
		<u>22.20</u>	<u>7.34</u>
		<u>9,909.90</u>	<u>10,700.77</u>
23	EMPLOYEE BENEFITS EXPENSE		
	Salaries, Wages and Bonus	6,778.97	6,202.18
	Contribution to Provident and Other Funds	364.31	330.37
	Gratuity expense (refer note no. 29)	170.72	116.77
	Staff Welfare Expenses	578.99	562.66
		<u>7,892.99</u>	<u>7,211.98</u>

Notes to Financial Statements for the Year ended 31st March, 2014

(₹ in Lacs)

Note No	Particulars	Year ended on 31-03-2014	Year ended on 31-03-2013
24	FINANCE COSTS		
	Interest	506.72	787.98
	Interest on Income Tax	73.84	107.94
	Bank charges	453.39	317.74
		<u>1,033.95</u>	<u>1,213.66</u>
25	OTHER EXPENSES		
	Consumption of Stores & Spares	3,633.13	4,062.17
	Freight & Transport (net)	2,281.12	2,032.37
	Power & Fuel	3,029.89	3,251.20
	Labour & Processing Charges	1,502.30	1,974.46
	Repairs and Maintenance (Refer note no. 25.1)	1,114.27	683.86
	Quality Control	89.70	144.47
	Legal & Consultancy Charges	238.36	154.65
	Traveling & Conveyance Expenses	249.78	204.81
	Insurance (Refer note no. 28)	136.34	112.03
	Rent	105.48	117.56
	Rates & Taxes	170.08	142.21
	Auditors' Remuneration (Refer note no. 25.2)	29.89	29.84
	Advertisement & Other Expenses	86.44	90.94
	Foreign Exchange Fluctuation (net)	651.08	230.48
	Sales Commission	262.41	726.02
	Loss on Sale/Discard of Assets & Capital Work-in-Progress (net)	237.72	137.94
	Increase/(Decrease) in excise duty on Inventory	(189.36)	140.73
	Loss on Sale of Current Investments (net)	45.28	-
	Bad debts/ sundry balances written off	91.91	119.75
	Provision for Doubtful Debts	243.21	-
	Charity and Donations	258.00	68.69
	Directors' Sitting Fees	5.51	6.00
	Other Expenses	716.53	704.08
		<u>14,989.07</u>	<u>15,134.26</u>
25.1	Repairs and Maintenance		
	- Plant and Machinery	992.53	487.53
	- Buildings	96.25	173.21
	- Others	25.49	23.12
		<u>1,114.27</u>	<u>683.86</u>
25.2	Payments to joint Auditors		
	As Auditor:		
	- Audit Fee	22.55	22.50
	- Limited Review	5.40	5.35
		<u>27.95</u>	<u>27.85</u>
	In other capacity:		
	- Taxation matters	0.90	0.50
	- Other Services	0.10	0.60
	- Reimbursement of expenses	0.94	0.89
		<u>1.94</u>	<u>1.99</u>
		<u>29.89</u>	<u>29.84</u>

Notes to Financial Statements for the Year ended 31st March, 2014

(₹ in Lacs)

Note No	Particulars	Year ended on 31-03-2014	Year ended on 31-03-2013
26	CONTINGENT LIABILITIES		
	a) Bills discounted and not matured	3,387.30	159.02
	b) ESI Liability (excluding interest leviable, if any)	241.81	218.17
	c) Consolidated Tax payable to GIDC, Chhatral (Note-1)	8.57	6.33
	d) Disputed Statutory Claims / levies for which the Company has preferred appeal in respect of (excluding interest leviable, if any) :		
	- Income tax	-	77.84
	- Excise Duty (Note-2)	3,310.06	1,647.15
	- Custom Duty (Note-3)	8,474.79	8,474.79

Note-1 Consolidated tax payable to GIDC is demanded by GIDC, Ahmedabad modified under circular dated 09-07-2010 for levying and recovering infrastructure upgradation fund from the Company. The amount comprises of the per square meter charges towards infrastructure upgradation as well as interest and penalty thereupon. The Company has filed an appeal against the demand in High Court. The management does not expect these claims to succeed. Accordingly, no provision for the contingent liability has been recognized in the financial statements.

