

Germany, has been commissioned. The LPG and H₂+N₂ Gas consumption is quite low resulting in savings.

- (b) Tube Inside Diameter Eddy Current Testing has been imported from Canada for carrying out Inspection of Tube ID at Shop Floor.
- (c) State of Art FPD (Flat Panel Detector) based RTR (Real Time Radiography) equipment imported from Germany for Pipe Weld Digital Radiography testing.

(2) Benefits derived as a result of the above :

- a) Saving of Radiography Films on all pipes being tested on this equipment.
- b) Saving of time as films required cutting, cassetting, taking, developing and drying.

c) Better control of weld process as testing results are very fast and accurate.

(3) Future plan of action:

The Company would continue Research and Development work in manufacturing of smaller diameter & higher thickness pipes.

(4) Estimated expenditure on R & D

No separate records of expenditure is maintained.

(D) INFORMATION ON POLLUTION CONTROL MEASURES FORMING PART OF DIRECTORS' REPORT

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 used for plantation of trees.

ANNEXURE : C

Information as per provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

Sr. No	Name	Age Yrs	Qualification	Date of Employment	Designation/ Nature of Duties	Remuneration (Rs.in Lakhs)	Experience in Years	Last Employment held
1	Shri Prakash M. Sanghvi	54	Matriculation	12/06/89	Chairman & Managing Director	708.14	33	Director, Ratnamani Tube Ind. Ltd.
2	Shri Jayanti M. Sanghvi	52	B.Com (FY)	12/06/89	Whole time Director	374.59	30	Director, Ratnamani Tube Ind. Ltd.
3	Shri Shanti M. Sanghvi	47	Under Graduate	01/11/98	Whole time Director	253.92	28	Director, Ratnamani Engineering Ltd. and Ratnamani Fine Tubes Pvt. Ltd.

NOTES:

- Remuneration includes Salary, Company's contribution to Provident and Superannuation Funds, Taxable value of Perquisites and Commission.
- 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.
- The services of all the above employees are contractual and are for a term of 5 years.

CORPORATE GOVERNANCE REPORT

The Securities and Exchange Board of India (SEBI) has prescribed Code of Corporate Governance through Clause 49 in the Listing Agreement executed by the Company with Stock Exchanges, which lays down several Corporate Governance practices. This Annexure sets out compliance status of the Company for the Financial Year 2009-10 with the requirements of the said Clause 49 of the Listing Agreement.

1. Company's Philosophy On Corporate Governance

Company's philosophy on Corporate Governance is driven by its desire towards attainment of the highest levels of Transparency, Accountability, Integrity, Fairness, and Equity in all facets of its operations and in its interactions with its stakeholders, shareholders, employees, lenders and the wider community.

The Company believes that all its operations and actions must serve its desired goals of enhancing overall value and safeguarding shareholders trust over a sustained period of time in the dynamic and complex environment. A continuous process of delegation of powers commensurate with accountability coupled with trust, faith and transparency has been embedded in the day to day functioning. The Company will endeavour to improve on these aspects on an ongoing basis.

2. Board of Directors

The business of the Company is conducted by the Management under the directions of the Board. The Board formulates strategy, regularly reviews the performance of the Company, and ensures that the previously agreed objectives are met on a consistent basis.

Composition of the Board

The Board is headed by the Executive Chairman. The Board of Directors of your company represents optimum combination of professionalism, knowledge and experience. The composition of the Board of Directors with reference to the number of Executive and Non-Executive Directors meets the requirement of the Code of Corporate Governance. The total strength of the Board of Directors of the Company is six Directors as on 31st March 2010 comprising three Executive Directors and three Non-Executive Directors. 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.

