



UMIYA TUBES LIMITED

(CIN: L28112GJ2013PLC074916)

**SIXTH
ANNUAL REPORT
2018-19**



UMIYA TUBES LIMITED
(CIN: L28112GJ2013PLC074916)

SIXTH ANNUAL REPORT 2018 19

BOARD OF DIRECTORS	:	Mr. Saurabhkumar R. Patel (DIN: 06964670) Ms. Beena P Vaghela (DIN: 03577571) Mr. Surendrasinh P Vaghela (DIN: 06415080) Mr. Bharatkumar P Patel (DIN: 06562786) Mr. Vikram G Patel (DIN: 07397444) Mr. Rajesh K Dave (DIN: 07398886) Mr. Mitesh G Patel (DIN: 07397651) Mr. Atul J Popat (DIN: 07323826)	Managing Director (w.e.f. 1 st September, 2018) Chairperson & Director Managing Director Whole Time Director Independent Director Independent Director Independent Director Independent Director
CHIEF FINANCIAL OFFICER	:	Mr. Saurabhkumar R. Patel (upto 31 st August, 2018) Mr. Riken Bharatkumar Patel (w.e.f. 1 st September, 2018)	
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 **SIXTH ANNUAL GENERAL MEETING** of the Members of **UMIYA TUBES LIMITED** will be held as scheduled below:

Date	: 28 th September, 2019
Day	: Saturday
Time	: 12.30 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 2018-19 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 2018-19 comprising of Balance Sheet as on 31st March, 2019 and the Profit and Loss Statement for the Financial year ended on 31st March, 2019 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 Mr. Saurabhkumar R. Patel (DIN: 06964670), who retires by rotation and being eligible, offers himself for re appointment and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:

“**RESOLVED THAT** the retiring Director, Mr. Saurabhkumar R. Patel (DIN: 06964670), be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

RE-APPOINTMENT OF MR. SURENDRASINH P VAGHELA (DIN: 06415080) AS MANAGING DIRECTOR OF THE COMPANY FOR 3 YEARS W.E.F. 1ST JANUARY, 2019:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification and re-enactment thereof) and Rules made thereunder and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Surendrasinh P. Vaghela (DIN: 06415080) as Managing Director of the Company for the period of three years w.e.f 1st January, 2019 on the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of remuneration of Mr. Surendrasinh P. Vaghela in the best interest of the Company and as may be permissible by law, viz.:

TERMS AND CONDITIONS

- Subject to the superintendence, direction and control of the Board of Directors of the Company, Mr. Surendrasinh P. Vaghela (DIN: 06415080), Managing Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- The Managing Director shall be liable to retire by rotation.
- The Managing Director shall be entitled to receive remuneration w.e.f 1st January, 2019
- The Managing Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence or profit by the Company in any year.
- The Managing Director shall be paid remuneration and perquisites as under:
 - Salary:** A Salary of Rs. 10,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down in Schedule V of the Companies Act, 2013.
 - Bonus:** Discretionary bonus as may be decided by Remuneration Committee/ Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to the ceiling of 100% of the annual salary.
 - Perquisites:** The Managing Director may be paid perquisites including but not limited to the Medical reimbursement, Children education allowance, Leave travel concession, Contribution to P.F., Gratuity, Super Annuation fund, Use of Company’s car with Driver, Telephone/Mobile facility, Club Membership etc., as may be decided by the Board of Directors from time to time in line with the norms applicable to the employees of the Company.

RESOLVED FURTHER THAT the approval of the members by way of special resolution be and is hereby specifically given for payment of remuneration to Mr. Surendrasinh P. Vaghela as Managing Director, within the limits laid down under the provision of provisions of Para A of Section II of Part II of Schedule V of the Companies Act of 2013, even if the same is in excess of limits under Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 at any time during his tenure as Managing Director.

RESOLVED FURTHER THAT the Board of Directors are at liberty to alter and vary the terms and conditions of the Remuneration and Perquisites so as not to exceed the limit specified in Schedule V of the Companies Act, 2013 or any amendments of modification that may hereafter be made thereto by the Central Government and as may be agreed between the Board of Directors and Mr. Surendrasinh P Vaghela and without referring the matter to the members of the Company in general meeting once again.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

RE-APPOINTMENT OF MR. BHARATKUMAR P. PATEL (DIN: 06562786) AS WHOLE TIME DIRECTOR OF THE COMPANY FOR 3 YEARS W.E.F. 1ST JANUARY, 2019:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification and re-enactment thereof) and Rules made thereunder and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Bharatkumar P. Patel (DIN: 06562786) as Whole Time Director of the Company for the period of three years w.e.f 1st January, 2019 on the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of remuneration of Mr. Bharatkumar P. Patel in the best interest of the Company and as may be permissible by law, viz.:

TERMS AND CONDITIONS

- I. Subject to the superintendence, direction and control of the Board of Directors of the Company, Mr. Bharatkumar P. Patel (DIN: 06562786), Whole Time Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- II. Whole Time Director shall be liable to retire by rotation.
- III. Whole Time Director shall be entitled to receive remuneration w.e.f 1st January, 2019
- IV. Whole Time Director shall be entitled to receive remuneration and perquisites as stated below even in the event of inadequacy or absence or profit by the Company in any year.
- V. Whole Time Director shall be paid remuneration and perquisites as under:
 - (A) **Salary:** A Salary of Rs. 50,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down in Schedule V of the Companies Act, 2013.
 - (B) **Bonus:** Discretionary bonus as may be decided by Remuneration Committee/ Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to the ceiling of 100% of the annual salary.
 - (C) **Perquisites:** The Whole Time Director may be paid perquisites including but not limited to the Medical reimbursement, Children education allowance, Leave travel concession, Contribution to P.F., Gratuity, Super Annuation fund, Use of Company’s car with Driver, Telephone/Mobile facility, Club Membership etc., as may be decided by the Board of Directors from time to time in line with the norms applicable to the employees of the Company.

RESOLVED FURTHER THAT the approval of the members by way of special resolution be and is hereby specifically given for payment of remuneration to Mr. Bharakumar P. Patel as Whole Time Director, within the limits laid down under the provision of provisions of Para A of Section II of Part II of Schedule V of the Companies Act of 2013, even if the same is in excess of limits under Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 at any time during his tenure as Whole Time Director.