Note-2 Excise duty demand comprise various demands from the Excise Authorities for payment of ₹ 3,310.06 lacs (P.Y. ₹ 1,647.15 lacs). The Company has filed appeals against these demands. The company has been advised by its legal counsel that the demand is likely to be either deleted or substantially reduced and accordingly no provision for liability has been recognized in the financial statements.

Note-3 Custom duty demand comprise demand from the Indian Customs Authority for payment of additional tax of ₹ 8,474.79 lacs (P.Y. ₹ 8,474.79 lacs), for the period April 2007 to February 2012. The tax demands are mainly on account of denial of the benefit of the advance licenses and of the exemption contained in Notification No.93/2004 dated 10/09/2004 used for import of inputs. The matter is pending before the Central Excise and Service tax Appellate Tribunal, the management believes that the demand is likely to be either deleted or substantially reduced and accordingly no provision for liability has been recognized in the financial statements.

27 CAPITAL COMMITMENT

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for ₹ 2,292.03 Lacs (P.Y. ₹ 5,913.37 Lacs).

28 The Company has paid premium of ₹ 10.84 Lacs (P.Y. ₹ 10.84 Lacs) on Key Man Insurance Policy of Chairman and Managing director and Whole-time directors, which is included in Insurance Expenses.

Notes to Financial Statements for the Year ended 31st March, 2014

(₹ in Lacs)

Note No	Particulars	2013-14	2012-13
29	EMPLOYEE BENEFITS		
	A) Defined contribution to Provident Fund		
	Employer's Contribution to Provident Fund	304.89	260.17
	Employer's Contribution to Superannuation Fund	59.41	70.20
	B) Defined Benefit Plans - Gratuity (Funded)		
	a) Liability recognised in the Balance Sheet		
	i) Present Value of obligation at the beginning of the Period	887.89	729.04
	Current Service Cost paid	83.20	74.24
	Interest Cost	73.25	61.97
	Actuarial (Gain)/Loss	91.86	48.39
	Benefit Paid	(28.23)	(25.75)
	Present Value of obligation as at year end	1,107.97	887.89
	Less:		
	ii) Fair Value of Plan Assets at the beginning of the Period	886.92	741.17
	Expected return on Plan Assets	77.16	63.00
	Actuarial Gain/(Loss)	0.43	4.83
	Employers' Contribution	106.74	103.67
	Benefit Paid	(28.23)	(25.75)
	Fair Value of Plan Assets as at year end	1,043.02	886.92
	Net amount recognised in the Balance Sheet	(64.95)	(0.97)
	b) Expenses during the year		
	Service Cost	83.20	74.24
	Interest Cost	73.25	61.97
	Expected return on Plan assets	(77.16)	(63.00)
	Actuarial (Gain)/Loss	91.43	43.56
	Total	170.72	116.77
	c) Actual Return on plan assets	77.59	67.83
	d) Break up of Plan Assets as a percentage of total Plan Assets		
	(Percentage or Value)		
	Insurer managed Funds	100%	100%
	e) The Company expects to contribute ₹ 149.87 lacs (₹Y ₹ 103.30 lacs) to gratuity in the next year.		
	f) Principal actuarial assumptions		
	Rate of Discounting	9.31%	8.25%
	Expected return on Plan Assets	8.70%	8.70%
	Rate of increase in Salaries	8.25%	8.00%
	Attrition Rate	2.00%	2.00%

The Employees' Gratuity Fund Scheme managed by a Trust (Life Insurance Corporation of India) is a defined benefit plan. In assessing the Company's post retirement liabilities, the Company monitors mortality assumption and uses up-to-date mortality table. The base being the LIC 1994-96 ultimate tables. The obligation for leave encashment is recognised in the same manner as gratuity.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Notes to Financial Statements for the Year ended 31st March, 2014

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled. There has been significant change in expected rate of return on assets due to change in the market scenario.

