



GUJARAT INTRUX LIMITED

STEEL AND ALLOY STEEL
CASTING MANUFACTURERS

GIL/SEC/AUG/021/2018-19

20th August, 2018

To,
BOMBAY STOCK EXCHANGE LTD.
25th FLOOR, P. J. TOWER
DALAL STREET,
MUMBAI-400 001.

SUB.: OUTCOME OF THE BOARD MEETING HELD ON 20th AUGUST, 2018.

REF.: REGULATION 30 AND OTHER APPLICABLE REGULATIONS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Dear Sir/Madam,

This is to inform you that, the Board of Directors of the Company at their meeting held today i.e. on 20th August, 2018 that commenced at 3:00 PM and concluded at 4:00 PM Inter-alia has:

1. Varied terms of appointment of Mr. Dhiraj Dharmashibhai Pambhar (DIN-00187371) Managing Director of the Company i.e. varied the terms of Payment of Remuneration and Mr. Dhiraj D. Pambhar will be paid remuneration for remaining term i.e. upto 31st October, 2020, but w.e.f. 1st November, 2018 and the same shall be paid subject to the approval of shareholders at ensuing 26th Annual General Meeting of the Company which is to be held on Tuesday, 18th September, 2018 at 11:00 AM at the Registered Office of the Company.
2. Approved Addendum to the Notice of 26th Annual General Meeting to transact above mentioned special business as Item No. 7 (Ordinary Resolution) in addition to other special business at the ensuing Annual General Meeting. Notice pertaining to the 26th Annual General Meeting dated 30th July, 2018 along with Audited Financial Statements 31st March, 2018 Board's Report, Auditors' Report and Proxy form along with attendance slip has been sent to all the Members of the Gujarat Intrux Limited and as such this approved Addendum to the Notice of 26th Annual General Meeting will be dispatched/mailed soon to the members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from NSDL/CDSL as on 3rd August, 2018.

Addendum to the Notice of 26th Annual General Meeting is attached herewith along with attendance slip and proxy form, same is available at the website of the Company at www.gujaratintrux.com.

REGD. OFFICE & WORKS
Survey No. 84/P
17 Km Rajkot - Gondal Road,
Village Shapar Pin-360 002
RAJKOT (INDIA)
CIN No. L24129GJ1992PLC016917

Phone +91 - 2827 - 252851 / 52 / 53
Fax +91 - 2827 - 252854
e-mail info@intrucastindia.com
info@gujaratintrux.com
www.intrucastindia.com
www.gujaratintrux.com



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GUJARAT INTRUX LIMITED

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Kindly take the same in your record and acknowledge the receipt of the same.

Thank you.

Yours sincerely,

For **GUJARAT INTRUX LIMITED**



JAY K. RATHOD

Company Secretary & Compliance Officer
(ICSI Mem. A37589)

Encl.: As above.



GUJARAT INTRUX LIMITED

ADDENDUM TO THE NOTICE OF THE 26TH AGM OF GUJARAT INTRUX LIMITED



GUJARAT INTRUX LIMITED

CIN – L24129GJ1992PLC016917

Registered Office: Survey No.84/p.,17 K.M. Rajkot-Gondal Road, Village: Shapar, Ta.:KotdaSangani, Dist.: Rajkot,-360 024 Gujarat (India) Phone No.: **02827-252851/2/3** Fax No. : **02827-252854**

E-Mail: investor@gujaratintrux.com Website: www.gujaratintrux.com

In continuation to the Notice of the Twenty Sixth(26th) Annual General Meeting ["AGM"] of the Members of Gujarat Intrux Limited dated 30th July, 2018 which is being sent, an **Addendum to Notice** is hereby given that following additional special business will also be transacted as Item No. 7 at the 26th Annual General Meeting of the Company which is scheduled to be held on Tuesday, 18th September, 2018 at 11:00 AM, at the Registered Office of the Company situated at Survey No. 84/p, 17 K.M. Rajkot-Gondal Road, Village : Shapar, Taluka : Kotda Sangani, Dist.: Rajkot-360 024:

SPECIAL BUSINESS

ITEM NO. 7:

To vary terms of appointment of Mr. Dhiraj D. Pambhar (DIN-00187371), Managing Director of the Company.