Details of the Directors in other Boards and in Board Committees as on 31st March 2010

The detailed composition of the Board and other related information is given in the table below:

Name of the Director	Designation	Category	No. of Director-ship held	No. of other Committees		No. of Board Meetings attended	Attendance at the last AGM
				Membership	Chairmanship		
Shri P. M. Sanghvi *	Chairman & Managing Director	Promoter Executive	-	8	6	5	Yes
Shri J. M. Sanghvi *	Whole-time Director	Promoter Executive	1	9	-	5	Yes
Shri S. M. Sanghvi *	Whole-time Director	Promoter Executive	-	2	-	4	Yes
Shri D. C. Anjaria	Director	Independent Non-Executive	6	7	5	5	Yes
Shri V. M. Agrawal	Director	Independent Non-Executive	-	4	-	5	Yes
Shri P. M. Mehta	Director	Independent Non-Executive	1	4	2	5	Yes

* Being brothers, they are related to each other.

Board Procedure

During the year, **Five** Board meetings were held, details of which are given in the table below:

Date of Meeting	18/05/2009	11/06/2009	28/07/2009	27/10/2009	22/01/2010
No. of Directors present	5	6	6	6	6

The Board Meetings are normally held at Head Office, Indrad, Ahmedabad-Mehsana Highway, Village Indrad, Taluka Kadi. The Board meets at least once in a quarter with a gap between two meetings not exceeding four months.

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

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

Code of Conduct

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 2009-10.

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 2009-10."

V. C. Bhagat (Compliance Officer)

3. Audit Committee

The Audit Committee was constituted by the Board of Directors in its meeting held on 30th January 2001. The Audit Committee comprises of two Non-Executive Independent Directors – Shri D. C. Anjaria and Dr. V. M. Agrawal who are eminent professionals and Shri Jayanti M. Sanghvi, Whole-time Director.

The Composition of the Audit Committee is as under.

Name of the Director	Category	Remarks
Shri D. C. Anjaria	Independent Non-Executive	Chairman
Dr. V. M. Agrawal	Independent Non-Executive	Member
Shri J. M. Sanghvi	Executive Director	Member

Minutes of each Audit Committee Meeting are placed and discussed in the meeting of the Board of Directors.

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 into any matter in relation to the items specified in Section 292(A) 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.

- d. Reviewing with Management the Annual Financial Statements and half yearly and quarterly financial results before submission to the Board.
- e. Reviewing periodically the adequacy of the internal control systems.
- f. Discussions with Internal Auditors on any significant findings and follow up there on.

The Audit Committee has the following powers:

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

Details of Audit Committee meetings held during the year.

Name of the Directors	Meetings held on and presence				
	18/05/2009	10/06/2009	27/07/2009	27/10/2009	22/01/2010
Shri D. C. Anjaria	Yes	Yes	Yes	Yes	Yes
Dr. V. M. Agrawal	Yes	Yes	Yes	Yes	Yes
Shri J. M. Sanghvi	Yes	Yes	Yes	Yes	Yes

Overall Attendance: 100%

The meetings of the Audit Committee during the year were held as per clause 49 of the Listing Agreement.

The Audit Committee meetings were also attended by the representatives of the Statutory Auditors, Internal Auditors and the Chief Financial Officer of the Company. The Company Secretary acts as a Secretary to the Committee and attends the meeting.

4. Remuneration Committee

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 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 :

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

The composition of the Remuneration Committee is as under:

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

During the year under review, Remuneration Committee Meeting was held on 11th June 2009 and all the members attended the said meeting.

Details of Remunerations
a. Executive Directors

(Rs. in Lacs)

Name of the Director	Salary	Commission	Perquisites	Retirement Benefits	Assignment of Keyman Policy	Total
Shri P. M. Sanghvi	72.00	525.00	-	15.84	95.30	708.14
Shri J. M. Sanghvi	48.00	315.00	1.03	10.56	-	374.59
Shri S. M. Sanghvi	36.00	210.00	-	7.92	-	253.92

Service Contract

1. Shri P. M. Sanghvi, Managing Director has been appointed for a term of five years w.e.f 1st November 2008 by the Shareholders of the Company at its Annual General Meeting held on 15th September 2009.
2. Shri J. M. Sanghvi, Whole-time Director has been appointed for a term of five years w.e.f. 1st November 2008 by the Shareholders of the Company at its Annual General Meeting held on 15th September 2009.
3. Shri S. M. Sanghvi, Whole-time Director has been appointed for a term of five years w.e.f. 1st November 2008 by the Shareholders of the Company at its Annual General Meeting held on 15th September 2009.