Amount for the current and previous four periods are as follows:

	2013-14	2012-13	2011-12	2010-11	2009-10
Defined benefit obligation	1,107.97	887.89	729.03	665.71	526.14
Plan assets	1,043.02	886.92	741.17	665.71	540.91
Surplus/(deficit)	(64.95)	(0.97)	12.14	-	14.77
Experience adjustment on plan liabilities	169.43	28.18	(17.75)	2.33	1.25
Experience adjustment on plan assets	0.43	4.83	5.37	6.28	6.63

30. EMPLOYEE STOCK OPTION SCHEME (ESOS)

The Company provides share-based payment schemes to its employees. During the year ended 31st March, 2014, an Employee Stock Option Scheme (ESOS) was in existence. The relevant details of the scheme and the grant are as below:

During the financial year 2005-06, the board of directors of the Company approved the Equity Settled ESOS Scheme 2006 (Scheme 2006) for issue of stock options to the permanent employees and independent directors of the company. Scheme 2006 was approved at the Extra Ordinary General Meeting by the Members of the Company held on 6th May, 2006. According to the Scheme 2006, the employees were selected by the compensation committee, subject to satisfaction of the prescribed vesting conditions. The contractual life (comprising the vesting period and the exercise period) of options granted is 8 years (Original exercise period was 5 years which was further extended for a period of 3 years in the Annual General Meeting of the company held as on 18.08.2011). The Company has used 'Intrinsic value' method as defined in SEBI guidelines. The other relevant terms of the grant are as below:

Vesting period	3 Years
Exercise period	8 Years
Expected life	8 Years
Exercise price (per share)	₹ 59.40
Market price at the date of issue	₹ 82.80
No. of Options of face value of ₹ 2/- each, authorized by the plan*	2,250,000

* The number of options were granted and vested completely and the Exercise price per option was adjusted on account of sub-division of equity share having face value of ₹10/- each into five equity shares of face value of ₹ 2/- each.

The details of activity under the Scheme 2006 are summarised below:

Particulars	2013-14		2012-13	
	No. of Options	WAEP (₹)	No. of Options	WAEP (₹)
Outstanding at the beginning of the year	8,34,391	59.40	8,34,391	59.40
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	2,67,841	59.40	-	-
Outstanding at the end of the year	5,66,550	59.40	8,34,391	59.40
Exercisable at the end of the year	5,66,550	59.40	8,34,391	59.40

The price of ₹ 59.40 per equity share was fixed for exercise of options by employees.

The weighted average remaining contractual life for the stock options outstanding is seven months (P. Y. 19 months).

The shares were exercised on 02.12.2013. The weighted average share price at the date of exercise is ₹ 128.94 (P.Y. ₹ Nil) per share.

Amount under employee stock options represents, the difference between the market price of the share on the date of grant of options and the exercise price of the options on outstanding options and will be transferred to securities premium on exercise of the options.

Notes to Financial Statements for the Year ended 31st March, 2014

31. SEGMENT INFORMATION

The Company is engaged in the business of Steel Tubes and Pipes and generation of power by Windmills. In accordance with the requirements of Accounting Standard 17, 'Segment Reporting', notified under the Companies (Accounting Standards) Rules, 2006, the Company's business segments are considered primary reportable business segments.

Segments have been identified in line with Accounting Standard on Segment Reporting (AS-17) taking into account the nature of product and differential risk and returns.