RESOLVED FURTHER THAT the Board of Directors are at liberty to alter and vary the terms and conditions of the Remuneration and Perquisites so as not to exceed the limit specified in Schedule V of the Companies Act, 2013 or any amendments of modification that may hereafter be made thereto by the Central Government and as may be agreed between the Board of Directors and Mr. Bharatkumar P. Patel and without referring the matter to the members of the Company in general meeting once again.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Registered Office:

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

Date: 4th May, 2019

CIN:L28112GJ2013PLC074916

By Order of the Board

sd/-

Beena P Vaghela
(DIN:03577571)

Chairperson & Director

NOTES:

1. **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 THAN 48 HOURS BEFORE THE TIME OF MEETING.**
2. **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.**
3. Pursuant to the Regulation 42 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 Saturday, 21st September, 2019 to Saturday, 28th September, 2019 (both days inclusive).
4. 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.
5. 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.
6. 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 6th 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. **E-VOTING**
Pursuant to provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolution set forth in the notice convening 6th Annual General Meeting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.
The complete details of the instructions for e-voting are annexed to this notice.
10. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard on General Meeting (SS-2) notified under the Companies Act, 2013 in respect of the directors seeking appointment/reappointment at the AGM are furnished and annexed to the notice.

EXPLANATORY STATEMENT:**ITEM NO. 3:**

At the Extra Ordinary General meeting held on 16th January, 2016, Mr. Surendrasinh P. Vaghela was appointed as Managing Director of the Company for a period commencing from 1st January, 2016 to 31st December, 2018 on the terms and conditions as approved by the shareholders at the said General meeting. Moreover, the present term of appointment of Mr. Surendrasinh P. Vaghela as Managing Director has expired on 31st December, 2018. The Board of Directors at their meeting held on 5th January, 2019 have, subject to the approval of the members, re-appointed Mr. Surendrasinh P. Vaghela as Managing Director of the Company with effect from 1st January, 2019 for a period of 3 years on the remuneration, terms and conditions recommended by the Nomination and Remuneration Committee and Audit Committee as set out in the resolution mentioned at Item No. 3.

The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights, by re-appointing him as Managing Director as mentioned in the resolution, subject to the approval of shareholders. The Board at their meeting held on 5th January, 2019 approved the remuneration, terms and conditions of the reappointment of Mr. Surendrasinh P. Vaghela as Managing Director of the Company, for a period of three (3) years from 1st January, 2019 on the terms and conditions as set out in the resolution set out in the Notice of 6th AGM, subject to approval of the shareholders.

The Board recommends the adoption of the Special Resolution contained in Item no. 3 of the Notice. Mr. Surendrasinh P. Vaghela, Managing Director and Mrs. Beena P. Vaghela, Director are deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 3 of the Notice convening the 6th Annual General Meeting. The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 3 of the Notice for approval of the Members.

ITEM NO. 4:

At the Extra Ordinary General meeting held on 16th January, 2016, Mr. Bharatkumar P. Patel was appointed as whole Time Director of the Company for a period commencing from 1st January, 2016 to 31st December, 2018 on the terms and conditions as approved by the shareholders at the said General meeting. Moreover, the present term of appointment of Mr. Bharatkumar P. Patel as Whole Time Director has expired on 31st December, 2018. The Board of Directors at their meeting held on 5th January, 2019 have, subject to the approval of the members, re-appointed Mr. Bharatkumar P. Patel as Whole Time Director of the Company with effect from 1st January, 2019 for a period of 3 years on the remuneration, terms and conditions recommended by the Nomination and Remuneration Committee and Audit Committee as set out in the resolution mentioned at Item No. 4.

The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights, by re-appointing him as Whole Time Director as mentioned in the resolution, subject to the approval of shareholders. The Board at their meeting held on 5th January, 2019 approved the remuneration, terms and conditions of the reappointment of Mr. Bharatkumar P. Patel as Whole Time Director of the Company, for a period of three (3) years from 1st January, 2019 on the terms and conditions as set out in the resolution set out in the Notice of 6th AGM, subject to approval of the shareholders.

The Board recommends the adoption of the Special Resolution contained in Item no. 4 of the Notice. Mr. Bharatkumar P. Patel, Whole Time Director, Mr. Saurabhkumar R. Patel, Managing Director and Mr. Rikenkumar B. Patel, CFO are deemed to be concerned or interested in the said resolution.

No other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 4 of the Notice convening the 6th Annual General Meeting.

The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 4 of the Notice for approval of the Members.

Additional information required to be given alongwith a Notice calling Annual General Meeting as per sub Para (B) of Para 1 of Section II of Part II of Schedule V of the Companies Act, 2013 is given hereunder:

I. General Information:						
(1)	Nature of Industry:	Manufacturing of Stainless Steel Pipes				
(2)	Date or expected date of commencement of Commercial production:	The Company is already in operation.				
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable				
		(In `)				
(4)	Financial performance based on given indicators	2014-15	2015-16	2016-17	2017-18	2018-19
	Turnover	82,285,542	147,545,741	237,400,708	450,667,606	154,352,619
	Net profit/ (loss) as per Statement of Profit & Loss	115,399	450,280	15,394,106	18,898,033	6,816,192
	Amount of Dividend paid	-	-	-	-	-
	Rate of Dividend declared	-	-	-	-	-
	Earnings before taxes	115,399	4,906,611	16,784,792	25,205,815	1,632,450
	% of EBT to turnover	0.1402	3.3255	7.0702	5.5930	1.0576
(5)	Foreign investments or collaborations, if any.	NIL				
II. Information about the appointee 1:						
(1)	Background details	Name: Surendrasinh P. Vaghela Designation: Managing Director Father's name: Shri Pravinsinh Vaghela Nationality: Indian Date of Birth: 20/05/1987 Qualifications: B. Com Experience: 8 Years				
(2)	Past remuneration	He is appointed as a Managing Director w.e.f. 1 st January, 2016. Earlier, he was drawing Rs. 50,000 p.m. as MD				
(3)	Recognition or awards	NIL				
(4)	Job profile and his suitability	The Managing Director shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.				
(5)	Remuneration proposed	A gross remuneration of Rs. 10,000/- per month with liberty to Board to increase or decrease the remuneration. Discretionary bonus as may be decided by Nomination and Remuneration Committee/ Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of Rs. 6 Lakh p.a. which may be increased/decreased by the Board from time to time within the maximum permissible limits.				