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 months' salary in lieu thereof to the other party.

b. Non-Executive Directors

Non-Executive Directors were paid Sitting Fees of Rs.20,000/- for each Board Meeting and for its certain Committee Meetings attended during the year 2009-10.

Name of the Director	Sitting Fees (Rs.)
Shri D. C. Anjaria	2,20,000
Dr. V. M. Agrawal	2,20,000
Shri P. M. Mehta	1,40,000

c. Stock Options granted to the Non-Executive Directors

Name of Director	No. of Options granted and due	Options exercised during 2009-10	Outstanding as on 31/03/2010 (Face value Rs.2/- per Equity Share)
Shri D. C. Anjaria	25000	12500	12500
Dr. V. M. Agrawal	25000	NIL	25000
Shri P. M. Mehta	25000	25000	NIL

5. Shareholders' / Investors' Grievance Committee

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 further implementation in the quality and services to the investors.

The composition of the Shareholders' Grievance Committee is as under:

Name of the Director	Category	Remarks
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 V. C. Bhagat, Company Secretary acts as a Secretary of the Committee and has been designated as Compliance Officer.

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

Nature of Complaints	Opening Balance as on 01/04/2009	Received during the Year	Redressed / Attended during the year	Pending as on 31/03/2010
1 Non-receipt of share certificates after transfer, etc.	-	-	-	-
2 Non-receipt of Dividend	-	4	4	-
3 Query regarding Demat Credit	-	-	-	-
4 Non-receipt of duplicate share certificate after issue	-	-	-	-
5 Others : Buy back amount	-	-	-	-
Total	-	4	4	NIL

6. Share Transfer Committee

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 has been changed as and when required. For the 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. Mostly in every month there are two meetings of the Share Transfer Committee and the shares are transferred to the Transferees within a period of one month as stipulated in the Listing Agreement with Stock Exchanges. In the year under review, there were 23 meetings and all the members were present in every meeting.

The Board of Directors of the Company ratifies and takes on record the Minutes of the Share Transfer Committee at subsequent Board Meetings.

At present entire activities related to share transfers, transmission, etc. is handled by Share Registrar & Transfer Agent namely M/s. 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 (previously Share Registrar & Transfer Agent was M/s. Pinnacle Shares Registry Pvt. Ltd.)

7. Committee for Share Allotment under ESOS:

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

Name of the Director	Category	Remarks
1. Shri P. M Sanghvi	Managing Director	Chairman
2. Shri J. M. Sanghvi	Director	Member
3. Shri D.C. Anjaria	Director	Member

During the year the committee meetings were held on 26th September, 31st October, 28th November 2009 and 5th February 2010 .

8. Kutch Project Review Committee

With a view to take certain decisions on the spot for the Kutch Project, the Board of Directors in its meeting held on 28th September 2005 formulated Kutch Project Review Committee and the following Directors are members of the Committee.

- i) Shri P. M. Mehta (Independent Director as Chairman)
- ii) Shri P. M. Sanghvi (Managing Director as Member)
- iii) Shri J. M. Sanghvi (Whole-time Director as Member)

During the year under review there was no Committee meeting.

9. Cost Reduction and Performance Improvement Committee

The Board formulated a Committee for cost reduction and performance improvement on 28th July 2009 and the following Directors are the members of the Committee.

- (i) Shri P. M. Mehta (Independent Director as Chairman)
- (ii) Shri P. M. Sanghvi (Managing Director as Member)
- (iii) Shri J. M. Sanghvi (Whole-time Director as Member)

During the year meeting was held on 29th July 2009 and all the three Directors were present in the said meeting.