Primary Reportable Segment (Business Segment)

(₹ in Lacs)

Particulars	Steel Tubes and Pipes	Windmill	Total
Revenue			
Revenue from Operations	139,323.30 (126,045.49)	1,579.06 (1,558.67)	140,902.36 (127,604.16)
Less:- Excise Duty	8,291.87 (7,491.41)	-	8,291.87 (7,491.41)
Net Sales	131,031.43 (118,554.08)	1,579.06 (1,558.67)	132,610.49 (120,112.75)
Inter Segment Sales	-	-	-
Total Sales	131,031.43 (118,554.08)	1,579.06 (1,558.67)	132,610.49 (120,112.75)
Results			
Segment Results before Interest and Finance Costs	20,485.42 (19,024.23)	627.94 (679.86)	21,113.36 (19,704.09)
Interest and Dividend Income			1,342.78 (1,660.70)
Interest and Finance Costs			1,033.95 (1,213.66)
Net Profit Before Tax			21,422.19 (20,151.13)
Other Information			
Segment Assets	97,885.23 (91,872.16)	9,346.44 (7,447.37)	107,231.67 (99,319.53)
Unallocable Assets			7,529.14 (3,549.26)
Total Assets	97,885.23 (91,872.16)	9,346.44 (7,447.37)	114,760.81 (102,868.79)
Segment Liabilities	21,928.25 (17,349.89)	1.20 (8.17)	21,929.45 (17,358.06)
Unallocated Liabilities and Provisions			16,177.83 (20,839.33)
Total Liabilities	21,928.25 (17,349.89)	1.20 (8.17)	38,107.28 (38,197.39)
Segment Depreciation	3,952.40 (3,672.97)	634.08 (574.28)	4,586.48 (4,247.25)
Capital Expenditure:			
Tangible Fixed Assets	7,197.81 (6,557.99)	2,505.97 (103.04)	9,703.78 (6,661.03)
Intangible Assets	34.24 (143.71)	-	34.24 (143.71)

Note: Figures in brackets represent previous year's amount.

Notes to Financial Statements for the Year ended 31st March, 2014

Secondary Reportable Segment (Geographical by Customers)

Particulars	(₹ In Lacs)		
	In India	Outside India	Total
Segment Revenue	1,00,476.34 (85,343.45)	32,134.15 (34,769.30)	1,32,610.49 (1,20,112.75)
Segment Assets	1,09,305.19 (99,674.71)	5,455.62 (3,194.08)	1,14,760.81 (1,02,868.79)

32. RELATED PARTY DISCLOSURES

As required by Accounting Standard - AS 18 "Related Parties Disclosures" notified under the Companies (Accounting Standards) Rules, 2006, the details are as follows :

A. Relationships

(a) Key Management Personnel

- Mr. Prakash M. Sanghvi – Chairman and Managing Director
- Mr. Jayanti M. Sanghvi – Whole-time Director
- Mr. Shanti M. Sanghvi – Whole-time Director

(b) Relatives of key management personnel

- Mr. Manoj P. Sanghvi (Son of Mr. Prakash M . Sanghvi)
- Mr. Prashant J. Sanghvi (Son of Mr. Jayanti M . Sanghvi)
- Mr. Nilesh P. Sanghvi (Son of Mr. Prakash M . Sanghvi)
- Mr. Jigar P. Sanghvi (Son of Mr. Prakash M . Sanghvi)

(c) Enterprises owned or significantly influenced by key management personnel or their relatives

- Ratnamani Food Products Private Ltd.
- Ratnamani Marketing Private Ltd.
- Ratnamani Healthcare Private Ltd.

B. The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Particulars	(₹ in Lacs)	
	2013-14	2012-13
Interest Expense		
- Ratnamani Food Products Private Ltd.	43.77	34.05
Rent Expense		
- Ratnamani Food Products Private Ltd.	14.09	13.04
- Ratnamani Marketing Private Ltd.	16.56	15.12
Electricity Expense		
- Ratnamani Marketing Private Ltd.	-	0.38
Reimbursement of Expense		
- Ratnamani Healthcare Private Ltd.	1.35	1.75
Other Purchases		
- Ratnamani Healthcare Private Ltd.	2.28	4.60
Remuneration		
- Mr. Prakash M. Sanghvi – Chairman and Managing Director	123.47	88.18
- Mr. Jayanti M. Sanghvi – Whole-time Director	83.84	59.56
- Mr. Shanti M. Sanghvi – Whole-time Director	66.37	106.79
- Mr. Manoj P. Sanghvi	41.37	34.88
- Mr. Prashant J. Sanghvi	30.11	23.46
- Mr. Nilesh P. Sanghvi	25.90	20.48
- Mr. Jigar P. Sanghvi	3.42	3.09

