



UMIYA TUBES LIMITED

(CIN: L28112GJ2013PLC074916)

**FOURTH
ANNUAL REPORT
2016-17**



UMIYA TUBES LIMITED
(CIN: L28112GJ2013PLC074916)

FOURTH ANNUAL REPORT 2016 17

BOARD OF DIRECTORS	:	Mrs. Beena P Vaghela (DIN: 03577571)	Chairperson & Director
		Mr. Surendrasinh P Vaghela (DIN: 06415080)	Managing Director
		Mr. Bharatkumar P Patel (DIN: 06562786)	Whole Time Director
		Mr. Saurabhkumar R. Patel (DIN: 06964670)	Director
		Mr. Vikram G Patel (DIN: 07397444)	Independent Director
		Mr. Rajesh K Dave (DIN: 07398886)	Independent Director
		Mr. Mitesh G Patel (DIN: 07397651)	Independent Director
		Mr. Atul J Popat (DIN: 07323826)	Independent Director
CHIEF FINANCIAL OFFICER	:	Mr. Saurabhkumar R. Patel	
COMPANY SECRETARY	:	CS Ritendrasinh K Rathod	
BANKERS	:	Vijaya Bank Gandhinagar HDFC Bank Gandhinagar	
STATUTORY AUDITORS	:	M/s. P. Singhvi & Associates Chartered Accountants Ahmedabad	
SECRETARIAL AUDITOR	:	M/s. Manoj Hurkat & Associates Practising Company Secretaries Ahmedabad	
REGISTERED OFFICE	:	208, 2 nd Floor, Suman Tower, Sector -11, Gandhinagar – 382011 (Gujarat)	
ISIN (for demat purpose)	:	INE173U01015	

NOTICE

NOTICE is hereby given that the **FOURTH ANNUAL GENERAL MEETING** of the Members of **UMIYA TUBES LIMITED** will be held as scheduled below:

Date	: 28 th September, 2017
Day	: Thursday
Time	: 2.00 p.m.
Place	: At the Registered Office: 208, 2 nd Floor, Suman Tower, Sector -11, Gandhinagar – 382011 (Gujarat)

to transact the following business:

ORDINARY BUSINESS:

- To receive and adopt audited financial statements of the Company for the financial year 2016-17 and to pass the following resolution, with or without modification, as an ORDINARY RESOLUTION:
“**RESOLVED THAT** audited financial statements of the Company for the financial year 2016-17 comprising of Balance Sheet as on 31st March, 2017 and the Profit and Loss Statement for the Financial year ended on 31st March, 2017 together with all annexure and attachment thereto including the Directors’ Report and Auditors’ Report thereon, which have already been circulated to the Members and as laid before this meeting, be and the same are hereby approved and adopted.”
- To appoint a Director in place of Mrs. Beena P. Vaghela (DIN: 03577571), who retires by rotation and being eligible, offers herself for re-appointment and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:
“**RESOLVED THAT** the retiring Director, Mrs. Beena P. Vaghela (DIN: 03577571), be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”
- To ratify the appointment of Auditors made, in the 3rd Annual General Meeting for holding the office from the conclusion of 3rd Annual General Meeting till the conclusion of the 8th Annual General Meeting and to fix their remuneration and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:
“**RESOLVED THAT** pursuant to provisions of Section 139 of the Companies Act, 2013 and Rules made thereunder, appointment of M/s. P. Singhvi & Associates, Chartered Accountants as Auditors of the Company made in the 3rd Annual General Meeting (AGM) held on 29th September, 2016 for the period from the conclusion of that 3rd AGM till the conclusion of the 8th AGM be and is hereby ratified.
RESOLVED FURTHER THAT any one of the Directors of the Company, be and is hereby authorised to fix their remuneration in consultation with the said Auditors and also to take all other actions as may be required in this regard.”

Registered Office:

208, 2nd Floor, Suman Tower, Sector-11,
Gandhinagar - 382011 (Gujarat)

Date: 19th May, 2017

CIN:L28112GJ2013PLC074916

By Order of the Board

sd/-

Beena P Vaghela

(DIN:03577571)

Chairperson & Director

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAT 48 HOURS BEFORE THE TIME OF MEETING.**
- A person can act as 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 proxy for any other person or shareholder.**
- Pursuant to the provisions of SEBI (LODR) Regulations, 2015 and section 91 of the Companies Act, 2013, Register of Members and Shares Transfer Books of the Company will remain closed from Thursday, the 21st September, 2017 to Thursday, the 28th September, 2017 (both days inclusive).
- Members intending to require information about accounts at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.
- Shareholders holding shares in dematerialized form should communicate the change of address, if any, to their Depository Participant and other who hold shares in physical form should communicate the change of address, to the Registrar and Share Transfer Agent of the Company at the following address:
Purva Sharegistry (India) Pvt. Ltd.
Unit : Umiya Tubes Limited
Unit No. 9, Shiv Shakti Inds. Estate, J R Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai – 400011.
- As a matter of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Therefore,

Members are requested to bring their copies at Annual General Meeting.

7. Members/Proxies should bring their attendance slip duly filed in for attending the meeting.
8. The Notice of the 4th AGM along with the attendance slip and proxy form are being sent by electronic mode to all the members whose email addresses are registered with Company/ Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
9. The Company, being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, is not required to provide remote e-voting facility to its members.
10. Additional information pursuant to The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchange in respect of the director seeking appointment/reappointment at the AGM are furnished and annexed to the notice.

Registered Office:

208, 2nd Floor, Suman Tower, Sector-11,
Gandhinagar - 382011 (Gujarat)

Date: 19th May, 2017

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By Order of the Board

sd/-

Beena P Vaghela

(DIN:03577571)

Chairperson & Director

Details of Director Seeking Appointment/Re-appointment at the Annual General Meeting

Particulars	Ms. Beena P Vaghela (DIN: 03577571)
Date of Birth	23/07/1984
Date of the first Appointment on the Board	07/05/2013
Qualification	B. Com, LLB & DTP
Expertise in Specific functional areas	Accounts & Finance
Directorships held in other companies	- Naitik Infrastructure Private Limited - SNB Corporation Private Limited
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	- There is no remuneration paid to Ms. Beena P. Vaghela as Director of the Company. Company pay fees to Ms. Beena P. Vaghela as Consultant (Finance & Accounts). - However, the Company pay a Consultancy fees of Rs. 50,000/- per month with liberty to the Board to increase or decrease the fees within the limits laid down in Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2015 (MBP Rules) as amended from time to time for holding office or place as Consultant of the Company.
Number of Board Meetings attended during the year	4 (Four)
Memberships/ Chairmanships of committees of Board of Directors of Company	Nil
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which she is director	Nil
Number of shares held in the Company	5,51,000 Equity shares
Disclosure of relationship between directors inter-se	None of the Directors are related inter-se except Ms. Beena Pravinsinh Vaghela, Chairperson and Director and Mr. Surendrasinh Pravinsinh Vaghela, Managing Director being Sister & Brother.

DIRECTORS' REPORT

**To
The Members
UMIYA TUBES LIMITED**

Your Directors take pleasure in presenting the **FOURTH** Annual Report of the Company together with the Audited Accounts for the financial year ended on 31st March, 2017.

FINANCIAL SUMMARY/HIGHLIGHTS:

The brief financial results are as under:

Particulars	2016-17	2015-16
	(Rs. in lacs)	
Gross Income	2374.01	1475.45
Profit/(Loss) before Depreciation and Tax	198.58	74.53
Less: Depreciation	30.74	25.46
Profit/(Loss) Before Tax and Extra Ordinary Items	167.84	49.07
Less: Extra Ordinary Items	-	-
Less: Current Tax	36.88	9.35
Deferred Tax	13.90	44.56
Add/Less: MAT credit Entitlement	(36.88)	(9.35)
Profit/(Loss) After Tax	153.94	4.50
Balance Carried to Balance Sheet	159.55	5.61

The turnover of the Company for the year 2016-17 has substantially increased from Rs. 1475.45 Lacs to Rs. 2374.01 Lacs. Due to this, profit before Depreciation and Tax stands increased to Rs.198.58 Lacs as compared to profit of Rs. 74.53 Lacs in the last year.

SUBSIDIARY COMPANIES/JOINT VENTURE COMPANY/ASSOCIATE COMPANY:

The Company does not have any Subsidiary Companies or Joint Venture Company or Associate Company.

MATERIAL CHANGES AND COMMITMENT:

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of financial year of the Company to which the financial statements relate and the date of the report.

REASONS FOR REVISION OF FINANCIAL STATEMENT OR REPORT:

During the year, the financial statement or report was not revised. Hence further details are not applicable.

DIVIDEND:

In order to conserve resources, your Directors express their inability to recommend any dividend.

TRANSFER TO RESERVE:

Your Directors find it prudent not to transfer any amount to General Reserve.

SHARE CAPITAL:

The Paid up Equity share capital of the Company as on 31st March, 2017 was Rs. 7.40 Crores divided into 74,00,000 Equity shares of Rs. 10/- each.

UTILISATION OF ISSUE PROCEEDS:

The Company came out with public issue of 20,00,000 Equity shares of Rs. 10/- each for cash at par aggregating to Rs. 2 Crores ("Public Issue") vide Prospectus dated 14th March, 2016 ("offer document"). The equity shares of the Company were listed on the SME Platform of BSE on 1st April, 2016.

The Company has fully deployed the entire funds of Rs. 2 Crores received through the public offer as per the objects of the issue.

DIRECTORS & KEY MANAGERIAL PERSONNEL:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 Mrs. Beena P Vaghela (DIN: 03577571), Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, has offered herself to be re-appointed as director of the Company.

The Board recommends the re-appointment of Mrs. Beena P Vaghela (DIN: 03577571) as Director of the Company liable to retire by rotation.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

1. that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. that the Directors had 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 profit or loss of the Company for that period;
3. that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that the Directors had prepared the annual accounts on a going concern basis; and
5. that the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
6. that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

FORMAL EVALUATION BY BOARD OF ITS OWN PERFORMANCE:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 34(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration Committees based on the criteria and framework adopted by the Board.

NUMBER OF MEETINGS OF BOARD:

The Board of Directors duly met 4 (Four) times.

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary Declaration from each Independent Director/s under section 149(7) of the Companies Act, 2013 that they meet the criteria of Independence laid down in section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ISSUE OF EQUITY SHARES WITH DIFFERENTIAL VOTING RIGHTS / SWEAT EQUITY SHARES / EMPLOYEE STOCK OPTION SCHEME:

During the year, the Company has not issued any equity shares with differential voting rights or sweat equity shares or shares under employee stock option scheme. Hence disclosure regarding the same is not given.

AUDITORS:

M/s. P. Singhvi & Associates, Chartered Accountants, the existing auditors of the Company were appointed as auditors of the Company at the 3rd AGM for holding the office from the conclusion of that 3rd AGM till the conclusion of the 8th AGM (Subject to ratification by the members at every subsequent Annual General Meetings).

As per Section 139(1) every company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting and the manner and procedure of selection of auditors by the members of the company at such meeting shall be such as may be prescribed.

It is further provided that the Company shall place the matter relating to such appointment for ratification by members at every annual general meeting. Hence the members are requested to consider the matter of ratification of appointment of Auditors made and also to fix their remuneration.