(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to him is just adequate.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Surendrasinh P. Vaghela is brother of Mrs. Beena P. Vaghela, Director of the Company.
III. Information about the appointee 2:		
(1)	Background details	Name: Mr. Bharatkumar P. Patel Designation: Whole Time Director Father's name: Shri Parsottamdas Patel Nationality: Indian Date of Birth: 25/12/1967 Qualifications: HSC Experience: 13 Years
(2)	Past remuneration	He is appointed as a Whole Time Director w.e.f. 1 st January, 2019. Earlier, he was drawing Rs. 50,000 p.m. as WTD
(3)	Recognition or awards	NIL
(4)	Job profile and his suitability	The whole Time Director shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.
(5)	Remuneration proposed	A gross remuneration of Rs. 50,000/- per month with liberty to Board to increase or decrease the remuneration. Discretionary bonus as may be decided by Nomination and Remuneration Committee/ Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of Rs. 6 Lakh p.a. which may be increased/decreased by the Board from time to time within the maximum permissible limits.
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to him is just adequate.
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Bharatkumar P. Patel is uncle of Mr. Saurabhkumar R. Patel, Managing Director, and father of Mr. Rikenkumar B. Patel, CFO of the Company.
IV Other information:		
(1)	Reasons of loss or inadequate profits	NA
(2)	Steps taken or proposed to be taken for improvement.	NA
(3)	Expected increase in productivity and profits in measurable terms	NA

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

Particulars	Mr. Saurabhkumar R Patel (DIN: 06964670)
Date of Birth	26/02/1990
Date of the first Appointment on the Board	17/03/2014
Qualification	B. Tech in ECE
Expertise in Specific functional areas	Finance, Marketing and Production
Directorships held in other Companies	Nil
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	- The term of appointment of Managing Director shall be three years w.e.f 1st September, 2019 - A Salary of Rs. 50,000/- per month plus perquisites with liberty to the Board to increase or decrease the salary within the limits laid down in Schedule V of the Companies Act, 2013.
Number of Board Meetings attended during the year	6 (Six)
Memberships/ Chairmanships of committees of Board of Directors of Company	1 (one)
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director	Nil
Number of shares held in the Company	4,66,666 Equity Shares
Disclosure of relationship between directors inter-se	Nephew of Bharatkumar P. Patel Whole Time Director

Registered Office:

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

Date: 4th May, 2019

CIN:L28112GJ2013PLC074916

By Order of the Board

sd/-

Beena P Vaghela

(DIN:03577571)

Chairperson and Director

INSTRUCTIONS FOR E-VOTING:

The instructions for members for voting electronically are as under:-

- (i) The Remote E-voting period begins on 25th September, 2019 (Wednesday) at 9.00 a.m. (IST) and ends on 27th September, 2019 (Friday) at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 27th September, 2019.
- (ii) The shareholders should log on to the e-voting website: www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with Company
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number (which is printed/indicated on the address label/details) in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN (for **UMIYA TUBES LIMITED**) on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions Details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person who acquires the shares of the Company and becomes the Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 21st September, 2019 may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then person becoming member can use their existing user ID and password for casting their vote.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) The Company shall be making arrangements for the members to cast their votes in respect to the businesses through poll/ ballot, for members attending the meeting who have not cast their vote by remote voting.
- (xxiii) The Company has appointed Mr. Manoj Hurkat, a Practicing Company Secretary, Ahmedabad as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxiv) The scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in presence of at least two witnesses not in employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, to the Chairperson or a person authorized by him in writing who shall countersign the same and Chairperson shall declare the results of voting forthwith, which shall not be later than 5:00 p.m., 1st October, 2019.
- (xxv) The result declared, along with the Scrutinizer's Report shall be placed on the Company's website: www.umiyatubes.com and on the website of CDSL after the result is declared by the Chairperson and also be communicated to the Stock Exchanges where the equity shares of the Company are listed.

DIRECTORS' REPORT

To
The Members
UMIYA TUBES LIMITED

Your Directors take pleasure in presenting the **SIXTH** Annual Report of the Company together with the Audited Accounts for the financial year ended on 31st March, 2019.

FINANCIAL SUMMARY/HIGHLIGHTS:

The brief financial results are as under:

Particulars	(Rs. in lacs)	
	2018-19	2017-18
Gross Income	1543.52	4592.94
Profit/(Loss) before Depreciation and Tax	43.14	290.15
Less: Depreciation	38.58	38.31
Profit/(Loss) Before Tax and Extra Ordinary Items	4.56	251.84
Less: Extra Ordinary Items	Nil	Nil
Less: Current Tax	0.88	51.32
Deferred Tax	(6.96)	8.27
Add/Less: MAT credit Entitlement	(0.88)	3.48
Profit/(Loss) After Tax	11.52	188.77

The turnover of the Company for the year 2018-19 has decreased to Rs. 1543.52 Lacs from Rs. 4506.67 Lacs. Due to this, profit before Depreciation and Tax stands decreased to Rs. 43.14 Lacs as compared to profit of Rs. 290.15 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, 2019 was Rs. 10,00,66,670/- divided into 1,00,06,667 Equity shares of Rs. 10/- each.

MIGRATION FROM BSE SME PLATFORM TO MAIN BOARD:

The Company has been migrated from BSE SME Platform to Main Board of BSE Limited as per notice given by the BSE vide Notice No. 20180719-25 dated 19th July, 2018 w.e.f. 23rd July, 2018.

DIRECTORS & KEY MANAGERIAL PERSONNEL:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 Mr. Saurabhkumar R. Patel (DIN: 06964670), Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself to be re-appointed as Director of the Company.

The Board recommends the re-appointment of Mr. Saurabhkumar R. Patel (DIN: 06964670) as Director of the Company liable to retire by rotation.

Mr. Saurabhkumar R Patel was appointed (DIN: 06964670) as Managing Director of the Company for a period of three years w.e.f. 1st September, 2018. Mr. Bharatkuamr R. Patel (DIN: 06562786) was re-appointed as Whole Time Director of the Company for a period of three years w.e.f. 1st January, 2019

Mr. Surendrasinh P. Vaghela (DIN: 06415080) was re-appointed as Managing Director of the Company for a period of three years w.e.f. 1st January, 2019. Mr. Saurabhkumar R Patel (DIN: 06964670) resigned as CFO of the Company w.e.f 31st August, 2018 and Mr. Riken Bharatbhai Patel has been appointed as CFO of the Company w.e.f. 1st September, 2018 as per the recommendation of Nomination and Remuneration Committee and appointed by the Board of Directors at its meeting held on 25th August, 2018.

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 6 (Six) 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. The Board is in the opinion that the Independent Directors fulfil the criteria of Independence and are Independent from the management of the Company.

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. At the same AGM, any one of the Directors of the Company was authorized to fix the remuneration of the Statutory auditors.