Notes to Financial Statements for the Year ended 31st March, 2014

	(₹ in Lacs)	
Particulars	2013-14	2012-13
Commission		
- Mr. Prakash M. Sanghvi – Chairman and Managing Director	1,000.00	950.00
- Mr. Jayanti M. Sanghvi – Whole-time Director	600.00	570.00
- Mr. Shanti M. Sanghvi – Whole-time Director	400.00	380.00
Receipt of Loans		
- Ratnamani Food Products Private Ltd.	5,476.45	2,610.50
Repayment of Loans		
- Ratnamani Food Products Private Ltd.	5,476.45	2,610.50
Outstanding payable as at year end		
- Mr. Prakash M. Sanghvi – Chairman and Managing Director	1,004.42	953.18
- Mr. Jayanti M. Sanghvi – Whole-time Director	602.98	572.17
- Mr. Shanti M. Sanghvi – Whole-time Director	402.50	381.64
- Mr. Manoj P. Sanghvi	1.38	1.24
- Mr. Prashant J. Sanghvi	1.05	0.93
- Mr. Nilesh P. Sanghvi	0.93	0.84
- Mr. Jigar P. Sanghvi	0.21	0.22
- Ratnamani Healthcare Private Ltd.	-	(0.11)
33. VALUE OF IMPORTS CALCULATED ON CIF BASIS (ON ACCRUAL BASIS)		
Raw Materials	23,175.16	24,673.97
Components and Spare Parts	310.86	1,484.54
Capital Goods	3,176.10	2,383.15

34. IMPORTED AND INDIGENOUS RAW MATERIALS, COMPONENTS AND SPARE PARTS CONSUMED

	2013-14		2012-13	
	%	(₹ in Lacs)	%	(₹ in Lacs)
Raw Materials				
Indigenous	70.81	57,342.18	56.59	42,266.29
Imported	29.19	23,637.44	43.41	32,416.54
	100.00	80,979.62	100.00	74,682.83
Components and spare parts				
Indigenous	79.42	2,885.34	77.31	3,140.40
Imported	20.58	747.79	22.69	921.77
	100.00	3,633.13	100.00	4,062.17

35. Earnings in Foreign Exchange: Export at F.O.B. value ₹ 31,120.51 Lacs (P.Y. ₹ 34,376.26 Lacs).

36. Expenditure in Foreign Currency for Travelling and other matters ₹ 1,141.33 Lacs (P.Y. ₹ 1,729.46 Lacs) (on accrual basis).

	2013-14	2012-13
Finance costs	359.68	674.45
Freight and transport	319.72	162.81
Sales commission	344.27	733.37
Travelling expenses	28.45	17.78
Advertisement expenses	44.87	34.67
Legal & Professional Fees	31.21	3.58
Other expenses	13.13	102.80
Total	1,141.33	1,729.46

Notes to Financial Statements for the Year ended 31st March, 2014

37. EARNINGS PER SHARE (EPS)

		2013-14	2012-13
i) Profit as per Statement of Profit & Loss	(₹ In Lacs)	14,280.82	13,595.00
ii) Weighted average No. of shares for EPS computation			
a) For Basic EPS (Nos)	(Lacs)	464.63	464.16
b) For Diluted EPS (Nos) *	(Lacs)	468.44	466.51
Earnings per Share (Basic)	(₹)	30.74	29.29
Earnings per Share (Diluted)	(₹)	30.49	29.14
Nominal Value of Shares	(₹)	2.00	2.00
*Potential equity shares arising out of shares options (ESOS) (Nos)	(Lacs)	1.60	2.36