10. General Body Meetings

AGM	Date	Time	Venue	No. of special resolutions approved *
23 rd	07.09.2007	10:00 a.m.	The Ahmedabad Textile Mills Association	1
24 th	23.09.2008	10:00 a.m.	The Ahmedabad Textile Mills Association	2
25 th	15.09.2009	10:00 a. m.	The Ahmedabad Textile Mills Association	Nil

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

11. Disclosures

- i) There was no materially significant related party transaction during the year with the management or with the Directors of the Company, which may have potential conflict with the interests of the Company.
- ii) 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.
- iii) 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.
- iv) 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 continuously updated.
- v) 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.
- vi) The Board has approved Corporate Financial Risk Management Policy and the same is being evaluated on quarterly basis.
- vii) The Board has received CEO/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.

12. Postal Ballot

During the year three special resolutions as proposed in the Postal Ballot Notice dated 21st July 2009 were passed on 5th September 2009 which were related to:

- (i) Alteration of Main Object Clause of the Memorandum of Association
- (ii) Alteration of objects incidental or ancillary to the attainment of main object of the Memorandum of Association
- (iii) Commencement of new business

Shri M. C. Gupta & Co., Company Secretaries were appointed as Scrutinizer for overseeing the Postal Ballot process. The above resolutions have been passed with requisite majority as per the following details.

Sr. No.	Particulars of Resolution	% of Vote Cast in Favour of Resolution
1.	Alteration of Main Object Clause of the Memorandum of Association	99.99%
2.	Alteration of objects incidental or ancillary to the attainment of main object of the Memorandum of Association	Unanimously
3.	Commencement of new business	Unanimously

The Company has complied with the procedures for the Postal Ballot in terms of Companies (Passing of Resolution by Postal Ballot) Rules 2001 and amendments thereto made from time to time.

13. Certification from CEO & CFO

Requisite certificate from CEO and CFO as required to be given under Clause 49(v) has been received and placed before the Board of Directors of the Company.

14. Means of Communication

During the year under review quarterly and half yearly (Unaudited) and Annual Financial Results (Audited) of the Company were submitted to the Stock Exchanges immediately after the Board approved the same. They were also published in time in any of The Economic Times / Business Standard / Indian Express in English and Jansatta / Financial Express / Economic Times in Gujarati.

The results were also hosted on the Company's website i.e. www.ratnamani.com

In addition to the above, the Company has also filed the said results through Electronic Data Information Filing and Retrieval (EDIFAR) website of SEBI (www.sebi.edifar.nic.in)

15. Compliance with Non Mandatory requirements

- (i) Chairman's Office : Your Company has Executive Chairman and hence need for implementing this non-mandatory requirement has not arisen.
- (ii) Remuneration Committee : The Board has already set up Remuneration Committee in the year 2002, the details of which are available under Item No. 4 above.
- (iii) Shareholders' Right : 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.
- (iv) Audit Qualifications : There are no qualifications in the Auditors' Report on the Financial Statements to the shareholders of the Company.
- (v) Training of Board Members : 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 project 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.
- (vi) Whistle Blower Policy : The Company has not established any formal Whistle Blower Policy.

16. Financial Calendar for the Financial Year 2009-10

- A.** Financial Year : 1st April 2009 to 31st March 2010
 First Quarter ended on : 30th June 2009
 Half year ended on : 30th September 2009
 Third Quarter ended on : 31st December 2009
 Fourth Quarter ended on : 31st March 2010
 AGM for the year 2009-10 : 27th August 2010

B. Market Price Data
Bombay Stock Exchange Ltd.

Month	High (Rs.)	Low (Rs.)	Wtd. Avg.(Rs.)	No. of Shares Traded	Trade Volume * (Rs. In Lacs)
April 2009	57.45	36.55	47.07	750791	353.41
May 2009	86.20	46.50	67.25	842171	566.39
June 2009	101.30	71.70	83.35	4827476	4023.64
July 2009	81.40	63.60	74.05	528418	391.30
August 2009	99.00	71.00	87.78	2271446	1993.98
September 2009	117.50	87.00	106.51	7419675	7902.38
October 2009	110.80	86.55	102.00	1534204	1564.88
November 2009	104.40	85.00	97.29	1219022	1186.03
December 2009	109.30	91.90	101.77	2161660	2199.99
January 2010	121.40	96.40	112.66	3372696	3799.64
February 2010	108.25	94.55	102.43	666958	683.16
March 2010	110.80	96.00	104.23	1053619	1098.15

* Volume is the total monthly volume of trades

National Stock Exchange of India Ltd.