In view of the Companies (Amendment) Act, 2017, the first proviso in sub-section (1) in section 139 of the Companies Act, 2013 has been omitted with effect from 7th May, 2018. In view of this, the said appointment of auditor is no longer required to be ratified by the members at every annual general meeting.

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

COST AUDITORS AND NOTES COST AUDIT REPORT:

Pursuant to Section 148 of the Companies Act, 2013, the maintenance of Cost records has not been specified to the Company. Hence disclosure regarding the same is not given.

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.

CODE OF BUSINESS CONDUCT AND ETHICS:

The Company has laid down a Code of Conduct (COC) which is applicable to all the Board members and Senior Management of the Company. The COC is available on the website of the Company www.sanginitachemicals.co.in. All the members of the Board and Senior Management have affirmed compliance with the Code.

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. The Company has complied with the applicable provisions of the Act including the constitution of internal complaints committee.

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 (Director)	2.05	Nil
Mr. Surendrasinh P Vaghela (Managing Director)	3.29	Nil
Mr. Bharatkumar P Patel (Whole Time Director)	8.22	Nil
Mr. Saurabhkumar R Patel (Managing Director)	8.22	Nil
Mr. Vikram G Patel (Independent Director)	Nil	N.A.
Mr. Rajesh K Dave (Independent Director)	Nil	N.A.
Mr. Mitesh G Patel (Independent Director)	Nil	N.A.
Mr. Atul J Popat (Independent Director)	Nil	N.A.

* Last year, there was decrease in the remuneration paid to the Directors of the Company.

Note: The median remuneration of employees of the Company during the year was Rs. 72907/- p.a.

[C] Percentage increase/-decrease in the median Remuneration of Employees	(31.47)%
[D] Number of permanent Employees on the rolls of Company	35 (Thirty Five)
[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 decrease of 30.76% in average salaries of employees other than NEDs and KMPs made in the year 2018-19. There was also decrease of 47% in in the Managerial Remuneration in the year 2018-19 as compared to the year 2017-18.

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 he details are given in clause- VI (A) of MGT-9 attached to this report as **Annexure 3**.he 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 3 years from the date of appointment/re-appointment. 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	<p>a. The Company uses LED lamps and fans in the whole factory premises including offices at factory and street light in factory which save approx. 30-40% electricity as compared to normal lamps.</p> <p>b. The Company uses AC Drives for almost all Tube mills and it also saves around 30-40% of electricity as compared to DC Drives.</p> <p>c. The Company have installed 6 Voltage Protection device (VPD) for purpose stable voltage for main panel of individual tube mill.</p> <p>d. The Company have installed power factor penal for maintained good power factor ratio.</p> <p>e. The Company tried different composition of gases which ultimately found good quality and competitive cost of welding.</p> <p>f. The Company also started polishing work with low RPM electric motors which reduced consumption of energy and polishing material to a huge extent.</p>	
(ii) the steps taken by the company for utilizing alternate sources of energy	N.A.	
(iii) the capital investment on energy conservation equipments	NIL	
(B) Technology absorption		
(i) the efforts made towards technology absorption	NIL	
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	N.A.	
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	<p>As the Company has not imported any technology, there are no details required to be given in any of the sub clauses under this clause. The Company have invented embossing machine which is used for embossing Company name on each product.</p> <p>As the company is new and at infant stage, it does 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 benefits narrated above are the results of our R&D work only.</p>	
(a) the details of technology imported;		
(b) the year of import;		
(c) whether the technology been fully absorbed;		
(d) if not fully absorbed, are as where absorption has not taken place, and the reasons thereof;		
(iv) the expenditure incurred on Research & Development	Nil	
(C) Foreign exchange earnings and Outgo		
The Foreign Exchange earned in terms of actual inflows during the year and	Inspite of attempts of marketing abroad, no inflow took place but the Company is still pursuing export opportunities.	
The Foreign Exchange outgo during the year in terms of actual outflows	NIL	

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:

The Corporate Governance Report forms an integral part of this Report and annexed hereto as “**Annexure 4**”, together with the Certificate from the Practicing Company Secretary regarding compliance with the requirements of Corporate Governance as stipulated in Part C of Schedule V to the SEBI (Listing Obligations & Disclosure Requirement) Regulations 2015.

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**”. The Annual return is also being uploaded on the website of the Company.

COMPLIANCES OF APPLICABLE SECRETARIAL STANDARDS:

The Company has complied with applicable Secretarial Standards during the year under review.

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

The investments made by the Company during the year under section 186 of the Companies Act, 2013 are already reported in the financial statements. The same may be treated as sufficient disclosure for the purpose of this Directors report. There are no Loans, 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:

Management Discussion and Analysis Report, pursuant to Regulation 34(2)(e) of The SEBI (LODR) Regulations, 2015 is appended as “**Annexure 5**” 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.

By Order of the Board

sd/-

Beena P Vaghela
(DIN:03577571)
Chairperson

Place : Gandhinagar
Date : 4th May, 2019

SECRETARIAL AUDIT REPORT

[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
(CIN: L28112GJ2013PLC074916)
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, 2019 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, returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 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, 2018;
 - 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, 2018;

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:

- a. The Authorised Share Capital of the Company was increased from Rs. 9 Crores to Rs. 12 Crores during the year by obtaining the approval of the members of the Company through Postal Ballot passed on 9th June, 2018.
- b. The Company has issued 25,01,667 Equity shares of Rs. 10/- each as Bonus shares to the existing shareholders of the Company in ratio of 1 equity share for every 3 equity shares held as on Record date i.e. 4th May, 2018. Consequently, the paid up share capital of the Company was increased from Rs. 7,50,50,000/- divided into 75,05,000 equity shares of Rs. 10/- each to Rs. 10,00,66,670/- divided into 1,00,06,667 equity shares of Rs. 10/- each.
- c. The members of the Company have approved the Migration of listing of equity shares of the Company from SME Platform to the Main Board of BSE Limited through Postal Ballot passed on 9th June, 2018. BSE Limited has vide its Trading Notice No. 20180719-25 dated 19th July, 2018 has approved the Migration and the equity shares of the Company were listed for trading on the Main Board of BSE Limited w.e.f. 23rd July, 2018.

Barring this, during the audit period, no other events/actions 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 : 4th May, 2019

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.

To,
The Members of
UMIYA TUBES LIMITED
(CIN: L28112GJ2013PLC074916)
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.