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Pursuant to Provision of Section 196, 197 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, including any statutory modifications or re-enactment(s) thereof, consent of the Members be and is hereby accorded to vary terms of Payment of Remuneration of Mr. Dhiraj D. Pambhar (DIN 00187371), Managing Director of the Company and Mr. Dhiraj D. Pambhar, Managing Director be paid Remuneration for remaining period of Term i.e. upto 31st October, 2020 but commencing from 1st November, 2018, on the terms and conditions as recommended by Nomination and Remuneration committee and approved by the Board of Directors as set out below:

I. Remuneration:

(1) Salary : Rs. 6,75,000/- per month

I. Perquisites:

(1) Use of car and telephone: Company maintained car without driver for use on Company's business, telephone bill provided by the Company will not be considered as perquisite. However, personal long distance calls and use of car for private purposes shall be borne by the Director.

(2) Reimbursement of Expenses: Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company and this will not be considered as perquisite.

"RESOLVED FURTHER THAT in addition to the above, the Managing Director shall also be entitled to the following perquisites, which shall not be included in the computation of the ceiling of remuneration stated hereinabove;

- Contribution to provident fund, superannuation fund or annuity fund, if any, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
- Gratuity payable at the rate not exceeding half a month's salary for each completed year of service, and
- Encashment of leave at the end of the tenure of appointment of the Managing Director.

"RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution."

Place : Shapar (Dist. Rajkot) For and on behalf of the Board of
Date : 20th August, 2018 **Gujarat Intrux Limited**

Ramankumar D. Sabhaya

(Chairman)

DIN-00569058

NOTES:

- The Explanatory Statement pursuant to provisions of section 102 of the Companies Act, 2013, in respect of Special Business as proposed above to be transacted at the ensuing 26th Annual General Meeting is annexed hereto.
- Brief Profile of Mr. Dhiraj Dharamshibhai Pambhar is annexed hereto.
- This Addendum to the Notice of 26th Annual General Meeting is available along with the Notice of AGM on the website of the Company. The revised Proxy Form including the resolutions proposed herein above at Item No. 7 is available on the Website of the Company and also annexed hereto.
- All the process, notes and instructions relating to E-Voting set out for and applicable to the ensuing AGM shall mutatis-mutandis apply to the E-voting for the resolution proposed in this Addendum to the Notice of the AGM.



GUJARAT INTRUX LIMITED

Further Scrutinizer appointed for the ensuing AGM will act as Scrutinizer for the resolution proposed in this Addendum to the Notice of the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

FOR ITEM NO. 7:

Mr. Dhiraj Dharamshibhai Pambhar (DIN 00187371) has been appointed as Managing Director of the Company for a period of 5 years without Remuneration from November 01, 2015 to October 31, 2020 and who is liable to retire by rotation. On recommendation of Nomination and Remuneration Committee and at the meeting of Board of Directors of the Company held on 20th August, 2018, it was decided to give Remuneration to Mr. Dhiraj D. Pambhar as per terms and conditions set forth above in the Resolution for remaining term w.e.f. 01st November, 2018.

Pursuant to provision of section 196(4), any variation in terms and conditions of the appointment of Managing Director and remuneration payable to him needs to be approved by Board of Directors and is also required to be ratified by Members of the Company in the next General Meeting and as such your Board of Directors

recommend an Ordinary resolution as at Item No. 7 for Members approval.

The remuneration payable is well within the overall limit prescribed under section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, which permits our Company to provide for a salary not exceeding 11% of the Net Profits in any year to all its Directors. The Board of Directors will also be at liberty to alter, vary and revise the remuneration, including commission and the perquisites, from time to time, within the limits prescribed in Schedule V to the Companies Act, 2013 or any amendment or statutory modifications thereto.

None of the directors or their relatives, KMPs of the Company, are concerned or interested in the proposed resolution except Mr. Dhiraj Dharamshibhai Pambhar.