Month	High (Rs.)	Low (Rs.)	Wtd. Avg.(Rs.)	No. of Shares Traded	Trade Volume * (Rs. In Lacs)
April 2009	58.00	37.20	47.75	444740	212.37
May 2009	87.90	48.65	67.04	559982	375.42
June 2009	99.95	71.30	86.16	3125166	2692.73
July 2009	81.05	63.45	73.69	554116	408.35
August 2009	99.00	71.50	87.61	2095530	1835.89
September 2009	117.40	87.00	107.59	10501140	11298.63
October 2009	110.70	86.70	102.33	1937376	1982.53
November 2009	104.95	84.60	97.97	1948469	1909.01
December 2009	109.40	92.00	102.11	3240057	3308.44
January 2010	126.40	96.00	112.64	4755445	5356.54
February 2010	108.50	95.00	102.57	973779	998.81
March 2010	110.50	95.10	104.23	2008359	2093.41

* Volume is the total monthly volume of trades

C. Registrar & Transfer Agent**Regd. Office Address**

M/s. Sharepro Services (India) Pvt. Ltd.
Unit : Ratnamani Metals & Tubes Ltd.
13AB, Samhita Warehousing Complex,
Sakinaka Telephone Exchange Lane,
Off. Andheri Kurla Road, Sakinaka,
Andheri (East), Mumbai – 400 072
Phone No.: (022) 67720300/ 67720400,
Fax No.: (022) 28591568
Contact Person : Mr. G. R. Rao

Ahmedabad Branch Address

M/s. Sharepro Services (India) Pvt. Ltd.
Unit : Ratnamani Metals & Tubes Ltd.
416-420, 4th Floor, Devnandan Mall
Opp. Sanyas Ashram, Ashram Road
Ahmedabad - 380006

Phone No. : 079 26582381 to 84
Fax No 079 26582385
Contact Person : Mr. Nitin Joshi
E-mail : sharepro@shareproservices.com

D. Share Transfer System

Due to mandatory provisions of SEBI and upon the instructions of Stock Bombay Stock Exchange Ltd. Mumbai and Ahmedabad Stock Exchange Ltd. Ahmedabad, 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 at the above address on the matters related to both transfer of shares as well as for demat of the shares of the Company.

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

E. Distribution of Shareholdings as on 31st March 2009 and 31st March 2010

No. of Equity Shares	No. of Shareholders		% of Shareholders		No. of Shares held		% of Shareholding	
	As on 31/03/09	As on 31/03/10	As on 31/03/09	As on 31/03/10	As on 31/03/09	As on 31/03/10	As on 31/03/09	As on 31/03/10
Rs.1 to Rs.2500	7509	14172	95.00	95.86	2704684	4252253	6.01	9.26
Rs.2501 to Rs.5000	149	285	1.89	1.93	580510	1071512	1.29	2.33
Rs.5001 to Rs.10000	64	117	0.81	0.79	488446	917880	1.09	2.00
Rs.10001 to Rs.15000	20	32	0.25	0.22	254166	407323	0.56	0.89
Rs.15001 to Rs.20000	12	16	0.15	0.11	210525	284180	0.47	0.62
Rs.20001 to Rs.25000	12	18	0.15	0.12	283513	417385	0.63	0.91
Rs.25001 to Rs.50000	32	38	0.40	0.26	1175938	1493352	2.61	3.25
Rs.50001 & Above	106	106	1.34	0.71	393022	37099499	87.34	80.74
Total	7904	14784	100.00	100.00	45000000	45943384	100.00	100.00

Shareholders increased from 7904 to 14784 i.e. by 87%.