AUDITORS' REPORT AND NOTES ON ACCOUNTS:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts. The observations, comments and notes of Auditor are self explanatory and do not call for any further explanation /clarification.

SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Manoj Hurkat & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "Annexure-1".

AUDIT COMMITTEE:

The Audit Committee consists of the following Directors:

- | | |
|-------------------------------|----------|
| 1. Mr. Rajesh K Dave | Chairman |
| 2. Mr. Atul J Popat | Member |
| 3. Mr. Surendrasinh P Vaghela | Member |

NOMINATION & REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee consists of the following Directors:

- | | |
|-----------------------|----------|
| 1. Mr. Rajesh K Dave | Chairman |
| 2. Mr. Atul J Popat | Member |
| 3. Mr. Vikram G Patel | Member |

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee consists of the following Directors:

- | | |
|-----------------------------|----------|
| 1. Mr. Rajesh K Dave | Chairman |
| 2. Mr. Atul J Popat | Member |
| 3. Mr. Saurabhkumar R Patel | Member |

RISK MANAGEMENT POLICY/PLAN:

It may please be noted that as per the applicable requirement of Companies Act, 2013 a risk management policy/plan of the Company is developed and implemented for creating and protecting the Shareholder's value by minimizing threats or losses and to identify and provide a framework that enables future activities of a Company to take place in a consistent and controlled manner.

VIGIL MECHANISM:

The Company has a vigil mechanism for its directors and employees, to deal with instance of fraud/ mismanagement, if any and to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The details of the policy are posted on the website of the Company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment measures in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. During the year, there were no complaints received under the said act.

REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

The Company's shareholders may refer the Company's website for the detailed Nomination & Remuneration Policy of the Company on the appointment and remuneration of Directors including criteria for determining qualifications, positive attributes, independence of a Director; and other matters provided under sub-section (3) of section 178.

The Company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with the existing industry practice.

ANALYSIS OF REMUNERATION:

The details of remuneration paid to Directors and Key Managerial Personnel is given in extract of Annual Return attached with this report.

Disclosure/details pursuant to provisions of Section 197(12) of the Companies Act 2013 read with Companies (appointment and Remuneration of managerial personnel) Rules, 2014 are given as follows:

Names and Positions	[A] Ratio of Directors' Remuneration to the median Remuneration of Employees	[B] Percentage (%) increase in Remuneration
Ms. Beena P Vaghela (Chairperson & Director)	10.19	Not applicable*
Mr. Surendrasinh P Vaghela (Managing Director)	10.19	Not applicable*
Mr. Bharatkumar P Patel (Whole Time Director)	10.19	Not applicable*
Mr. Saurabhkumar R Patel (Director and CFO)	10.19	Not applicable*
Mr. Vikram G Patel (Independent Director)	Nil	Nil
Mr. Rajesh K Dave (Independent Director)	Nil	Nil
Mr. Mitesh G Patel (Independent Director)	Nil	Nil
Mr. Atul J Popat (Independent Director)	Nil	Nil - -

* Last year, there was no remuneration paid to any of the Directors of the Company.

Note: The median remuneration of employees of the Company during the financial year was Rs. 58870/- p.a.

[C] Percentage Decrease in the median Remuneration of Employees	0.56%
[D] Number of permanent Employees on the rolls of Company	43 (Forty Three)
[E] Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof	There was increase of 84.62% increase in average salaries of employees other than NEDs and KMPs made in the year 2016-17. There was no remuneration paid to managerial personnel in the previous financial year. Hence, percentile increase in remuneration of managerial personnel is not applicable. In view of this, comparison and justification thereof cannot be given.

PARTICULARS OF EMPLOYEES:

The statement showing the names of the top ten employees in terms of remuneration drawn is given as “**Annexure – 2.**”

There are no employees of the Company drawing remuneration requiring disclosure of information under Section 134 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

DETAILS OF THE REMUNERATION TO MD/WTD (AS PER CLAUSE-IV OF SECTION-II OF PART-II OF SCHEDULE V):

- (i) all elements of the remuneration package such as salary, benefits, bonuses, stock options and pension:

The details are given in clause- VI(A) of MGT-9 attached to this report as **Annexure – 3.**

- (ii) details of fixed component and performance-linked incentives, along with the performance criteria:

The details are given in clause- VI(A) of MGT-9 attached to this report as **Annexure – 3** and performance criteria is linked with net profit of the Company.

- (iii) service contracts, notice period and severance fees:

Term valid till 31st December, 2018. And no notice period was mentioned no severance fees.

- (iv) stock option details, if any, and whether these have been issued at a discount, as well as the period over which they accrued and how they are exercisable:

The Company has not granted any stock option.

REGULATORY ORDERS:

During the year there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

CSR COMMITTEE:

As the requirement of CSR Committee is not applicable to the Company, no further details/disclosure required to be given in this regard.

DETAILS ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

(A)	Conservation of energy	
	(i) the steps taken or impact on conservation of energy	(1) The Company uses LED lamps in the whole factory premises which save 30-40% electricity as compared to normal lamps. (2) The Company uses LED lamps and fans at whole factory premises including offices at factory which lead to reduction in electricity consumption as compared to normal lamps. (3) The Company have also installed LED street light at whole factory which lead to savings in electricity consumption around 40-50%
	(ii) the steps taken by the company for utilizing alternate sources of energy	N.A.
	(iii) the capital investment on energy conservation equipments	The Company uses AC Drives for almost all Tube mills and it also saves around 30-40% of electricity as compared to DC Drives.

(B)	Technology absorption	
	(i) the efforts made towards technology absorption	(1) The Company have installed 6 Voltage Protection device (VPD) for purpose stable voltage for main panel of individual tube mill. (2) The Company have installed power factor penal for maintained good power factor ratio.
	(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	(1) The Company tried different composition of gases which ultimately found good quality and competitive cost of welding. (2) The Company also started polishing work with low RPM electric motors which reduced consumption of energy and polishing material to a huge extent.
	(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) (a) the details of technology imported; (b) the year of import; (c) whether the technology been fully absorbed; (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	N.A.
	(iv) the expenditure incurred on Research and Development	The Company have invented embossing machine which is used for embossing Company name on each product. As the company is new and at kid stage it do not have separate R&D department but all motivated employees and KMPs always works for new ways and forms of doing work and saving cost and all energy saving and technology absorption benefits narrated above are the results of our R&D work only.
(C)	Foreign exchange earnings and Outgo	
	The Foreign Exchange earned in terms of actual inflows during the year and	As it was an attempt of marketing abroad no inflow took place but the Company is still behind export and definitely will export during the next year.
	The Foreign Exchange outgo during the year in terms of actual outflows	To find export business for the Company the team of Company visited gulf countries in the month of May 2016 and they spent around 1596/- AED. The Foreign Exchange outgo during the year is Rs. 20000/-.

INTERNAL FINANCIAL CONTROL:

The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

DEPOSITS:

During the year under report, your Company has not accepted any deposits pursuant to Section 73 of the Companies Act, 2013. Hence further details are not given.

Details of money accepted (if any during the year) by the Company from the Directors and/or the relatives of Directors of the Company are given in the notes to the Financial Statements and the same are not deposit as per the applicable provisions of Companies Act, 2013 and rules made thereunder.

CORPORATE GOVERNANCE:

It may please be noted that as our Company is not falling in the applicability criteria prescribed as mentioned in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Hence, the Report on Corporate Governance is not forming part of the Directors' Report.

EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT- 9 is annexed herewith as "Annexure -3"

PARTICULARS OF LOANS, INVESTMENTS OR GUARANTEES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

There are no Loans, Investments or Guarantees /Security given by the Company during the year under section 186 of the Companies Act, 2013; hence no particulars are required to be given.

RELATED PARTY TRANSACTION:

There are no particulars of contacts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 which are required to be reported in the prescribed form AOC-2. The details of related party transactions as per AS-18 are otherwise reported in the financial statements. The related party transactions are otherwise carried out in the ordinary course of business and on arms length basis and the same are in the best interest of the Company. The related party transactions are due to business exigencies.

MANAGEMENT DISCUSSION AND ANALYSIS:

Necessary Management Discussion and Analysis Report, pursuant to Regulation 34(2)(e) of The SEBI (LODR) Regulations, 2015 is appended as "Annexure-4" to Director's Report.

APPRECIATION:

Your Directors wish to place on record their sincere appreciation for significant contribution made by the employees at all the levels through their dedication, hard work and commitment, thereby enabling the Company to boost its performance during the year under report.

Your Directors also take this opportunity to place on record the valuable co-operation and continuous support extended by its valued business associates, Practicing Company Secretary, Auditors, Supplier, Customers, Banks / Financial Institutions, Government authorities and the shareholders for their continuously reposed confidence in the Company and look forward to having the same support in all its future endeavors.

Place : Gandhinagar
Date : 19th May, 2017

By Order of the Board
sd/-
Beena P Vaghela
(DIN:03577571)
Chairperson & Director

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members of
UMIYA TUBES LIMITED
208, 2nd Floor, Suman Tower, Sector - 11,
Gandhinagar - 382011

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **UMIYA TUBES LIMITED** (hereinafter called the “**Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 (**‘SCRA’**) and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**‘SEBI Act’**) to the extent applicable to the Company:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits), Regulations, 2014;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the following:

- I. Secretarial Standards issued by The Institute of Company Secretaries of India.
- II. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We hereby report that during the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

- VI. There are no other laws applicable specifically to the Company in respect of the business/activities carried out by the Company which are required to be reported under this clause.

We further report that:

- a) The Board of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors took place during the period under review.
- b) Adequate notice is given to all Directors to schedule the Board Meetings at least seven days in advance. Agenda and detailed notes on agenda were also sent to all Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, no event/action has taken place which have major bearing on the affairs of the Company in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For,
MANOJ HURKAT AND ASSOCIATES
 Practicing Company Secretaries

Sd/-
MANOJ R HURKAT
 Partner
 FCS No. 4287
 C P No.: 2574

Place : Ahmedabad
 Date : 19th May, 2017

Note: This Report is to be read with our letter of even date which is annexed as **Annexure A** and form an integral part of this Report.