Place : Ahmedabad
Date : 4th May, 2019

For,
MANOJ HURKAT AND ASSOCIATES
Practicing Company Secretaries
Sd/-
MANOJ R HURKAT
Partner
FCS No. 4287
C P No.: 2574

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 p.a.	Remuneration (In Rs.)	Qualification	Experience (Years)	Date of joining	Age (Years)	Last Employment before	% of Equity shares held
1	2	3	4	5	6	7	8	9	10	11
Bharatkumar Parsolamdas Patel	Whole time Director	Otherwise	Uncle of Saurabh kumar R Patel (Managing Director)	600000	12 th Pass (HSC)	13	7/5/2013	52	NIL	17.57%
Saurabhkumar R Patel	Managing Director & CFO	Otherwise	Nephew of Bharatkumar P Patel (Whole time Director)	600000	B.Tech in E.C.E.	7	7/5/2013	29	Swarg system & Instrument, gandhinagar	4.66%
Harshil Kanubhai Darji	HR Manager	Otherwise	N.A.	258000	B. Tech in E.C	7	11/4/2014	29	Dream World Technology	NIL
Surendrasinh Pravinsinh Vaghela	Managing Director	Otherwise	Brother of Beena P Vaghela (Chair Person)	240000	B. Com	8	7/5/2013	32	NIL	4.13%
Riken Bharatkumar Patel	Production Head	Otherwise	N.A.	216000	Automobile Engineering	2	1/8/2016	26	NIL	2.56%
Ritendrasinh Kishorsinh Rathod	Company Secretary	Otherwise	N.A.	192000	B.B.A & L. L B & CS	5	1/4/2016	31	Euro Circuit system	NIL
Sunil Kumar Nagarmal swami	Mill Operator	Otherwise	N.A.	191288	12 Pass	10	21/5/2014	26	NIL	NIL
Jagdishbhai Jethabhai Patel	Electrician	Otherwise	N.A.	172221	10 Pass	7	1/4/2016	52	Universal-Harshol	NIL
Nathabhai Somabhai Patel	Foreman	Maintenance	N.A.	166813	9 Pass	35	20/10/2015	59	Ratnamani Tubes & pipes	NIL
Beena Pravinsinh Vaghela	Chairperson & Director	Otherwise	Sister of Surendrasinh P Vaghela (MD)	150000	B.Com, LLB & DTP	13	7/5/2013	35	B. P Vaghela & Co.	7.34%

FORM No. MGT-9
EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019

[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	4257500	-	4257500	56.73%	5676751	-	5676751	56.73%	-
b Central Govt	-	-	-	-	-	-	-	-	-
c State Govt(s)	-	-	-	-	-	-	-	-	-
d Bodies Corporate	416667	-	416667	5.55%	555556	-	555556	5.55%	-
e Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
f Any Other...	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	4674167	-	4674167	62.28%	6232307	-	6232307	62.28%	-

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)	4674167	-	4674167	62.28%	6232307	-	6232307	62.28%	-	-
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	1062213	-	1062213	14.15%	1218880	-	1218880	12.18	-1.97%	
ii) Individual Shareholder holding nominal share capital in excess of Rs 2 lakh	576250	-	576250	7.68%	1623178	-	1623178	16.22%	+8.54%	
c Others (NRI & CM)	1192370	-	1192370	15.89%	932302	-	932302	9.32%	-6.57%	
Sub-total (B)(2)	2830833	-	2830833	37.72%	3774360	-	3774360	37.72%	-	
Total Public Shareholding (B)=(B)(1)+(B)(2)	2830833	-	2830833	38.26%	2830833	-	2830833	37.72%	-	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	7505000	-	7505000	100%	10006667	-	10006667	100%	-	

*Increase in the capital was due to issue of Bonus shares by the Company in the ratio of 3:1 during the year.

(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	7.34%	Nil	7,34,756	7.34%	Nil	-
2.	Bharatkumar P Patel	13,18,611	17.57%	Nil	17,58,148	17.57%	Nil	-
3.	Surendrasinh P Vaghela	3,10,000	4.13%	Nil	4,13,333	4.13%	Nil	-
4.	Saurabhkumar R Patel	3,50,000	4.66%	Nil	4,66,666	4.66%	Nil	-
	Total	25,29,611	33.70%	Nil	33,72,903	33.70%	Nil	-

(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, 2018		Shareholding at the beginning of the year i.e. 31 st March, 2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Beena P Vaghela				
	At the beginning of the year	5,51,000	7.34%	5,51,000	7.34%
	Increase in shareholding due to issue of 183666 Bonus shares by the Company dated 22 nd June, 2018	1,83,666	-	7,34,756	7.34%
	At the End of the year	7,34,756	7.34%	7,34,756	7.34%
2.	Bharatkumar P Patel				
	At the beginning of the year	13,18,611	17.57%	13,18,611	17.57%
	Increase in shareholding due to issue of 439537 Bonus shares by the Company dated 22 nd June, 2018	4,39,537	-	17,58,148	17.57%
	At the End of the year	17,58,148	17.57%	17,58,148	17.57%
3.	Surendrasinh P Vaghela				
	At the beginning of the year	3,10,000	4.13%	3,10,000	4.13%
	Increase in shareholding due to issue of 103333 Bonus shares by the Company dated 22 nd June, 2018	1,03,333	-	4,13,333	4.13%
	At the End of the year	4,13,333	4.13%	4,13,333	4.13%
4.	Saurabhkumar R Patel				
	At the beginning of the year	3,50,000	4.66%	3,50,000	4.66%
	Increase in shareholding due to issue of 116666 Bonus shares by the Company dated 22 nd June, 2018	1,16,666	-	4,66,666	4.66%
	At the End of the year	4,66,666	4.66%	4,66,666	4.66%

(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, 2018		Cumulative Shareholding during the year i.e. 31 st March, 2019	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	RCSPL Share Broking Private Limited	-	-	289736	2.9%
2.	Satishkumar Keshavlal Shah	-	-	171480	1.71%
3.	Chetnaben Satishkumar Shah	-	-	163695	1.64%
4.	Prolife Industries Limited	102500	1.36%	136666	1.36%
5.	Ankit Satishkumar Shah	-	-	131896	1.32%
6.	Savjibhai Manjibhai Menpara .	-	-	106000	1.06%
7.	Heena Mukesh Mehta	58750	0.78%	78333	0.78%
8.	Amalya Chemex Private Limited	51520	0.68%	68333	0.68%
9.	Prolife Biochemical Industries	102500	1.36%	67066	0.67%
10.	Monarch Networth Capital Limited	-	-	52802	0.53%
11.	Sureshbhai Jogia	25000	0.33%	33333	0.33%
12.	Beeline Broking Limited	481517	6.41%	23356	0.23%
13.	Armour Capital Private Limited	85000	1.13%	2041	0.02%
14.	Elite Accfin Solutions Private Limited	122500	1.63%	-	-
15.	Pure Broking Private Ltd	41250	0.55%	-	-
16.	Maheshkumar Kantilal Shah	37333	0.50%	-	-
17.	Rekhaben Jogia	35000	0.47%	-	-