F. Categories of Shareholders as on 31st March 2009 and 31st March 2010

Particulars	No. of Shares		% of Shareholding	
	As on 31/03/2009	As on 31/03/2010	As on 31/03/2009	As on 31/03/2010
Indian Promoters and Group	26458528	26478448	58.80	57.63
Mutual Fund	485448	1387600	1.08	3.02
Banks, Financial Institutions	580	330	0.00	0.00
Corporate Bodies	3834925	2263667	8.52	4.93
FIIS	1583285	624205	3.52	1.36
NRI	490240	578911	1.09	1.26
Indian Public	12146994	14610223	26.99	31.80
Total	45000000	45943384	100.00	100.00

G. Shareholdings of the Directors in the Company as on 31st March 2010

Sr. No.	Name of Director	No. of Shares	% of total holding
1.	Shri Prakash M. Sanghvi	2816373	6.13
2.	Shri Jayanti M. Sanghvi	2908270	6.33
3.	Shri Shanti M. Sanghvi	2049160	4.46
4.	Shri Divyabhash C. Anjaria	13165	0.03
5.	Dr. Vinodkumar M. Agrawal	2500	-
6.	Shri Pravinchandra M. Mehta	26500	0.06

H. Dematerialization of Shares

The Equity Shares of the Company are traded compulsorily 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 as on 31st March 2009 and 31st March 2010

Particulars	No. of shares as on 31/03/2009	No. of shares as on 31/03/2010	% of Total Capital as on 31/03/2009	% of Total Capital as on 31/03/2010	No. of Shareholders as on 31/03/2009	No. of Shareholders as on 31/03/2010
National Securities Depository Ltd.	24628647	24733294	54.73	53.83	4135	8445
Central Depository Services (India) Ltd.	1526183	2813524	3.39	6.12	1620	4254
Total Dematerialized	26154830	27546818	58.12	59.95	5755	12699
Physical	18845170	18396566	41.88	40.05	2149	2085
Grand Total	45000000	45943384	100.00	100.00	7904	14784

I. Listing

The Company's shares are listed and traded on the Stock Exchange of Bombay, Ahmedabad as well as National Stock Exchange and Listing Fees for the year 2010-2011 have been paid to them.

Name of the Stock Exchange	Stock Code
Bombay Stock Exchange Ltd.	520111
Ahmedabad Stock Exchange Ltd.	48930
National Stock Exchange of India Ltd.	RATNAMANI

J. Secretarial Audit for reconciliation of capital

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.

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

No dividend was declared for the year 2001-2002 and therefore no amount is credited to the Investors Education and Protection Fund pursuant to Section 205(c) of the Companies Act, 1956.

L. Electronic Clearing Service (ECS) facility

The Company, with respect of payment of dividend to the shareholders provides facility of Electronic Clearing Service. Presently, the Company can offer ECS facility at RBI locations/centres only. Shareholders holding shares in physical form, who wish to avail ECS facility may send their ECS Mandate in the prescribed format to our Share Registrar & Transfer Agent, M/s. Sharepro Services (India) Pvt. Ltd., 13AB, Samhita Warehousing Complex, Sakinaka Telephone Exchange Lane, Off. Andheri Kurla Road, Sakinaka, Mumbai – 400 072

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

-NIL –

N. Plant Location

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

O. Address for Correspondence

17, Rajmugat Society, Naranpura Cross Roads, Ankur Road, Naranpura, Ahmedabad – 380013.

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	Rs.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	9,43,384	
e. Total number of shares arising as a result of exercise of Options	9,43,384	
f. Options lapsed	NIL	
g. Variation of terms of options	NIL	
h. Money realized by exercise of Options	Rs.18,86,768/- share capital Rs.5,41,50,242/- share premium	
i. Total No. of Options in force	13,06,616	
j. Employee wise details of Options granted to		
a) Senior Management Personnel:	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	17500
	Shri M. S. Randhawa	25000
	Shri T. Venugopal	25000
	Shri V. C. Bhagat	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'	Rs. 17.95	

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 of Rs.10/- into five Equity Shares of face value Rs.2/- each.