Annexure A

To
 The Members
 Umiya Tubes Limited
 208, 2nd Floor, Suman Tower, Sector - 11,
 Gandhinagar - 382011

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts and cost records of the Company.
4. We have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, secretarial records and other factual position which cannot be otherwise verified etc. wherever required or necessary.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of the same on test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For,
MANOJ HURKAT AND ASSOCIATES
 Practicing Company Secretaries

Sd/-
MANOJ R HURKAT
 Partner
 FCS No. 4287
 C P No.: 2574

Place : Ahmedabad
 Date : 19th May, 2017

Annexure – 2
Statement showing the names of the top ten employees in terms of remuneration drawn:

Name	Designation/ Nature of duties	Nature of employment, whether contractual or otherwise	Relation with Director or Manager of Company	Remune- ration (In Rs.) p.a.	Qualifi- cation	Experience (Years)	Date of joining	Age (Years)	Last employment before	% Equity shares held
1	2	3	4	5	6	7	8	9	10	11
Beena Pravinsinh Vaghela	Chairperson & Director	Otherwise	Sister of Surendrasinh P vaghela (MD)	600000.00	B.com, LLB & DTP	11	07/05/2013	33	NIL	7.45%
Surendrasinh Pravinsinh Vaghela	Managing Director	Otherwise	Brother of Beena P Vaghela (Chair Person)	600000.00	B. Com	6	07/05/2013	31	NIL	3.78%
Bharatkumar Parsotamdas Patel	Whole time Director	Otherwise	Uncle of Saurabh kumar R Patel (CFO)	600000.00	12 th Pass (HSC)	11	07/05/2013	50	NIL	17.82%
Saurabhkumar R Patel	Director & CFO	Otherwise	Nepew of Bharatkumar P Patel (whole time director)	600000.00	B.Tech in E.C.E.	4	07/05/2013	27	Swarg system & Instrument, gandhinagar	4.73%
Rasik bhai Hargovind bhai Patel	Mill Operator	Otherwise	N.A.	219718.00	12 Pass ITI Feter	30	23/10/2015	49	Ratamani p ltd Chatral	NIL
Harshil Kanubhai Darji	Hr Manager	Otherwise	N.A.	206448.00	B. Tech in E.C	5	11/04/2014	27	Dream World Technology	NIL
Aman Manoj bhai Patel	Dispetch Manager	Otherwise	N.A.	201588.00	B.Tech in E.C.	1	01/01/2016	23	NIL	NIL
Sunil Kumar Nagarmal swami	Mill Operartor	Otherwise	N.A.	187288.00	12 Pass	9	21/05/2014	25	NIL	NIL
Jagdishbhai Jethabhai Patel	Electrication	Otherwise	N.A.	167040.00	10 Pass ITI Electric	5	01/04/2016	50	Universal-harshol	NIL
Ritendrasinh Kishorsinh Rathod	Company Secretary	Otherwise	N.A.	173650.00	B.B.A & L. L B & CS	3	01/04/2016	29	Euro Circuit system, Se.26, GNR	NIL

FORM No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN:	L28112GJ2013PLC074916
Registration Date	07/05/2013
Name of the Company	Umiya Tubes Limited
Category of the Company	Listed Public Company
Sub Category of the Company	Limited by Shares & having Share Capital
Address	208, 2 nd Floor, Suman Tower, Sector-11, Gandhinagar - 382011 (Gujarat)
Contact Details	9033090050
Whether Shares Listed	Yes
Details of Registrar and Transfer Agent	
Name	Purva Sharegistry (India) Private Limited
Address	Unit No. 9, Shiv Shakti Industrial Estate, J R Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai – 400011
Contact Details	022-23016761

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and description of main products /services	NIC code of the product/ service	% of total turnover of the company
1.	Manufacturing of Stainless Steel Pipes	2719	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

[No. of Companies for which information is being filled]

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/Associate	% of shares held	Applicable Section
NA					

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(i) CATEGORY-WISE SHARE HOLDING:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters & Promoters Group									
1 Indian									
a Individual/ HUF	4050000	-	4050000	54.73%	4152500	-	4152500	56.11%	+1.38%
b Central Govt	-	-	-	-	-	-	-	-	-
c State Govt(s)	-	-	-	-	-	-	-	-	-
d Bodies Corporate	416667	-	416667	5.63%	416667	-	416667	5.63%	-
e Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
f Any Other...	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	4466667	-	4466667	60.36%	4569167	-	4569167	61.74%	+1.38%

2 Foreign									
a NRIs - Individuals	-	-	-	-	-	-	-	-	-
b Other - Individuals	-	-	-	-	-	-	-	-	-
c Bodies Corporate	-	-	-	-	-	-	-	-	-
d Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
e Any Other...	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	4466667	-	4466667	60.36%	4569167	-	4569167	61.74%	+1.38%
B. Public Shareholding									
1 Institutions:	-	-	-	-	-	-	-	-	-
a Mutual Funds	-	-	-	-	-	-	-	-	-
b Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
c Central Govt	-	-	-	-	-	-	-	-	-
d State Govt(s)	-	-	-	-	-	-	-	-	-
e Venture Capital Funds	-	-	-	-	-	-	-	-	-
f Insurance Companies	-	-	-	-	-	-	-	-	-
g FIs	-	-	-	-	-	-	-	-	-
h Foreign venture Capital Funds	-	-	-	-	-	-	-	-	-
i Others (specify)	-	-	-	-	-	-	-	-	-
Sub total (B)(1)	-	-	-	-	-	-	-	-	-
2 Non Institutions:									
a Bodies Corporate									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	1753333	-	1753333	23.69%	1189321	-	1189321	16.07%	-7.62%
ii) Individual Shareholder holding nominal share capital in excess of Rs 2 lakh	745000	-	745000	10.07%	1050520	-	1050520	14.20%	+4.13%
c Others (NRI & CM)	435000	-	435000	5.88%	590992	-	590992	7.99%	+2.11%
Sub-total (B)(2)	2933333	-	2933333	39.64%	2830833	-	2830833	38.26%	-1.38%
Total Public Shareholding (B)=(B)(1)+(B)(2)	2933333	-	2933333	39.64%	2830833	-	2830833	38.26%	-1.38%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	7400000	-	7400000	100%	7400000	-	7400000	100%	-

(ii) SHAREHOLDING OF PROMOTERS:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Beena P Vaghela	5,51,000	7.45%	Nil	5,51,000	7.45%	Nil	-
2.	Bharatkumar P Patel	13,18,611	17.82%	Nil	13,18,611	17.82%	Nil	-
3.	Surendrasinh P Vaghela	2,00,000	2.70%	Nil	2,80,000	3.78%	Nil	+1.08%
4.	Saurabhkumar R Patel	3,50,000	4.73%	Nil	3,50,000	4.73%	Nil	-
	Total	24,19,611	32.70%	Nil	24,99,611	33.78%	Nil	+1.08%

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE):

Sr. No.		Shareholding at the beginning of the year i.e. 1 st April, 2016		Shareholding at the beginning of the year i.e. 31 st March, 2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Surendrasinh P Vaghela	2,00,000	2.70%	2,80,000	3.78%

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year i.e. 1 st April, 2016		Cumulative Shareholding during the year i.e. 31 st March, 2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Anand Rathi Share & Stock Brokers Limited	150000	2.03%	-	-
2.	Beeline Broking Limited	110000	1.49%	207470	2.80%
3.	Swastika investmart limited	-	-	65000	0.88%
4.	Sweety Ganatra	50000	0.68%	50000	0.68%
5.	Dhirajben Ganatra	50000	0.68%	50000	0.68%
6.	Hitesh Parmar	50000	0.68%	50000	0.68%
7.	Mukesh Parmat	50000	0.68%	50000	0.68%
8.	Jay Kotak	50000	0.68%	50000	0.68%
9.	Mansukhlal Kotak	50000	0.68%	50000	0.68%
10.	Miker Financial Consultants Pvt Ltd	-	-	45000	0.61%
11.	Anganaben Patel	40000	0.54%	40000	0.54%
12.	Sureshbhai Jogia	35000	0.47%	35000	0.47%
13.	Rekhaben Jogia	35000	0.47%	35000	0.47%

Note: Change in the shareholding is due to market transactions (purchase / sale in shares) made by shareholders during the year.

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year i.e. 1 st April, 2016		Cumulative Shareholding during the year i.e. 31 st March, 2017	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mrs. Beena P Vaghela (Chairperson and Director)	5,51,000	7.45%	5,51,000	7.45%
2.	Mr. Surendrasinh P Vaghela (Managing Director)	2,00,000	2.70%	2,80,000	3.78%
3.	Mr. Bharatkumar P Patel (Whole Time Director)	13,18,611	17.82%	13,18,611	17.82%
4.	Mr. Saurabhkumar R Patel (Director and CFO)	3,50,000	4.73%	3,50,000	4.73%
5.	Mr. Vikram G Patel (Independent Director)	Nil	Nil	Nil	Nil
6.	Mr. Rajesh K Dave (Independent Director)	Nil	Nil	Nil	Nil
7.	Mr. Mitesh G Patel (Independent Director)	Nil	Nil	Nil	Nil
8.	Mr. Atul J Popat (Independent Director)	Nil	Nil	Nil	Nil
9.	Mr. Ritendrasinh K Rathod (Company Secretary)	Nil	Nil	Nil	Nil

V. INDEBTEDNESS:
Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4,07,57,553	Nil	Nil	4,07,57,553
ii) Interest due but not paid	-	Nil	Nil	-
iii) Interest accrued but not due	-	Nil	Nil	-
Total (i+ii+iii)	4,07,57,553	Nil	Nil	4,07,57,553
Change in Indebtedness during the financial year				
· Addition	32,06,568	Nil	Nil	32,06,568
· Reduction	(2,32,11,356)	Nil	Nil	(2,32,11,356)
Net Change	(2,00,04,788)	Nil	Nil	(2,00,04,788)
Indebtedness at the end of the financial year				
i) Principal Amount	2,07,52,765	Nil	Nil	2,07,52,765
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	2,07,52,765	Nil	Nil	2,07,52,765

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (in Rs.)(p.a.)
		Mr. Surendrasinh P Vaghela (MD)	Mr. Bharatkumar R Patel (WTD)	
1.	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,00,000	6,00,000	12,00,000
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- Others, specify...	-	-	-
5.	Others (Bonus)	Nil	Nil	Nil
	Total (A)	6,00,000	6,00,000	12,00,000

B. REMUNERATION TO OTHER DIRECTORS:

Sr. No.	Particulars of Remuneration	Mr. Saurabhkumar R. Patel (Director)	Mrs Beenben P Vaghela (Chairperson & Director)	Total Amount (in Rs.)(p.a.)
1.	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,00,000	6,00,000*	12,00,000
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- Others, specify...	-	-	-
5.	Others (Bonus)	Nil	Nil	Nil
	Total (A)	6,00,000	6,00,000	12,00,000

*paid for holding of office as Consultant

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

Sr. No.	Particulars of Remuneration	CFO	Company Secretary	Total (in Rs.)
1.	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	1,73,650	1,73,650
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- Others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total	Nil	1,73,650	1,73,650

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY :					
Penalty					
Punishment					
Compounding					
B. DIRECTORS :					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

NA

Place : Gandhinagar
Date : 19th May, 2017

By Order of the Board
sd/
Beena P Vaghela
(DIN:03577571)
Chairperson & Director

MANAGEMENT DISCUSSION AND ANALYSIS

This section contains certain forward-looking statements which are based on certain assumptions and expectations of certain future events.

Overall Review

The Company is engaged in the manufacturing of stainless steel pipes and tubes through the state of art production units situated at Survey No. 284/1,2,3,4, (New Survey No. 1581,1582,1583 and 1584) Talod - Ujediya Road, Toraniya, Talod, Dist: Sabarkantha (Gujarat) with the total installation capacity of 3600 MTPA as on 31st March, 2017. The Company started with the production capacity of 2040 MTPA in the year 2013-14.