38. DERIVATIVE INSTRUMENTS AT YEAR END

Sr. Particulars No.	31-03-2014 Amount (₹ In Lacs)	31-03-2014 Foreign Currency (In Lacs)	31-03-2013 Amount (₹ In Lacs)	31-03-2013 Foreign Currency (In Lacs)	Purpose
1 Forward Contracts (Sale)	260.24	USD 4.00	1,017.26	USD 18.00	Hedge of highly probable foreign currency sale
2 Forward Contracts (Purchase)	1,940.44	USD 29.78	83.98	USD 1.53	Hedge of highly probable foreign currency purchase
3 Interest Rate Swaps (Hedge against External Commercial Borrowing of USD 8.0 Million.)	2,419.60	USD 40.00	2,926.93	USD 53.33	Hedging of interest liability for moving from variable interest to fixed interest regime.

39. PARTICULARS OF UNHEDGED FOREIGN CURRENCY EXPOSURE AS AT YEAR END:

Sr. Particulars No.	Currency	31-03-2014 Amount (₹ in Lacs)	31-03-2014 Foreign Currency (in Lacs)	31-03-2013 Amount (₹ in Lacs)	31-03-2013 Foreign Currency (in Lacs)
1 Import trade payable	EUR	2,791.92	33.44	192.16	2.72
	USD	3,662.22	60.54	1,345.07	24.51
	JPY	0.18	0.30	-	-
2 Import trade receivable (advance payment made)	EUR	23.38	0.29	181.69	2.63
	USD	50.49	0.81	22.48	0.42
	AUD	0.36	0.01	-	-
	GBP	-	-	0.23	-
	JPY	-	-	1.20	2.10
3 Export trade receivable	EUR	2.48	0.03	532.70	7.71
	USD	5,384.87	90.73	2,854.04	52.79
4 Export trade payable (advance payment received)	USD	2,610.08	43.15	3,087.50	56.26
5 Short term foreign currency loans	EUR	1,155.91	13.85	1,722.44	24.38
	USD	1,763.89	29.16	4,460.26	81.27
6 Balance in EEFC account	USD	505.84	8.52	-	-
7 Long term foreign currency loans	USD	2,419.60	40.00	5,825.28	106.15
8 Interest Accrued but not due on Borrowings	USD	46.87	0.78	64.64	1.18
	EUR	5.93	0.07	7.51	0.01

Notes to Financial Statements for the Year ended 31st March, 2014

Closing Rates as at 31st March, 2014 :

INR/USD	= ₹ 60.49 (Payable)
INR/USD	= ₹ 59.35 (Receivable)
INR/EUR	= ₹ 83.48 (Payable)
INR/EUR	= ₹ 81.31 (Receivable)
INR/JPY	= ₹ 0.5903 (Payable)
INR/AUD	= ₹ 54.60 (Payable)

Closing Rates as at 31st March, 2013 :

INR/USD	= ₹ 54.88 (Payable)
INR/USD	= ₹ 54.06 (Receivable)
INR/EUR	= ₹ 70.66 (Payable)
INR/EUR	= ₹ 69.06 (Receivable)
INR/JPY	= ₹ 0.5719 (Receivable)
INR/GBP	= ₹ 81.90 (Receivable)

40. Previous year figures have been regrouped / reclassified where necessary to conform to this year's classification.

As per our report of even date

For Mehta Lodha & Co.