Note: Change in the shareholding may be 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, 2018		Cumulative Shareholding during the year i.e. 31 st March, 2019	
		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	7.34%	7,34,756	7.34%
2.	Mr. Surendrasinh P Vaghela (Managing Director)	3,10,000	4.13%	4,13,333	4.13%
3.	Mr. Bharatkumar P Patel (Whole Time Director)	13,18,611	17.57%	17,58,148	17.57%
4.	Mr. Saurabhkumar R Patel (Managing Director)	3,50,000	4.66%	4,66,666	4.66%
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 (In Rs.)
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,19,02,893	4,47,485	Nil	2,23,50,378
ii) Interest due but not paid	-	Nil	Nil	-
iii) Interest accrued but not due	-	Nil	Nil	-
Total (i+ii+iii)	2,19,02,893	4,47,485	Nil	2,23,50,378
Change in Indebtedness during the financial year				
· Addition	1,09,17,281.15	50,15,880.25	Nil	1,59,33,161.4
· Reduction	(57,83,019.16)	Nil	Nil	(57,83,019.16)
Net Change	51,34,261.99	50,15,880.25	Nil	1,01,50,142.24
Indebtedness at the end of the financial year				
i) Principal Amount	2,69,78,319.99	54,63,365.25	Nil	3,24,41,684.24
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	2,69,78,319.99	54,63,365.25	Nil	3,24,41,684.24

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)	Mr. Saurabhkumar R Patel (MD)	
1.	Gross salary				
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,40,000	6,00,000	6,00,000	14,40,000
(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)	2,40,000	6,00,000	6,00,000	14,40,000

B. REMUNERATION TO OTHER DIRECTORS:

Sr. No.	Particulars of Remuneration	Mrs Beena 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	1,50,000	1,50,000
(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)	-	--
	Total (A)	1,50,000	1,50,000

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	2,16,000	1,92,000	4,08,000
(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, please specify	-	-	-
	Total	2,16,000	1,92,000	4,08,000

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

By Order of the Board
sd/-Beena P Vaghela
(DIN:03577571)
Chairperson and DirectorPlace : Gandhinagar
Date : 4th May, 2019

CORPORATE GOVERNANCE REPORT
1. Company's Philosophy on Corporate Governance

Umiya Tubes Limited ("Umiya") is committed to do business in an efficient, responsible, honest and ethical manner. The core values of the Company's Governance process include independence, integrity, accountability, transparency, responsibility and fairness. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and dedication to increase long-term stakeholders value.

2. Board of Directors
A. Composition of the Board:

As per the requirement of SEBI (LODR) Regulations, 2015, the Structure of Board of the Company maintains an optimum combination of Executive, Non-Executive Directors and Independent Directors. The Composition of the Board is in conformity with the Listing requirements. The detailed composition of the Board of Directors as on 31st March, 2019, their category and their Directorship in the companies and Membership/Chairmanship in the Committees of the Board are given below:

Sr. No.	Name of the Director	Position/Category++	* Number of Directorship as on 31.03.2019 including Umiya	** Number of Membership/ Chairmanship in Board Committee as on 31.03.2019 including Umiya	
				Membership+	Chairmanship
1	Mr. Saurabhkumar R Patel	Managing Director	1	1	0
2	Mr. Surendrasinh P Vaghela	Managing Director	2	1	0
3	Mr. Bharatkumar P Patel	Whole Time Director	1	0	0
4	Mrs. Beena P Vaghela	Chairperson & Director	2	0	0
5	Mr. Vikram G Patel	Independent Director	1	1	0
6	Mr. Rajesh K Dave	Independent Director	1	2	2
7	Mr. Mitesh G Patel	Independent Director	1	0	0
8	Mr. Atul J Popat	Independent Director	1	2	0

+ Membership excludes Chairmanship.

*Excluding Directorship held in Foreign Companies.

** Indicates Membership/Chairmanship in the Audit Committee and Stakeholders Relationship Committee (excluding Private Limited Companies, Foreign Companies and Section 8 Companies).

++ Mr. Surendrasinh Vaghela and Mrs. Beena P Vaghela as brother and sister. Mr. Bharatkumar P Patel and Mr. Saurabhkumar R Patel as uncle and nephew. Barring this none of the Directors are related interse.

*** None of the Directors of the Company are Directors in any of the Listed Company.

The Board of Directors have identified the below mentioned skills / expertise / competencies in the context of the business and the sector in which the Company is operating, for the Company to function effectively:

1. Knowledge of legal, including taxation, HR, IT, marketing, etc. (specialized professional skill),
2. Knowledge of accounts and finance (ability to read and understand financial statement),
3. Knowledge of Steel pipes and tubes business and
4. Knowledge of administration and management.

The above skills / expertise / competencies identified by the Company are also actually available with the Board.

B. Board Meetings held during the year 2018–19:

The Board of Directors meets at regular intervals to discuss and decide on various issues including strategy related matters pertaining to the business/company. The tentative calendar of Board Meetings is circulated to the Directors in advance to facilitate them and to ensure their active participation in the Meetings of the Company. Apart from this, the Meetings of the Board are also convened or the approval of the Board is obtained through circulation of resolution to all the Directors in case some urgent/special situation arises. Such circular resolution is also confirmed in the next Board Meeting. Further when it is not possible to attend meeting physically, the Directors may use video conferencing facility to enable their participation. Agenda papers containing all necessary information / documents are made available to the Board in advance to enable the Board to take informed decisions and to discharge its functions effectively.