Currently the Company is manufacturing stainless steel decorative tubes and pipes which relies heavily on impeccable engineering and precision based manufacturing. The diameter of these pipes ranges between 9.52 mm to 76.2 mm, the thickness on the other hand ranges from 0.4 mm to 3.00 mm. The Company aspires to design and manufacture such pipes and tubes that find applications in various industries. The Company specializes in meeting specific requirement of customers and offers complete solution for stainless steel pipes and tubes.

The Company is currently located and supplying the products in the state of Gujarat. Going forward the Company plans to establish the presence in more cities of the state and in India.

Industry Structure

India is among the fastest growing steel tubes and pipes manufacturers in the world with production estimated at about 10 million tonnes a year. Over the period, India has emerged as the global pipe manufacturing hub due to lower costs, superior quality and geographical advantages. The Indian steel pipes industry, comprising seamless SAW and ERW pipes, addressed a vast global and domestic opportunity, as a result of which this industry aggressively expanded capacity. Our Company operates in ERW Steel/Tubes segment and over a period of time we have emerged as consistent manufacturer on the strength of our high quality standards and ability to customize products as per specific customer requirements. The sectors in which we are present are considerably under served in India and other parts of the emerging world but with more Government focus and investments, there are reasons for optimism. This reality creates significant headroom for growth.

Financial Performance with respect to Operational Performance

The gross turnover of the Company i.e. Rs. 1475.45 Lacs in the year 2015-16 had increased to Rs. 2374.01 Lacs in the year 2016-17. After providing for Taxation (mainly, deferred tax liability), the Company has made profit of Rs. 153.94 lacs in current year as compared to profit of Rs. 4.50 Lacs of last year which has been transferred to the Balance Sheet.

The Production of the Company has increased from 14,40,213 Kgs. in the year 2015-16.to 20,53,383 Kgs. in the year 2016-17. Moreover, the Sales of the Company also increased from 13,98,835 Kgs. to 20,10,525 Kgs. in the year 2016-17.

Internal Control Systems and their adequacy

The Company practices an internal control system which ensures proper handling and management of its assets. The internal control system of the Company is geared towards achieving efficiency in operations, effective monitoring and compliances with all applicable laws and regulations. The Company regularly conducts internal audit programs. The internal control department of the Company functions under the guidelines of the Audit Committee of the Company.

The Company regularly reviews the adequacy and effectiveness of the internal control system and suggests improvement for strengthening them.

Opportunities, Risks and Concerns

While the domestic and International economic conditions continue to remain challenging and are expected to remain for some more time, we expect that with wide range of products, quality standards and team efforts, your Company will be in a position to wither this situation. Your Company has continued to be the preferred supplier of many leading Companies and has been successful in expanding its approval base, adding leading players from the industry. Therefore, we expect that your Company will continue to be in a position to gradually expand its market reach and market share as per opportunities.

The Company regularly insures all its assets to enable itself in case of any mis-happening. The Company has framed a risk management team which constantly monitors the Indian and international markets and guides the management of any sort of prevailing risk to the company. The commodities prices being internationally traded are affected by the global market demand and supply forces and the dollar rate. The risk management team plays a major role here. Moreover, the industry is labour oriented and business operations of the Company may be materially affected by strikes, lock outs or work stoppage.

Material Developments in Human Resources and Industrial Relations Front:

As the Company continues to grow, the focus has been on enhancing morale and capabilities of employees. The staff and workers are provided orientation and training for the development of soft and hard skills on a regular basis. Human Resource is a precious asset of your Company. Efforts are made to improve the performance, providing work satisfaction and performance based increments, safety and social status. The Industrial relations remained cordial at all organizational levels and work places. The Company makes regular efforts to maintain relation with Stakeholders by transparency, good governance, regular communication and effective transactions.

Environment and Safety:

The Company is committed to comply with the statutory requirements related to environment, health, safety and to prevent pollution through continuous improvement in processes, practices and EHS awareness. Your Company not only cares for compliances in this aspect but also contributes towards society health, safety and green environment.

Cautionary Statement:

Statement in this Management Discussion and Analysis Report, describing the Company's objectives, estimates and expectations may constitute 'Forward Looking Statements' within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

By Order of the Board

sd/-

Beena P Vaghela
(DIN:03577571)

Chairperson & Director

Place : Gandhinagar
Date : 19th May, 2017

INDEPENDENT AUDITOR'S REPORT

To
The Members,
Umiya Tubes Ltd.
Gandhinagar

Report on the Financial Statements

We have audited the accompanying financial statements of Umiya Tubes Ltd. ("the Company"), which comprise the Balance Sheet as at March 31, 2017, 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 Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation 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 the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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. 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 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, 2017;
- b) in the case of the Profit and Loss Account, of the profit for the year ended on that date;
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal & Regulatory Requirement

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

1. As required by section 143(3) of the Act, we report that:
 - a) we have sought and 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 aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) on the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act; and
- f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”
- g) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. As explained to us there is no pending litigation that affects the financial position of the company.
 - ii. As explained to us the company has not entered into any long term contracts including derivatives contracts and hence no material force able loss.
 - iii. As explained to us no such amount is required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013 and the rules made there under.
 - iv. The company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company. Refer to Note no. 13.1 to the financial statements.

FOR P SINGHVI & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FRN 113602W

sd/-

(PRAVEEN SINGHVI)
 PARTNER
 M. NO. 071608

Place : GANDHINAGAR

Date : 19TH MAY, 2017

ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT

This is an annexure on the accounts of **Umiya Tubes Ltd.** as referred above in paragraph 1 under the heading ‘Report on other Legal & Regulatory Requirement’ of our report of even date to the financial statement for the year ended **31st March, 2017**:

1. In respect of Fixed Assets :

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, the company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) On the basis of information and explanation given to us, the Title Deeds of Immovable Properties are held in name of company.

2. In respect of Inventories :

- (a) The management has conducted physical verification of inventory at reasonable intervals. In our opinion, the procedure followed by the management for such physical verification is reasonable and adequate in relation to the size of the Company and nature of his business.
- (b) No discrepancies on physical verification of inventories were noticed.

- 3.** The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3(iii) (a) to (c) of the Order are not applicable to the Company.
- 4.** In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5.** The Company has not accepted any deposits from public.

6. As informed to us, the maintenance of cost records have not been specified by the Central Government under sub-section (1) of section 148 of the Act, in respect of activities carried on by the Company.
7. (a) According to the records, information and explanation given to us the Company is generally regular in depositing with appropriate authorities the dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax and any other statutory dues which are not disputed.
(b) According to the records, information and explanations given to us, there are no disputed amounts payable in respect of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised money by way of initial public offer or further public offer including debt instruments. The term loan has been applied for the purpose for which it was raised.
10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. Based upon the audit procedure performed and the information and explanation given by the Management the Managerial Remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act.
12. In our opinion and according to the information and explanations given to us the Company is not a Nidhi Company. Therefore, the provisions of clause 4(xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of fully or partly convertible debentures during the year under review.
15. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him /her.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

FOR P SINGHVI & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 113602W

sd/-

(PRAVEEN SINGHVI)
PARTNER
M. NO. 071608

Place : GANDHINAGAR

Date : 19TH MAY, 2017

“ANNEXURE B” TO THE INDEPENDENT AUDITORS’ REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Umiya Tubes Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the guidance note on audit of internal financial controls over financial reporting issued by the Institute of Chartered Accountants Of India (‘ICAI’). These responsibilities include the design, implementation, and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence of the company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

FOR P SINGHVI & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN 113602W

sd/-

(PRAVEEN SINGHVI)
PARTNER
M. NO. 071608

Place : GANDHINAGAR
Date : 19TH MAY, 2017

BALANCE SHEET AS AT 31ST MARCH 2017
(Amt. in Rs.)

PARTICULARS	Notes No.	As at 31st March 2017	As at 31st March 2016
I. EQUITY AND LIABILITIES			
(1) Shareholders funds			
(a) Share capital	1	74,000,000	74,000,000
(b) Reserves & surplus	2	17,455,785	2,061,679
(c) Money received against share warrents		-	-
		<u>91,455,785</u>	<u>76,061,679</u>
(2) Share application money pending allotment			
(3) Non-current liabilities			
(a) Long term borrowings	3	14,192,078	19,912,924
(b) Deffered tax liabilities (Net)	4	5,847,017	4,456,331
(c) Other long term liabilities		-	-
(d) Long term provisions		-	-
		<u>20,039,095</u>	<u>24,369,255</u>
(4) Current liabilities			
(a) Short term borrowings	5	6,560,687	20,844,629
(b) Trade payables	6		
Total Outstanding dues of micro enterprise and small enterprises		-	-
Total Outstanding dues of creditors other than micro enterprise and small enterprises		80,299,633	59,630,443
(c) Other current liabilities	7	1,998,556	1,184,194
(d) Short term provisions	8	1,744,965	1,078,960
		<u>90,603,841</u>	<u>82,738,226</u>
Total		<u>202,098,721</u>	<u>183,169,160</u>
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9	73,581,018	57,870,543
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non current investment		-	-
(c) Deffered tax assets (net)		-	-
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
		<u>73,581,018</u>	<u>57,870,543</u>
(2) Current assets			
(a) Current investments	10	6,641,518	-
(b) Inventories	11	20,557,510	16,177,159
(c) Trade receivables	12	89,586,019	77,810,120
(d) Cash and bank balances	13	2,407,153	22,088,542
(e) Short term loans & advances	14	245,672	320,480
(f) other current assets	15	6,656,407	4,943,408
(g) Misc. Expenditures (to the extent not written off)	16	2,423,424	3,958,908
		<u>128,517,703</u>	<u>125,298,617</u>
Total		<u>202,098,721</u>	<u>183,169,160</u>

Significant Accounting Policies and Notes Forming part of accounts forms integral part of financial statements

AS PER OUR REPORT OF EVEN DATE ATTACHED FOR P SINGHVI & ASSOCIATES
Chartered Accountants
FRN 113602W

For & On behalf of the Board of Directors
Umiya Tubes Ltd.

sd/-
(PRAVEEN SINGHVI)
Partner
M. NO. 071608

sd/-
(BEENA P. VAGHELA)
Chairperson & Director
(DIN : 03577571)

sd/-
(SURENDRASINH P. VAGHELA)
Managing Director
(DIN : 06415080)

sd/-
(SAURABHR. PATEL)
Director & CFO
(DIN : 06964670)

sd/-
(BHARAT P. PATEL)
Whole Time Director
(DIN : 06562786)

sd/-
(RITENDRASINH RATHOD)
Company Secretary

PLACE: GANDHINAGAR
DATE : 19TH MAY,2017

PLACE : GANDHINAGAR
DATE : 19TH MAY,2017

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017

(Amt. in Rs.)