Chartered Accountants

ICAI Firm Registration No: 106250W

per PRAKASH D. SHAH

Partner

Membership No. 34363

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration No: 101049W

per ARPIT K. PATEL

Partner

Membership No. 34032

For Ratnamani Metals & Tubes Limited

P. M. SANGHVI

Chairman and
Managing Director

S. M. SANGHVI

Whole Time Director

DR. V. M. AGRAWAL

Director

VIMAL KATTA

Vice President (Finance)

J. M. SANGHVI

Whole Time Director

D. C. ANJARIA

Director

P. M. MEHTA

Director

RAJEEV MUNDRA

Company Secretary

Place : Ahmedabad

Date : May 21, 2014

Corporate Information

BOARD OF DIRECTORS

Shri Prakash M. Sanghvi
Shri Jayanti M. Sanghvi
Shri Shanti M. Sanghvi
Shri Divyabhash C. Anjaria
Dr. Vinod M. Agrawal
Shri Pravinchandra M. Mehta

Chairman & Managing Director
Whole-time Director
Whole-time Director
Independent Director
Independent Director
Independent Director

AUDIT COMMITTEE

Shri D. C. Anjaria
Dr. V. M. Agrawal
Shri J. M. Sanghvi

Chairman
Member
Member

NOMINATION AND REMUNERATION COMMITTEE

Shri D. C. Anjaria
Dr. V. M. Agrawal
Shri P. M. Mehta

Chairman
Member
Member

INVESTOR GRIEVANCE COMMITTEE

Shri D. C. Anjaria
Dr. V. M. Agrawal
Shri P. M. Mehta

Chairman
Member
Member

BANKERS

State Bank of India
IDBI Bank
ICICI Bank

AUDITORS

M/s Mehta Lodha & Co.,
Chartered Accountants
S. R. Batliboi & Associates LLP,
Chartered Accountants

REGISTERED OFFICE

17, Rajmugat Society,
Naranpura Char Rasta,
Naranpura,
Ahmedabad – 380 013
Gujarat.
Web : www.ratnamani.com
CIN: L70109GJ1983PLC006460

WORKS

SS TUBES AND PIPES DIVISION
Survey No. 769,
Ahmedabad – Mehsana Highway
Village: Indrad, Nr. Chhatral GIDC,
Taluka: Kadi, Dist: Mehsana
Gujarat