During the year 2018 - 2019, the Board met 6(Six) times. Details of these Meetings are as follows:

Sr. No.	Date of Meeting
1	2 nd May, 2018
2	29 th May, 2018
3	25 th August, 2018
4	12 th November, 2018
5	11 th December, 2018
6	5 th January, 2019

C. Attendance of each Director at the Board Meeting during the year 2018–2019 and at last AGM was as follows:

Sr. No.	Name of the Director	Number of Board Meetings held during their tenure as Director	Number of Board Meetings attended	Attendance at last AGM held on 28 th September, 2018
1	Mr. Saurabhkumar R Patel	6	6	Yes
2	Mr. Surendrasinh P Vaghela	6	6	Yes
3	Mr. Bharatkumar P Patel	6	6	Yes
4	Mrs. Beena P Vaghela	6	6	Yes
5	Mr. Vikram G Patel	6	6	Yes
6	Mr. Rajesh K Dave	6	6	Yes
7	Mr. Mitesh G Patel	6	6	Yes
8	Mr. Atul J Popat	6	6	Yes

3. Audit Committee:

The composition of the Audit Committee as on 31st March, 2019 is as follows:

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

Mr. Ritendrasinh K Rathod, Company Secretary acts as a Secretary to the Audit Committee.

Note:

At least two third members of the Audit Committee are Independent Directors including the Chairman of the Audit Committee being an Independent Director and having financial and accounting knowledge.

The role, term of reference, authority and powers of the Audit Committee are in conformity with the requirements of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 as applicable to the Company.

During the year 2018 - 2019, the Audit Committee met 4 (Four) times. Details of these Meetings are as follows:

Sr. No.	Date of Meeting
1	29 th May, 2018
2	25 th August, 2018
3	11 th December, 2018
4	5 th January, 2019

The attendance of the Members at the Audit Committee Meetings during the year 2018-2019 was as follows:

Sr No.	Name of the Audit Committee Members	Number of Audit Committee Meetings held while holding the office	Number of Audit Committee Meetings attended
1	Mr. Rajesh K Dave	4	4
2	Mr. Atul J Popat	4	4
3	Mr. Surendrasinh P Vaghela	4	4

The Chairman of the Audit Committee remained present at the Annual General Meeting of the Company held on 28th September, 2018 to answer shareholders queries.

4. Nomination and Remuneration Committee

The composition of the Nomination and Remuneration Committee as on 31st March, 2019 is as follows:

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

The role, term of reference, authority and powers of Nomination and Remuneration Committee are in conformity with the requirements of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 as applicable to the Company.

During the year 2018 - 2019, the Nomination and Remuneration Committee met twice. Details of these Meetings are as follows:

Sr. No.	Date of Meeting
1	25 th August, 2018
2	12 th November, 2018

The attendance of the Members at the Nomination and Remuneration Committee Meetings during the year 2018 - 2019 was as follows:

Sr No.	Name of Members	Number of NRC Meetings held while holding the office	Number of NRC Meetings attended
1	Mr. Rajesh K Dave	2	2
2	Mr. Atul J Popat	2	2
3	Mr. Vikram G Patel	2	2

The details on performance evaluation criteria for Directors including Independent Directors are already provided under the head "Board Evaluation" in the Director's Report.

5. **Remuneration/Sitting Fees to Directors**

i) **Remuneration to Directors:**

During the Financial Year 2018 - 19, the Company has paid remuneration of Rs. 14.40 Lacs to Executive Directors of the Company pursuant to approval of Members at the Extra Ordinary General Meeting held on 16th January, 2016 for payment of remuneration.

ii) **Sitting Fees to Directors:**

The Board of Directors are not paying any amount of Sitting Fees to the Directors for attending the meetings of Board and Committee.

iii) **Terms of appointment of Managing Director:**

Mr. Surendrasinh Vaghela has been appointed as Managing Director of the Company w.e.f. 1st January, 2016 and Mr. Saurabhkumar R Patel has been appointed as Managing Director w.e.f. 1st September, 2018.

Mrs. Beena P. Vaghela holds 734756 equity shares of the Company. Apart from this no other non-executive Director holds any shares in the Company.

6. **Stakeholders Relationship Committee:**

The composition of the Stakeholders Relationship Committee as on 31st March, 2019 is as follows:-

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

During the year 2018-2019, the Stakeholders Relationship Committee met on 5th January, 2019. All three members of the Committee were present in that meeting.

The status of shareholders complaint as on 31st March, 2019 is as follows:-

Particulars	Opening as on 01.04.2018	Received* during the year	Disposed during the year	Balance as on 31.03.2019
No. of complaints	NIL	NIL	NIL	NIL

Mr. Ritendrasinh K Rathod, Company Secretary acts as Compliance Officer of the Company.

8. **General Body Meetings**

A. **Schedule of the last three Annual General Meetings of the Company is presented below:**

Year	Date & Time of AGM	Venue	Special Resolutions passed
2017 - 18	28 th September, 2018 12.30 P.M.	208, 2 nd Floor, Suman Tower, Sector - 11, Gandhinagar - 382011	1. Payment of Remuneration to Executive Directors in excess of limits under SEBI (LODR). 2. Authority under Section 185 of the Companies Act, 2013
2016-17	28 th September, 2017 2.00 p.m.	208, 2 nd Floor, Suman Tower, Sector - 11, Gandhinagar - 382011	No
2015-16	29 th September, 2016 12.00 Noon	208, 2 nd Floor, Suman Tower, Sector - 11, Gandhinagar - 382011	No

B. Postal Ballot:

During the year under review, the Company sought approval from the shareholders by Postal Ballot for the following proposals:

Date of Notice	Proposal	No. & % of votes casts in favour	No. & % of votes casts against	Date of passing of resolutions
2 nd May, 2018	Special Resolution for increase in Authorised Share Capital of the Company from Rs. 9 Crores to Rs. 12 Crores and Alternation of capital clause of Memorandum of Association of the Company.	5053167 (100%)	Nil	09-06-2018
	Special Resolution for issue of 25, 01,667 equity shares as Bonus shares to the existing shareholders of the Company in ratio of 1:3	5053167 (100%)	Nil	09-06-2018
	Special Resolution for migration from SME Platform of BSE Limited to the Main Board of BSE Limited	5050667 (99.66%)	2500 (0.34%)	09-06-2018

Mr. Manoj Hurkat, Practising Company Secretary, was appointed as Scrutinizer and has conducted the Postal Ballot for the aforesaid proposals.

The procedures prescribed under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 were duly followed for conducting the postal ballot process during the year for approving the resolutions mentioned above.

All of the aforesaid resolutions were passed by the shareholders by requisite majority.

9. Disclosures

There are certain transactions with related parties which have been disclosed at the relevant place in the Notes to the Annual Accounts. No such related party transactions may have potential conflict with the interests of the Company at large.

There is no non-compliance on any capital market related matter since the listing of Company's security on Stock Exchanges. Further, no penalty has been imposed either by SEBI or Stock Exchanges or any Statutory Authority on any capital market related matter during the last three years.