PARTICULARS	Notes No.	Year 2016-17	Year 2015-16
I. Revenue from operations (Gross)	17	266,354,695	165,823,112
Less : Excise		(28,953,987)	(18,277,371)
Revenue from operations(Net)		237,400,708	147,545,741
II. Other Income	18	3,201,154	2,684,936
III. Total Revenue (I+II)		240,601,862	150,230,677
IV. Expenses			
Cost of Raw material consumed	19	192,952,184	133,293,930
Purchases of Stock-in-trade	20	7,871,387	-
changes in inventories of finished goods work in-progress and stock-in-trade	21	(4,905,701)	(4,992,740)
Employees Benefit expense	22	8,658,525	2,820,893
Finance cost	23	5,601,372	5,119,266
Depreciation and amortisation expenses	24	3,074,399	2,546,619
Other expenses	25	10,564,904	6,536,098
Total expenses		223,817,070	145,324,066
V. Profit before exceptional and extraordinary items and tax Expenses (III-IV)		16,784,792	4,906,611
VI. Exeptional item		-	-
VII. Profit before extraordinary items and tax (V-VI)		16,784,792	4,906,611
VIII. Extraordinary items (See Note M)		-	-
IX. Profit before tax (VII-VIII)		16,784,792	4,906,611
X. Tax Expense:		1,390,686	4,456,331
(1) Current tax - MAT		(3,688,216)	(935,000)
(2) MAT credit Entitlement		3,688,216	935,000
(3) Deferred Tax (Liability)/Asset		1,390,686	4,456,331
XI. Profit(Loss) for the period from continuing operations (IX-X)		15,394,106	450,280
XII. Profit/(loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit/(loss) from discontinuing operations(after Tax) (XII-XIII)		-	-
XV. Profit(loss) for the period (XI+XIV)		15,394,106	450,280
XVI Earning per equity share			
(1) Basic		2.08	0.14
(2) Diluted		2.08	0.14

Significant Accounting Policies and Notes Forming part of
accounts forms integral part of financial statements

**AS PER OUR REPORT OF EVEN DATE ATTACHED
FOR P SINGHVI & ASSOCIATES
Chartered Accountants
FRN 113602W**

**For & On behalf of the Board of Directors
Umiya Tubes Ltd.**

sd/-
(PRAVEEN SINGHVI)
Partner
M. NO. 071608

sd/-
(BEENA P. VAGHELA)
Chairperson & Director
(DIN : 03577571)

sd/-
(BHARAT P. PATEL)
Whole Time Director
(DIN : 06562786)

sd/-
(SURENDRASINH P. VAGHELA)
Managing Director
(DIN : 06415080)

sd/-
(RITENDRASINH RATHOD)
Company Secretary

sd/-
(SAURABH R. PATEL)
Director & CFO
(DIN : 06964670)

PLACE: GANDHINAGAR
DATE : 19TH MAY,2017

PLACE : GANDHINAGAR
DATE : 19TH MAY,2017

NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED ON 31ST MARCH 2017**A. CORPORATE INFORMATION :**

Umiya Tubes Limited (The company) is a public limited company which was initially registered as a private limited company with Registrar of Companies Gujarat with CIN number U28112GJ2013PTC074916 from 07.05.2013 and engaged in the business of manufacturing of stainless steel pipes with registered address at 207, 2nd Floor, Suman Tower, Sector-11, Gandhinagar, Gujarat, India Pin 382 011 and factory address at Survey No. 1584/1,2,3 and 4 (old survey numbers 284/1,2,3 & 4) , At. Toraniya, Post Ujediya, Ta. Talod, Dist. Sabarkantha, Gujarat, India Pin 383 215.

From 1st day of October 2015, the company Umiya Tubes Pvt. Ltd. is converted into Public Limited by shares under section 18 of the Companies Act 2013 and so the name of the company is changed to **UMIYA TUBES LIMITED**. From 1st day of October 2015.

The Equity Shares of the Company have been listed on SME Platform of BSE Limited w.e.f 1st April, 2016.

B. BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles (GAAP) in India under the historical cost conventions on accrual basis, unless otherwise stated, GAAP comprises applicable Accounting Standards specified under section 133 of the Companies Act, 2013 , read with Rule 7 of The Companies (Accounts) Rules, 2014, other pronouncements of the Institutes of Chartered Accountants , relevant applicable provisions of the Companies Act, 2013. The accounting policies have been consistently adopted by the Company and are consistent with those used in the previous year.

Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

C. USE OF ESTIMATES

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAP) in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of revenue and expenses of that year.

Although these estimates are based upon management's best knowledge of current events and actions, accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to accounts to the financial statements.

D. INVENTORIES:

1. Inventories include raw material, work in progress, finished goods, scrap, packing material, store and spares, oil and gas etc. Inventories are valued at lower of the cost or net realizable value as required as per AS-2.
2. Cost of inventories includes cost of raw material, labour and proportionate direct manufacturing overheads based on normal production capacity.
3. Net realisable value is estimated selling price in ordinary course of business.

E. CASH FLOW STATEMENT

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

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted before the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts and payments and items of income or expenses associated with investing or financing flows. The cash flows from operating, investing and financing activities of the Company are segregated.

F. PRIOR PERIOD AND EXTRA ORDINARY ITEMS

Prior period items and Extra Ordinary items having material impact on the financial affairs of the Company are disclosed separately.

G. EVENT OCCURRING AFTER BALANCE SHEET DATE

Material adjusting events (that provides evidence of condition that existed at the balance sheet date) occurring after the balance sheet date are recognised in the financial statements. Non adjusting events (that are inductive of conditions that arose subsequent to the balance sheet date) occurring after the balance sheet date that represents material change and commitment affecting the financial position are disclosed in the Director's report.

H. SHARE ISSUE EXPENSES

Share issue expenses has been accounted for and disclosed as per Accounting Standard-26, " Intangible Assets". Share issue are written off to Profit & Loss in five years

I. DEPRECIATION/AMORTIZATIONS

Depreciation/amortization in respect of all fixed assets has been calculated following written down value method. Depreciation is provided based on the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

J. REVENUE:

1. The sales revenue is recognized when risk and rewards are transferred to ultimate customers and taken to sales.
2. Sales is taken net of taxes collected on behalf government like excise, vat etc. and so revenue from operation is net of all such taxes and cess.
3. Labour income is recognized on issuance of sales invoice.
4. Interest income is recognized on time proportionate basis.
5. Dividend income is recognized when the right to receive is established.

K. EXCISE DUTY VAT SERVICE TAX ETC TAX ITEMS:

1. Excise duty is accounted as separate item of taxation liability and directly taken to this head at both sales and purchase time. Then, any payable is paid to government authorities on monthly or quarterly basis as per applicability.
2. The same system is followed for vat and service tax also.
3. Service tax is also accounted on same bases. Service tax as per RCM is paid and CENVAT credit of the same is taken. Service tax payable for service provided is also taken to liability and paid as per rules.

L. TANGIBLE ASSETS

Fixed assets are stated at their original cost of acquisition less accumulated depreciation and impairment losses. Cost comprises of all costs incurred to bring the assets to their location and working condition and includes all expenses incurred up to the date of commercial utilization.

Subsequent expenditure related to an item of fixed assets is added to its book value only if it increases the future benefits from the existing asset 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 statement of Profit and Loss for the period during which such expenses are incurred.

Gains or Losses arising from de-recognition of Fixed Assets are measured as the difference between net disposal proceeds and the carrying amount of the asset and are recognized in the statement of Profit and Loss.

M. INTANGIBLE ASSETS

Intangible assets are stated at cost of acquisition net of recoverable taxed less accumulated amortization and impairment loss, if any. The cost comprises purchase price and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

N. FOREIGN CURRENCY TRANSACTIONS

All transactions in foreign currency are recorded at the rates of exchange prevailing on the dates when the relevant transactions take place. The exchange rate difference arising at the time of actual payment or receipt are recognized as income or expense and transferred to exchange rate difference account, so far as revenue items are concerned. The out-standings are converted on the closing exchange rates and gain or Loss due to Foreign Exchange Fluctuation is transferred to Statement of Profit & Loss.

Monetary items denominated in foreign currency at the yearend are restated at the rate of exchange prevailing on the date of the Balance Sheet. Resultant gain or loss is recognized in the Statement of Profit and Loss during the year except in case of long term borrowings relating to the acquisition of qualifying assets, which is capitalised as a part of the carrying cost of such assets.

As at the reporting date, non monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of the transaction.

O. SUBSIDIES

Revenue Subsidies are recognized as income when there is reasonable assurance that the Company will comply with the condition attached thereto and that the subsidy will be received.

Capital Subsidies are credited to Capital Reserve when there is reasonable assurance that the Company will comply with the condition attached thereto and that the Capital Subsidy will be received.

P. INVESTMENTS

Investments that are readily realizable and are intended to be held for not more than one year from the date, on which investments are made, are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost or fair value determined on an individual investment basis. Long term investments are carried at cost. However provision for diminution in value is made for diminution other than temporary in nature.

Q. EMPLOYEE BENEFITS

Short Term employee benefits are recognized as an expense in the profit and loss account of the year in which such actual payment is made.

Gratuity and Leave Encashment liability - The liability of Gratuity is accounted for on the basis of actuarial valuation and the same is accounted for in accordance with the AS-15 (revised).

R. BORROWING COSTS

Borrowing costs on working capital is charged to the statement of profit and loss in the year of incurrence. Borrowing costs that are attributable to the acquisition of tangible fixed assets are capitalized till the date of substantial completion of the activities necessary to prepare the relevant asset for its intended use. Borrowing costs that are attributable to the acquisition or development of qualifying intangible assets are capitalized till the date they are put to use.

S. ACCOUNTING FOR LEASES**(I) OPERATING LEASE**

The company has leased certain tangible assets and such leases where the company has substantially retained all the risks and rewards of ownership are classified as operating leases. Lease income on such operating leases are recognized in the Statement of Profit & Loss on a straight-line basis over the lease term which is representative of the time pattern in which benefit derived from the use of the leased asset is diminished. Initial direct costs are recognized as an expense in the Statement of Profit & Loss in the period in which they are incurred.

(II) FINANCE LEASE

The assets given under the finance lease are recognised in the balance sheet date at an amount equal to the net investment in the leases. The recognition of finance income is based on a pattern reflecting a constant periodic rate of return on the net investment outstanding in respect of the finance lease.

T. EARNINGS PER SHARE

The Company reports basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard- 20 "Earning per Share". The basic EPS is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period. Diluted EPS is computed by dividing the net profit or loss for the period by the weighted average number of equity shares outstanding during the period as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

U. TAXES ON INCOME

Current tax is determined as the amount of tax payable in respect of taxable income for the period.

Deferred Tax Assets or Deferred Tax Liability is recognized on timing difference being the difference between taxable income and accounting income. Deferred Tax Assets or Deferred Tax Liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet Date. Deferred Tax Assets arising from timing differences are recognized to the extent there is a reasonable certainty that the assets can be realized in future.

The Minimum Alternative tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Profit and Loss Account and shown as MAT Credit Entitlement. The Company reviews such credits at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement, if warranted.

V. IMPAIRMENT OF ASSETS

An asset is considered as impaired in accordance with AS-28 when at the balance sheet date, there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the asset's net selling price and the value in use). In assessing the value in use, the estimated future pre-tax cash flow expected from the continuing use of the asset and its ultimate disposal are discounted to their present value using a weighted average cost of capital. The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the Statement of Profit and Loss.

W. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is recognized if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

X. PRELIMINARY EXPENDITURES

Preliminary expenditure is expensed out in the reporting period in which the expenditure is incurred in line with the provisions of Accounting Standard -26, "Intangible Assets".