SAW PIPE DIVISION

Plot No. 3306-3309,
GIDC, Chhatral,
Taluka: Kalol, Dist: Gandhinagar,
Gujarat

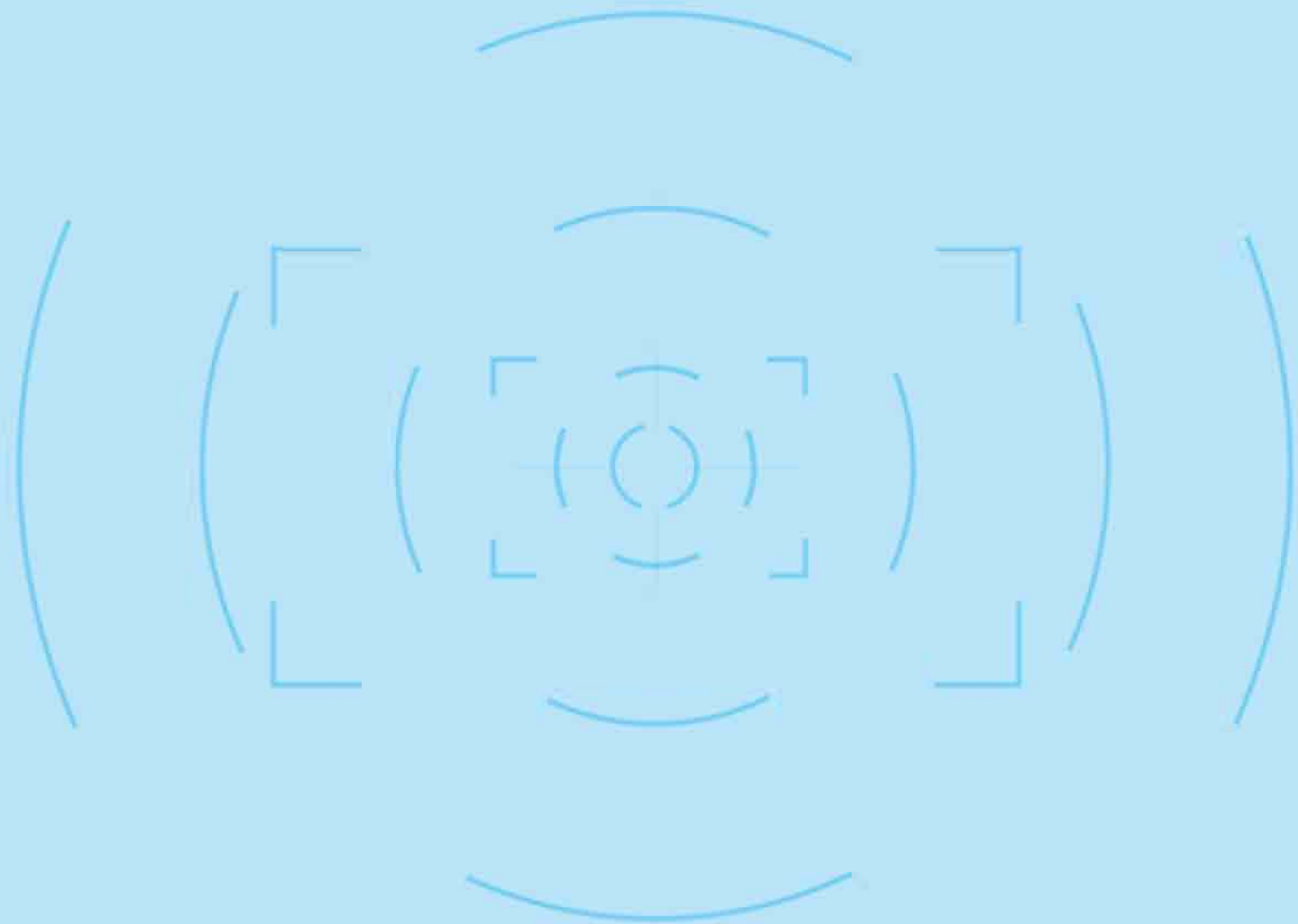
KUTCH DIVISION

Survey No. 474,
Village: Bhimasar, Taluka: Anjar
Dist: Kutch, Gujarat

SALES OFFICES

B-Wing, 2nd Floor,
55-Gama devi Road,
Near dharam Palace,
Mumbai 400 007

516, Ansal Chambers,
II Bhikaji Cama Place,
New Delhi – 110 066



Registered Office

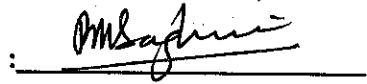
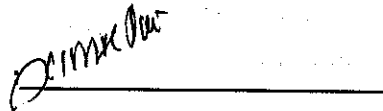

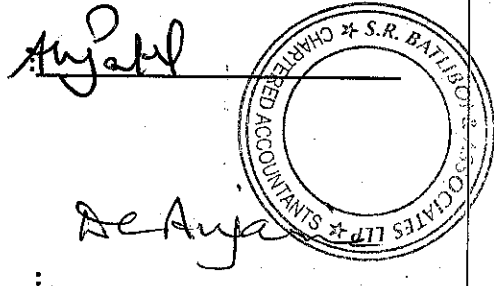
17, Rajmugat Society, Naranpura Char Rasta, Naranpura, Ahmedabad - 380013 Gujarat
Web : www.ratnamani.com | CIN: L70109GJ1983PLC006460

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Fax : +91-79-27480999
E-mail : info@ratnamani.com
Website : http://www.ratnamani.com
CIN : L70109GJ1983PLC006460



FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the company	Ratnamani Metals & Tubes Ltd.
2.	Annual financial statements for the year ended	31 st March, 2014.
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by-	
	<u>Prakash M. Sanghvi</u> • Managing Director	
	<u>Vimal Katta</u> • CFO	
	<u>M/S Mehta Lodha & Co.</u> • Auditors of the company	
	<u>M/s S R Batliboy & Associates LLP</u> • Joint Auditors of the company	
	<u>D C Anjaria</u> • Audit Committee Chairman	