Place : Shapar (Dist. Rajkot) For and on behalf of the Board of
Date : 20th August, 2018 **Gujarat Intrux Limited**

Ramankumar D. Sabhaya
(Chairman)
DIN-00569058

Profile of Mr. Dhiraj Dharmashibhai Pambhar, Managing Director of the Company.

Name	Dhiraj Dharmashibhai Pambhar
DIN	00187371
Date of Appointment/Re-appointment	01/11/2015 (Re-appointed as Managing Director)
Date of Birth	23/03/1957
Education	B. Arch.
Experience	26 Years
Expertise in specific functional area	Production. He is expertise in managing production of all the products in which the Company is engaged. He is largely responsible for the efficient operations of the Company.
Other Directorship	3
Chairmanship/Membership of the Committees	1
Chairmanship/Membership of the Committees of Director of other Companies	1
Terms and Conditions of appointment/re-appointment	Liable to retire by rotation.
Remuneration last drawn	Nil



GUJARAT INTRUX LIMITED

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CIN : L24129GJ1992PLC016917

Regd. Office & Works : Survey No. 84/p, 17 K.M. Rajkot-Gondal Road, Village : Shapar, Ta.: Kotda Sangani, Dist. Rajkot-360024

E-mail: info@gujaratintrux.com, Website: www.gujaratintrux.com

ATTENDANCE SLIP

Name of Shareholder		
Number of Equity Shares held		
Folio No.		
If Demat Shares	DP ID	
	Client ID	

I hereby record my presence at the 26th Annual General Meeting of the Company at the Registered Office of the Company at 11:00 A.M. on Tuesday, September 18, 2018.

Signature of the attending Member/Proxy	
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- Note :**
1. A Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.
 2. He/She is advised to bring along a copy of the Annual Report to the meeting for reference.

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CIN : L24129GJ1992PLC016917

Regd. Office & Works : Survey No. 84/p, 17 K.M. Rajkot-Gondal Road, Village : Shapar, Ta.: Kotda Sangani, Dist. Rajkot-360024

E-mail: info@gujaratintrux.com, Website: www.gujaratintrux.com

FORM NO. MGT-11 - PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name & Address of the Shareholder (In BLOCK Letters)	
Email ID :	Folio No. :
No. of shares held :	DP ID-Client ID :

I/We, being the member (s) of the above named company, hereby appoint:

1. Name:	
Address:	
E-mail ID:	Signature:

or failing him/her

2. Name:	
Address:	
E-mail ID:	Signature:

or failing him/her

3. Name:	
Address:	
E-mail ID:	Signature:

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on **Tuesday, September 18, 2018 at 11:00 A.M.** at Registered Office of the Company at **Survey No.84/p, 17 k.m. Rajkot-Gondal Road, Village : Shapar, Ta. : Kotda Sangani, Dist. Rajkot-360024**, Gujarat and at any adjournment thereof in respect of all resolutions proposed to be passed therein as under :

P.T.O.



GUJARAT INTRUX LIMITED



Reso. No.	Resolution(s)	Vote	
		For	Against
	ORDINARY BUSINESS:		
1.	To Receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2018 and the reports of the Board's and the Auditors' there on.		
2.	To declare dividend on the Equity Shares of the Company for the financial year 2017-18.		
3.	To appoint a Director in place of Mr. Dilipbhai M. Dudhagara (DIN-00422189) who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To appoint a Director in place of Mr. Madhubhai S. Patoliya, (DIN-00187119) who retires by rotation and being eligible, offers himself for re-appointment.		
5.	To appoint Statuary Auditor of the Company for consecutive period of Four years and to fix their remuneration.		
	SPECIAL BUSINESS:		
6.	Appointment of Mr. Niteshkumar P. Patel (DIN-08116404) as Independent Non-Executive Director of the Company.		
7.	To vary terms of appointment of Mr. Dhiraj D. Pambhar (DIN-00187371) Managing Director of the Company.		

Signed this day of, 2018.

Signature of shareholder :

Affix Rs. 1
Revenue
Stamp

Signature across
Revenue Stamp

Notes :

(1) Proxy need not be a member.

(2) Proxy form, complete in all respects, should reach the company's Registered Office, not less than 48 hours before the scheduled time of AGM.

For Office Use Proxy No. :

Date of Receipt :