NOTES FORMING PART OF BALANCE SHEET AS ON 31ST MARCH, 2017

Particulars	As at 31.03.2017	As at 31.03.2016
	Rs.	Rs.

NOTE “ 1 “ SHARE CAPITAL

AUTHORISED CAPITAL:-

7,500,000 Equity Share of Rs. 10/- each. (7,500,000 Equity Share of Rs. 10/- each in previous year)	75,000,000	75,000,000
Issued Subscribed and paid up :-		
74,00,000 Equity Share of Rs. 10/- each. (74,00,000 Equity Share of Rs. 10/- each in previous year)	74,000,000	74,000,000
	<u>74,000,000</u>	<u>74,000,000</u>

- 1.1 The Company has only one class of equity shares having face value of Rs. 10/- per share. Each equity share holder is entitled for one vote for one share. Each share holder has the right of appointing proxy.
- 1.2 The equity shares of the Company are listed on SME platform of BSE Limited. The share price as at the end of the year say on 31st March 2017 had been Rs. 107.00.
- 1.3 Details of Shareholders, holding more than 5% Equity shares in company is as under:

Year	As on 31.3.17		As on 31.3.16	
	No. Of Shares	% held	No. Of Shares	% held
Name of the share holder				
Bhikhaji K. Chavda	672500	9.09%	650000	8.78%
Bharatbhai P. Patel	1318611	17.82%	1318611	17.82%
Beena P. Vaghela	551000	7.45%	551000	7.45%
SNB Corporation Pvt. Ltd.	416667	5.63%	416667	5.63%

- 1.4 Reporting of Equity share outstanding at the beginning and at the end of the reporting period:

Particulars	As at 31.3.2017	As at 31.3.2016
(Figures are in lacs)		
At the beginning of the year	740	75
Add : Issue During the Year	-	465
		(Right Issue)
		200
		(Public Issue)
Outstanding at the end of the year	740	740
(Figures of shares are in numbers)		
At the beginning of the year	74,00,000	7,50,000
Add: Right Issue During the Year	NIL	46,50,000
Public Issue During the Year	NIL	20,00,000
Outstanding at the end of the year	74,00,000	74,00,000

Particulars	As at 31.03.2017	As at 31.03.2016
	Rs.	Rs.

“NOTE 2 “ RESERVE & SURPLUS**Profit & Loss A/c.**

Opening Profit	561,679	111,399
Add Profit/loss during the year	15,394,106	450,280
Total (A)	15,955,785	561,679
Capital Subsidy (CLCSS)	1,500,000	1,500,000
Total (B)	1,500,000	1,500,000
Total Reserve & Surplus	<u>17,455,785</u>	<u>2,061,679</u>

- 2.1 The profit and loss account is the balance of net profit after provision of taxation and all carried over to balance sheet from profit and loss account.
- 2.2 The subsidy of Rs. 15 Lakh under scheme Credit Link Capital Subsidy Scheme For Technology (CLCSS) is received during the year 2015-16 and is lying with Vijya Bank as FDR due to lock in period of three years and the same will be credited to Capital Reserve as soon as lock in period is over.

Particulars	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
“NOTE 3 “ NON CURRENT LIABILITIES		
Long Term Borrowings		
Secured Borrowings From Bank	14,192,078	19,912,924
Total	<u>14,192,078</u>	<u>19,912,924</u>
3.1 The company had taken term loan from Vijaya Bank. The term loan is secured by way of mortgage/hypothecation of company land, shed and building, all machineries and also additional personal security provided to bank by directors.		
3.2 The term loan of Vijaya bank is taken over by HDFC bank with an enhanced addition working capital facility in the very first half of the year 2015-16.		
3.3 Secured loan includes two term loans aggregating Rs. 2.09 Crore (1.48 Crore and 0.61 Crore) taken from HDFC bank @10.15% p.a. and are repayable in 44 and 51 monthly installments respectively		
“NOTE 4 “ DEFERRED TAX LIABILITIES		
Opening deferred tax Liabilities	4,456,331	-
Add : DTL generated for F.Y. 2014-15	-	33,20,666
Add: DTL generated for F.Y. 2015-16 due to depreciation	-	11,35,665
Add : DTL generated for F.Y. 2016-17 due to depreciation	1,390,686	-
Closing deferred tax liability	<u>5,847,017</u>	<u>4,456,331</u>
4.1 Deferred tax liability is the timing difference between taxable income and book income. It is due to different depreciation rates under income tax act and Companies act calculated as below:		
Particulars		
Profit as per Income Tax	136,61,328/-	11,95,993/-
Difference	31,23,464/-	37,10,618/-
Timing Difference A		
Depreciation	42,06,552/-	36,75,292/-
As per Income Tax :	72,80,951/-	
As per books :	<u>30,74,399/-</u>	
Permanent Difference B		
Penalty	1,000/-	
Prior Period Exps.	1,60,136/-	
ROC	<u>9,21,952/-</u>	
Total (A+B)	<u>31,23,464/-</u>	<u>37,10,618/-</u>
Deferred Tax liability on timing difference above	13,90,686/- (42,06,552* 33.06%)	11,35,665/- (36,75,292* 30.9%)
“NOTE 5 “ CURRENT LIABILITIES		
SHORT TERM BORROWINGS		
CURRENT LIABILITIES		
Secured Borrowings from Bank (CCH from Bank)	(107,413)	16,277,726
Current portion of a long term debt		
Term Loan from Bank	6,668,100	3,461,532
CGTMSE Loan	-	1,105,371
Total	<u>6,560,687</u>	<u>20,844,629</u>
5.1 The company had taken working capital loan from Vijaya Bank and then taken over by HDFC Bank. The working capital loan is secured by way of hypothecation of entire current assets (entire stock and book debts/receivable) of the company and factory land and building are provided as collateral along with the directors personal properties.		
5.2 Current portion of long term debt is the installments due for payment within next 12 months by the Company.		
NOTE “ 6” TRADE PAYABLE OTHER THAN MICRO, SMALL AND MEDIUM ENTERPRISES		
Creditors For Expenditure	972,376	2,441,493
Creditors For Assets	566,669	4,045,509
Creditors For Goods	78,760,588	53,143,441
Total	<u>80,299,633</u>	<u>59,630,443</u>
6.1 Creditors for expenditures includes statutory audit fee payable of Rs. 1,50,000/-.		
6.2 The details of dues payable to Micro, Small and Medium Enterprises based on information/data base available with the Company are as under.		

Particulars	As at 31.03.2017	As at 31.03.2016
	Rs.	Rs.
NOTE " 6.2"		
TRADE PAYABLE TO MICRO , SMALL AND MEDIUM ENTERPRISES		
Principal amount due and remaining unpaid	Nil	Nil
Interest due on above and the unpaid interest	Nil	Nil
Interest paid	Nil	Nil
Payment made beyond the appointed day during the year	Nil	Nil
Interest due and payable for the period of delay	Nil	Nil
Interest accrued and remaining unpaid	Nil	Nil
Amount of further interest remaining due and payable in succeeding years	Nil	Nil
Total	NIL	NIL

NOTE " 7" OTHER CURRENT LIABILITIES

Advance From customers (A)	800,000	-
Duties & Taxes		
Vat & CST Payable	855786	714,683
PF Payable	47891	23,367
Professional Tax Payable	5370	2,950
TDS Payable	224161	227,385
Service tax payable	17354	17,305
TCS Payable	2300	-
Service Tax Payable RCM	11119	-
Total (B)	1,163,981	985,690
Other Liabilities		
Other Misc. Payables	34575	198,504
Total (C)	34575	198,504
Total (A+B+C)	1,998,556	1,184,194

NOTE "8" SHORT TERM PROVISIONS**Provision For Expenditure**

Audit fees Provision	-	15,000
Electricity Bill Payable	156,263	128,960
Lease Rent Payable	-	-
MAT payable net	-	935,000
Provision of excise Duty	1,447,358	-
Telephone Exp Payable	1,379	-
Provision for Interest on Term Loan	1,39,965	-
	17,44,965	1,078,960

8.1 Audit fees provision for the current year of Rs.. 1,50,000/- is reported in the Creditors for expenditures in Note No. 6.

NOTE "9" FIXED ASSETS

Sr. No	Particulars Fixed Assets/Assets	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		As on 01.04.16	Addition during the year	Total on 31.03.17	AS ON 01.04.16	FOR THE YEAR	AS ON 31.03.17	AS ON 31.03.17	AS ON 31.03.16
1	Computers	2,40,659	30,000	270,659	78,247	78,090	1,56,337	114,322	1,62,412
2	Plant & Machinery	3,76,30,864	4,157,650	41,788,514	27,32,654	22,65,818	49,98,472	36,790,042	3,48,98,210
3	Factory Shed & Building	19,781,682	14,542,352	34,324,034	7,76,761	7,30,006	1,506,767	32,817,267	1,90,04,921
4	Factory land	38,05,000	-	38,05,000	-	-	-	38,05,000	38,05,000
5	Vehicles	-	54,872	54,872	-	485	485	54,387	-
	TOTAL	6,14,58,205	18,784,874	80,243,079	3,587,662	30,74,399	66,62,061	73,581,018	57,870,543

9.1 The company made an investment of Rs. 145.42 Lakhs on expansion of factory shed and out of which Rs. 25.00 Lakhs have been used from proceeds of public issue.

9.2 The company has made an investment of Rs. 41.57 lakhs in the Plant & Machinery during the year and out of which Rs. 25.00 Lakhs have been used from proceeds of public issue.

Particulars	As at 31.03.2017	As at 31.03.2016
	Rs.	Rs.

NOTE "10" CURRENT INVESTMENTS

Investment in bank FDRs (It is marginal FDRs made for use of LC facility from HDFC Bank)	66,41,518	-
	<u>66,41,518</u>	<u>-</u>

NOTE "11" INVENTORIES

Raw Material	7,389,889	7,915,239
Finished Goods	13,026,034	8,261,920
Scrap	141,587	-
	<u>20,557,510</u>	<u>16,177,159</u>

11.1 Raw material inventories includes coil, packing material, stores and spares etc.

11.2 Finished goods include the stock of pipes and tubes with all sizes and all thicknesses and grades.

11.3 Inventories are hypothecated to HDFC bank for working capital facilities taken by the company.

11.4 Inventories bifurcation is as under

NOTE "11.4" INVENTORIES

Sr No	Raw Material (A)	Opening Stock		Stock In		Stock Out		Closing Stock	
		Quantity Kgs	Value Rs.	Quantity Kgs	Value Rs.	Quantity Kgs	Value Rs.	Quantity Kgs	Value Rs.
1	S.S.Coil 202	66457	5590430	2049794	177600175	2054787	176986290	61464	6204315
2	S.S.Coil 304	4420	591932	89151	12275805	93552	12864638	19	3099
3	GAS	470	24065	30769	1590941	30901	1597037	338	17969
4	Packing Material	4435	538480	23533	2664304	24366	2777261	3602	425523
5	Polishing		475076		3974850		4072926		377000
6	Stores and Spares		695256		2180163		2525419		350000
7	Other				11983				11983
	Total (A)	75782	7915239	2193247	200298221	2203606	200823571	65423	7389889
	Finished Goods (B)								
1	S.S.Pipes 202	37869	3754734	1960025	212901383	1888283	203928329	109611	12727788
2	S.S.Pipes 304	30647	4507186	93357	15136239	122241	19345177	1763	298246
3	S.S.Coil 202 (removed as such)			88882	7871387	88882	8125930		
	Total (B)	68516	8261920	2142264	235909009	2099406	231399436	111374	13026034
	Scrap (C)								
1	Scrap			5246	373847	3665	232260	1581	141587
	Total (C)			5246	373847	3665	232260	1581	141587

NOTE "12" TRADE RECEIVABLE
Trade Receivables

(Unsecured, Considered Good unless stated otherwise)

Outstanding for the period exceeding six month from the date they become due considered good

Others Considered good	89,586,019	69,656,567
	<u>89,586,019</u>	<u>77,810,120</u>

NOTE "13" CASH AND BANK BALANCES
Cash and cash equivalent

Cash on hand	904,606	587,288
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Balance with Banks :

In Current Accounts with banks	1,502,547	21,501,254
	<u>24,07,153</u>	<u>22,088,542</u>

13.1 The details of Specified Bank Notes (SBN) held and transacted during the period from 08/11/2016 to 30/12/2016 as provided in the Table below:

Particulars	SBN's	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	3,99,000	1,29,418	5,28,417
(+) permitted receipt	-	2,05,000	2,05,000
(-) permitted payment	-	1,69,151	1,69,151
(-)Amount deposited in Bank	3,99,000	-	3,99,000
Closing cash in hand as on 30.12.2016	NIL	1,65,267	1,65,267

Particulars	As at 31.03.2017 Rs.	As at 31.03.2016 Rs.
-------------	-------------------------	-------------------------

NOTE " 14 " SHORT TERM LOANS & ADVANCES

Short Term Advances (unsecured -considered good)

Advance to suppliers	245,672	320,480
	<u>245,672</u>	<u>320,480</u>

NOTE " 15 " OTHER CURRENT ASSETS

Cenvat Receivable (Service Tax)	73772	-
Excise Duty receivable	304,251	23,243
Total (A)	<u>3,78,023</u>	<u>23,243</u>
Security Deposits (B)	4,00,372	500,372
Total (B)	<u>4,00,372</u>	<u>500,372</u>

Others Current Assets:

Interest Subsidy receivable	32,93,304	3,017,978
GEB Subsidy receivable	-	349,793
Prepaid Expenses	17134	92,622
Mat Credit Retrivable	959,400	959,400
TCS receivable	2,300	-
SME Listing Subsidy Receivable	5,00,000	-
Energy Saving Subsidy Receivable	10,00,000	-
TDS Receivable	105,874	-
Total (C)	<u>58,78,012</u>	<u>4,419,793</u>
Total (A+B+C)	<u>66,56,407</u>	<u>4,943,408</u>

15.1 The security deposits includes mainly the deposit of Rs. 2.77 lakhs lying with UGVCL for electric connection paid by company and two deposits which are made for security deposits to be given to BSE for public issue, which is conducted by company this year and the same is refundable after full payment of all issue intermediaries.

NOTE " 16 " MISC EXPENDITURES (TO THE EXTENT NOT WRITTEN OFF)

Public Issue Expenses	24,23,424	3,036,956
Authorized Capital Increase Exps For IPO	-	9,21,952
Total	<u>24,23,424</u>	<u>39,58,908</u>

16.1 Misc expenditure incurred not written off includes the expenditure relating to the public issue incurred during the year 2015-16 and 2016-17. The same has been accounted for and disclosed as per Accounting Standard-26, "Intangible Assets".

Particulars	2016-17 Rs.	2015-16 Rs.
NOTE " 17 " REVENUE FROM OPERATIONS		
Sale Of Product		
Finished Goods	252,459,755	163,960,012
Traded Goods	81,25,930	-
Revenue From Operations (Gross)	260,585,685	163,960,012
Less : Excise	28,953,987	18,277,371
Revenue From Operations (Net)	231,631,698	145,682,641
Add : Sale of Service	57,69,010	18,63,100
Total	237,400,708	147,545,741

17.1 Labour income is the income of Company where in the company provided the labour services to customers.

NOTE " 18 " OTHER INCOME		
Interest on FDR	2,23,931	-
GEB Subsidy on Electric Duty	9,85,886	232,772
Interest Subsidy	1,360,206	1,949,178
Kasar Account	131,131	502,986
SME Listing Subsidy Income	500,000	-
Total	3,201,154	2,684,936

NOTE " 19 " COST OF RAW MATERIAL CONSUMED		
Opening Inventory	7,915,239	4,160,512
Add : Purchase as per Note 19.1 & 20	192,426,834	137,048,657
Less : Closing inventory	73,89,889	7,915,239
Total	192,952,184	133,293,930

NOTE "19.1" PURCHASE DETAILS		
Purchase 1%	181,904,851	128,090,021
Purchase 4%	-	96,584
Purchase 12.5%	82,293	57,926
Purchase Gas 4%	1,590,942	1,488,746
Purchase oil-15% MCC	106,336	82,795
Purchases against C Form	44,880	-
Purchases Packing Material 4%	2,669,304	1,908,410
Purchases Polishing Material 4%	3,974,850	3,456,630
Purchases Store & Spares 4%	2,011,311	1,822,705
Purchases Tax Free	42,067	44,840
Total	192,426,834	137,048,657

NOTE " 20 " PURCHASE OF STOCK IN TRADE		
Purchase of Traded Goods	7,871,387	-
Total	7,871,387	-

NOTE "21 " CHANGES IN INVENTORIES OF FINISHED GOODS		
Inventories at the beginning of the year	8,261,920	3,269,180
Less : Inventories at the end of the year	13,167,621	8,261,920
Net (Increase) in inventories of Finished goods	(4,905,701)	(4,992,740)

20.1 Inventory includes the stock of the finished goods of SS pipes of different size lying with the company.

Particulars	2016-17 Rs.	2015-16 Rs.
NOTE “ 22 “ EMPLOYEES BENEFIT EXPENSES		
Salary Wages and Bonus	3,399,592	2,174,494
Contribution to Provident Fund	246,284	86,698
Directors' Remuneration	2,400,000	-
Leave Salary	1,82,380	-
Contract Labour Exp	22,39,562	501,584
Staff Welfare Expenses	190,707	58,117
Total	<u>8,658,525</u>	<u>2,820,893</u>

NOTE “ 23 “ FINANCE COST

Interest expenses	3,904,023	4,947,038
Bank Charges	6,617	15,288
Loan processing Charges	653,794	61,935
Inspection charges	105,789	51,885
CGTMSE Charges	81,092	43,120
LC Issue Charges	574,557	-
Stock Inspection Charges	23,500	-
Mortgage Charges	2,52,000	-
Total	<u>5,601,372</u>	<u>5,119,266</u>

23.1 Interest expenditure includes the interest paid on availing the cash credit facilities is Rs. 14,79,725/- and Interest on term loan is Rs. 24,24,298/-

23.2 Interest capitalised during the year is NIL.

NOTE “ 24 “ DEPRICIATION & AMORTISATION COST

Depreciation (See note No. 9)	<u>3,074,399</u>	<u>2,546,619</u>
Total	<u>3,074,399</u>	<u>2,546,619</u>

24.1 Depreciation is calculated as per method given in schedule – II of the Companies Act 2013 on the straight line method. The company adopts useful life of the assets as given in Schedule II of the Companies Act, 2013.

NOTE “ 25 “ OTHER EXPENSES

Consumption of Store & Spares, Packing Matrial & Gas	-	38,381
Freight & Transport	1,665,847	2,529,663
Power & Fuel	2,934,279	2,576,091
Factory Lease Rent	-	30,500
Repairs	140,646	108,753
Insurance	111,540	83,200
Factory expenses	91,474	121,184
Security Charges	46,371	35,000
Administrative Charges	2,371,520	966,257
Auditors Remuneration	1,50,000	20,000
Other Expenses	1,316,584	15,834
Books purchase	-	11,235
Promotional Exp	245,585	-
Other Direct Exp	30,116	-
Packing Exp	11,254	-
Excise Provision on Closing Stock	1,447,358	-
Professional Tax	2,330	-
Total	<u>10,564,904</u>	<u>6,536,098</u>

Particulars	2016-17 Rs.	2015-16 Rs.
25.1 Administrative expenditure includes		
Office Rent Exps	324000	324000
1% ITC Disallowed - OGS Sales	(140000)	140000
Mobile Bill Exps	77144	69142
Refreshment Exp	121775	68248
Consultancy Exp	31600	36000
Legal Fees	222156	35580
Office Exp. & r/o	31967	35331
Stationery, Printing & Xerox Exps.	93201	30677
Conveyance Exp	24641	29201
Electricity Bill Exp.-Gnr	15470	11110
Courier Charges	12987	8960
Traveling Exp	67406	5067
Internet & Web Exp	50459	1142
Advertisement Exp	31880	21000
Land Revenue Exp.	15450	7045
Catalogue Charges	56900	5250
Trademark Registration Fees	25000	4000
Telephone Exp. LL	7124	3578
Temple Exp.	14205	1665
Foreign Tour Exp.	71798	79240
Maintenance Charges	125005	27121
ISO Exp.	51660	22900
AGM Expenses	19834	-
Audit Fees	47152	-
Custodian charges NSDL/CDSL	22500	-
GPCB Fees	4500	-
Market Making Expenses	300000	-
Public Issue Expenses Written off	605856	-
RTA Expenses	39850	-
Total	<u>23,71,520</u>	<u>9,66,257</u>
25.2 Administrative charges includes Prior Period Expenses as under:		
Audit fees	57250.00	-
Bonus	72323.00	-
Legal Expenses	2700.00	-
Mobile Expenses	7864.00	-
ROC Expenses	921952.00	-
Total	<u>1062089.00</u>	<u>-</u>

Note 26 : Other Notes forming part of balance sheet

1. Previous year's figures are regrouped rearranged wherever necessary to make the data comparable.
2. As explained to us the Company has complied with the liability for ESI/PF.
3. As the Company has not yet completed five years of its incorporation therefore no provision is required to be made in respect of retirement benefits.
4. In the opinion of the board the current assets, loans & advances and other receivables have value on realization in ordinary course of business at least equal to the amount at which they are stated in the balance sheet.
5. The Company has not proposed any interim dividend for the financial year 2016-17.
6. The company is operating in single segment therefore segment reporting is not disclosed separately.

7. Earning per share as disclosed is computed as under

Particulars	Year 2016-17	Year 2015-16
Net profit after Tax	15,394,106	450,280
Weighted Average Equity Share (Nos.)	74,00,000	3,216,284
Basic EPS	2.08	0.14
Diluted EPS	2.08	0.14

8. Payment to Auditors

	Year 2016-17 Rs.	Year 2015-16 Rs.
For Audits	1,50,000.00	20,000.00
For taxation Matters	5000.00	4,000.00
For Company Law Matters	1,69,310.00	1,15,000.00
For Management Services	-	-
For Other Services	-	1,000.00

9. Disclosure regarding Related Party Transaction :**(A) The following transactions were carried out with the related parties**

Particulars	Year 2016-17 Rs.	Year 2015-16 Rs.
Rent / lease rent expense		
Beena P Vaghela	324,000	324,000
Remuneration paid/payable to KMP		
Beena P Vaghela	600,000	-
Bharat P Patel	600,000	-
Saurabh R Patel	600,000	-
Surendrasinh P Vaghela	600,000	-
Ritendrasinh K Rathod	173,650	30,600
Unsecured Loans Taken		
Beena P Vaghela	-	1,957,746
Bharat P Patel	470,000	4,610,000
Saurabh R Patel	875,000	2,560,000
Surendrasinh P Vaghela	1,880,000	6,020,010
Unsecured Loans Paid		
Beena P Vaghela	-	1,957,746
Bharat P Patel	470,000	4,610,000
Saurabh R Patel	875,000	2,560,000
Surendrasinh P Vaghela	1,880,000	6,020,010
Reimbursement of Expenses to KMP		
Surendrasinh P Vaghela	1,004,608	-
Beena P Vaghela	1,000	-
Balance outstanding		
Beena P Vaghela	-	-
Bharat P Patel	-	-
Saurabh R Patel	-	-
Surendrasinh P Vaghela	-	-

(B) Relationship:

- (I) Subsidiaries of the Company:
There is no subsidiary of the company.
- (II) Holding Company
There is no holding company of this company.

(III) Associates Entities :

There is no Associate entities of this company.

(IV) Key Management Personnel :

Surendrasinh P. Vaghela – Managing Director
Saurabh R. Patel – Director and CFO
Bharatkumar P. Patel – Whole Time Director
Beena P. Vaghela – Chairperson and Director
Ritendrasinh Rathod – Company Secretary/Compliance Officer

10. CIF Value of Imports NIL (Previous Year NIL)
11. Expenditures incurred in Foreign Currency is Rs 20000/- for purchase of AED.1516 (Previous Year Rs. NIL)
12. Contingent Liabilities as on 31st March, 2017: NIL (Previous Year NIL)
13. There is no pending litigations by or against the Company as on 31st March, 2017. (Previous Year NIL)
14. The Company has reviewed carrying value of its assets as on 31st March, 2017 but there is no impairment is noticed.

**AS PER OUR REPORT OF EVEN DATE ATTACHED
FOR P SINGHVI & ASSOCIATES
Chartered Accountants**

FRN 113602W

**sd/-
(PRAVEEN SINGHVI)
Partner
M. NO. 071608**

**sd/-
(BEENA P. VAGHELA)
Chairperson & Director
(DIN : 03577571)**

**sd/-
(BHARAT P. PATEL)
Whole Time Director
(DIN : 06562786)**

**For & On behalf of the Board of Directors
Umiya Tubes Ltd.**

**sd/-
(SURENDRASINH P. VAGHELA)
Managing Director
(DIN : 06415080)**

**sd/-
(RITENDRASINH RATHOD)
Company Secretary**

**sd/-
(SAURABH R. PATEL)
Director & CFO
(DIN : 06964670)**

**PLACE: GANDHINAGAR
DATE : 19TH MAY,2017**

**PLACE : GANDHINAGAR
DATE : 19TH MAY,2017**

STATEMENT OF CASH FLOW FOR THE PERIOD ENDED ON 31ST MARCH 2017

Amount in Rs.

Particulars	Year 2016-17	Year 2015-16
1 Cash Flow From Operating Activities		
Net Profit before taxation and extra ordinary items	16,784,792	4,906,611
Adjustment for :		
Extra Ordinary Items	-	-
Depreciation & Amortisation	3,074,399	2,546,619
Interest Expenses	5,601,372	5,119,266
Operating Profit before working capital changes	25,460,563	12,572,496
Decrease (Increase) in Trade Receivables	(11,775,899)	(38,001,850)
Decrease (Increase) in Inventories	(4,380,351)	(8,747,466)
Decrease/ (Increase) in Short Term Loan & Advances	74,808	(215,516)
Decrease/(Increase) in Current Investments	(6,641,518)	-
Decrease/(Increase) in Other Current Assets	(1,712,999)	(1,531,801)
Increase/ (Decrease) in Trade Payable	20,669,190	43,136,033
Increase/ (Decrease) in other current liabilities	814,362	(551,090)
Increase/ (Decrease) in Short term Provisions	666,005	644,341
Decrease/(Increase) in Misc Expenditures	1,535,484	(3,958,908)
Cash Generated from operations	24,709,645	3,346,239
Less Taxes Paid	-	-
Cash flow before extra ordinary items	24,709,645	3,346,239
Cash flow from extra ordinary items	-	-
Net Cash flow from operating activities	24,709,645	3,346,239
2 Cash Flow From Investing Activities		
Purchase of Fixed Assets	(18,784,874)	(21,504,026)
Net Cash From Investing Activities	(18,784,874)	(21,504,026)
3 Cash Flow From Financing Activities		
Proceeds From Issue Of Share Capital	-	66,500,000
Proceeds from/(Repayment of) Short Term Borrowings	(14,283,942)	(3,413,259)
Proceeds from/(Repayment of) Long Term Borrowings	(5,720,846)	(19,753,816)
Interest Paid	(5,601,372)	(5,119,266)
Dividend Paid	-	-
Net Cash Issued in financing activities	(25,606,160)	38,213,659
Net Increase in cash and cash equivalents	(19,681,389)	20,055,872
Cash & cash equivalents at the beginning of the period	22,088,542	2,032,670
Cash & cash equivalents at the end of the Year	2,407,153	22,088,542

Notes:

- (1) Cash Flow Statement has been prepared as per indirect method as prescribed by Accounting Standard-3
(2) Details of Cash and Cash Equivalent is available as per Note No. 13 to the Balance Sheet as on 31st March,2017
Significant Accounting Policies and Notes Forming part of accounts forms integral part of financial statements

AS PER OUR REPORT OF EVEN DATE ATTACHED
FOR P SINGHVI & ASSOCIATES

Chartered Accountants
FRN 113602W

sd/-
(PRAVEEN SINGHVI)
Partner
M. NO. 071608

sd/-
(BEENA P. VAGHELA)
Chairperson & Director
(DIN : 03577571)
sd/-
(BHARAT P. PATEL)
Whole Time Director
(DIN : 06562786)

For & On behalf of the Board of Directors
Umiya Tubes Ltd.

sd/-
(SURENDRASINH P. VAGHELA)
Managing Director
(DIN : 06415080)
sd/-
(RITENDRASINH RATHOD)
Company Secretary

sd/-
(SAURABH R. PATEL)
Director & CFO
(DIN : 06964670)

PLACE: GANDHINAGAR
DATE : 19TH MAY,2017

PLACE : GANDHINAGAR
DATE : 19TH MAY,2017

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]

CIN	L28112GJ2013PLC074916
Name of the Company	UMIYA TUBES LIMITED
Registered office	208, 2 nd Floor, Suman Tower, Sector -11, Gandhinagar - 382011

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

I/We, being the member (s) of Umiya Tubes Limited, holding _____ shares hereby appoint

1. Name	
Address	
E-mail Id	
Signature	

Or Failing him,

2. Name	
Address	
E-mail Id	
Signature	

Or Failing him,

3. Name	
Address	
E-mail Id	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 4th Annual General Meeting of the Company, to be held on the 28th day of September, 2017 at 2 Noon at 208, 2nd Floor, Suman Tower, Sector - 11, Gandhinagar - 382011 and at any adjournment thereof in respect of such resolutions as are indicated below:

P.T.O.

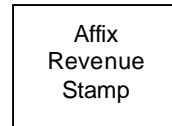


ANNUAL REPORT 2016-2017

Resolution No.	Resolution
Ordinary Business	
1	To receive and adopt Audited Balance Sheet as at 31 st March, 2017 and the Profit and Loss Statement for the year ended on that date together with all annexure and attachment thereto including the Auditor's report and the Directors' Report thereon.
2	To appoint a Director in place of Mrs. Beena P Vaghela (DIN: 03577571), who retires by rotation and being eligible, offers herself for re appointment.
3	To ratify the appointment of M/s P Singhvi & Associates as Statutory Auditors and to fix their remuneration.

Signed this..... day of..... 2017

Signature of shareholder:



Signature of Proxy holder(s):

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



UMIYA TUBES LIMITED

(CIN: L28112GJ2013PLC074916)

Registered Office: 208, 2nd Floor, Suman Tower, Sector - 11, Gandhinagar - 382011

Phone No. 079-23242052 E-Mail ID: info@umiyatubes.com Website: www.umiyatubes.com

DP ID	Client ID	Folio No.	No. of shares held

ATTENDANCE SLIP

4th Annual General Meeting

at the Registered Office: 208, 2nd Floor, Suman Tower, Sector - 11, Gandhinagar - 382011

Name of the attending Member/Proxy (In block letters) :

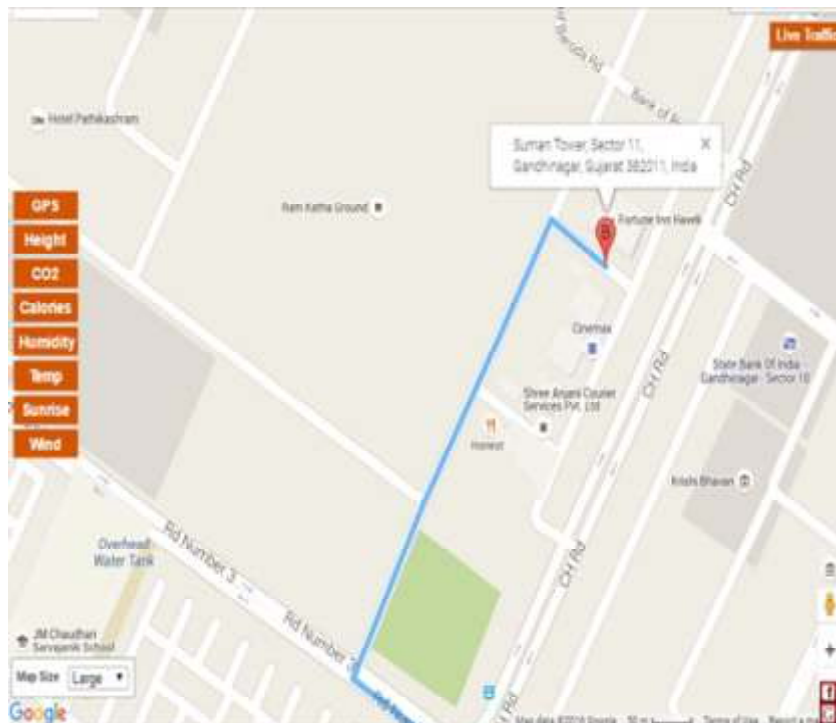
I hereby record my presence at the Annual General Meeting held at on 28th September, 2017 at 2.00 p.m..

Member's / Proxy's Signature

Notes :

1. Please bring this attendance slip to the meeting and handover at the entrance duly filled in.
2. Members are requested to bring copy of Annual Report with them.

Route Map for AGM Venue



Book-Post

To,

If undelivered, please return to :

UMIYA TUBES LIMITED

(CIN: L28112GJ2013PLC074916)

Registered Office: 208, 2nd Floor, Suman Tower,
Sector - 11, Gandhinagar - 382011