10. Means of Communication

The Financial Results of the Company are normally published in one National news paper in English in Free Press Gujarat and one Regional newspaper in Lokmitra (Gujarati language). These results can also be viewed from the Company's website www.umiyatubes.com. Further, the Financial Results and other required filings of the Company can also be viewed on the website of The Bombay Stock Exchange Limited (www.bseindia.com).

11. Code of Conduct**Code of Conduct for Directors and Senior Management:**

The Board of Directors of the Company has adopted a Code of Conduct and made it applicable to the Board Members and Senior Management of the Company. The same has also been posted on the website of the Company.

The Board and Senior Management of the Company have affirmed compliance with the Code. The declaration by MD & CFO to this effect has been made elsewhere in this Annual Report.

Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders:

Pursuant to the requirements of The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. Company Secretary acts as the Compliance Officer. This Code of Conduct is applicable to the Designated Person(s), employees and the Immediate Relative(s) of such Designated Persons and employees of the Company who can have access to Unpublished Price Sensitive Information relating to the Company.

12. Ethical Behavior and Vigil Mechanism

Pursuant to Section 177 (9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has an Ethical Behavior and Vigil Mechanism for Directors and employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Code of Conduct of the Company. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The Management affirms that no employee of the Company was denied access to the Audit Committee.

13. Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions

As required under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Related Party Transactions Policy. The Policy is available on the website of the Company www.umiyatubes.com.

14. Appointment of Independent Directors

The Company has issued formal letter of appointment to Independent Directors in the manner as provided in the Companies Act, 2013 and the applicable Corporate Governance requirements. The terms and conditions of appointment have also been disclosed on the website of the Company. The Board of Directors confirms that all the Independent Directors of the Company fulfill the criteria of Independence as per requirements.

15. Familiarization Programme for Independent Directors

Pursuant to provisions of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Policy on Familiarization Programme for Independent Directors. The Programme aims to familiarize Independent Directors with activities of the Company so as to enable them to make effective contribution and to assist them in discharging their functions as a Board Member. The Company's Policy on Familiarization Programme for Independent Directors has been disclosed on the website of the Company www.umiyatubes.com.

16. Credit Rating

The Company has not obtained any credit rating during the year for any debt instruments or fixed deposit programme.

17. Utilization of funds

The Company has not raised any funds through preferential allotment or qualified institutional placement as specified in the Listing Regulations.

18. Certificate from a Practicing Company Secretary

The Company has obtained a certificate from Manoj Hurkat & Associates, Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

19. Fees paid to the Statutory Auditors

During the financial year 2018–2019, P Singhvi & Associates, the Statutory Auditors of the Company were paid fees for audit and providing other services as per below details:

Name of the Company	Fees paid		Total (in Rs.)
	For Statutory Audit	For providing other services	
Umiya Tubes Limited	2,33,475	2,10,000	4,43,475

20. Disclosure of Sexual Harassment of Women at Workplace:

The Company has formed a Committee headed by Mrs. Beena P. Vaghela to look after the matters of Sexual Harassment of women in the Company; During the year, Committee has not received any complaint from any woman employee of the Company. The Company has complied with all the requirement and provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

21. General Shareholders Information
A. Schedule & Venue of the 6th Annual General Meeting of the Company:

Date & Day : 28th September, 2019, Saturday

Time : 12.30 P.M.

Venue : 208, 2nd Floor, Suman Tower, Sector – 11, Gandhinagar - 382011

B. Financial Year and Calendar:

The Financial Year of the Company starts on 1st April and ends on 31st March every year.

Financial Calendar for 2019 - 2020 (Tentative Schedule) for adoption of quarterly results for:

Quarter ending 30th June, 2019 Before 14th August, 2019

Quarter ending 30th September, 2019 Before 14th November, 2019

Quarter ending 31st December, 2019 Before 14th February, 2020

Quarter & Year ending 31st March, 2020 (Audited) Before 30th May, 2020

C. Book Closure Date:

Saturday, 21st September, 2019 to Saturday, 28th September, 2019 (both days inclusive)

D. Listing on Stock Exchanges and Scrip Codes:

Name and Address of Stock Exchanges	Scrip Code
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1. Bombay Stock Exchange Limited (BSE)	539798
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Note: The necessary listing fees has already been paid to the Stock Exchanges.

F. Stock Market Data:

Market Price Data in BSE is as follows:

Month	BSE Sensex		Company's Share price on BSE	
	High	Low	High	Low
April 2018	35213.30	32972.56	114.95	86
May 2018	35993.53	34302.89	93.90	85.55
June 2018	35877.41	34784.68	115.95	76
July 2018	37644.59	35106.57	96.10	71.55
August 2018	38989.65	37128.99	110	82.10
September 2018	38934.35	35985.63	101.50	39.30
October 2018	36616.64	33291.58	35.40	25.40
November 2018	36389.22	34303.38	30.50	19.95
December 2018	36554.99	34426.29	28.75	14.65
January 2019	36701.03	35375.51	13.92	9.68
February 2019	37172.18	35287.16	9.69	8.44
March 2019	38748.54	35926.94	9.24	7.11

G. Registrar and Share Transfer Agent and Share Transfer System:

The Company has appointed Purva Share registry (India) Private Limited as the Registrar and Share Transfer Agent of the Company for both Physical as well as Demat mode.

The Company has entrusted Purva Share registry (India) Private Limited with the responsibility of ensuring effective resolution and disposal of all kinds of investor grievances such as Demat, Remat, non receipt of Dividend, etc.

Investors may contact our Registrar and Share Transfer Agent at the following address for their queries:-

M/s Purva Share registry (India) Private Limited

9, Shiv Shakti Industrial Estate, J R Boricha Marg, Opp. Kasturba Hospital, Lower Parel (East), Mumbai - 400011

Tel: +91-22-23016761 Fax: +91-22-23012517 Email: support@purvashare.com Website: www.purvashare.com

H. Distribution of Shareholding:

Distribution of shareholding as on 31st March, 2019 is given below:

Category (Amount of Share)	No. of Shareholders	% of No. of Shareholders	No. of Shares held	% of Shareholding
1-5000	343	47.44	50067	0.50
5001-10000	68	9.41	59821	0.60
10001-20000	87	12.03	137553	1.37
20001-30000	32	4.43	82241	0.82
30001-40000	38	5.26	129362	1.29
40001-50000	13	1.80	63733	0.64
50001-100000	44	6.09	339698	3.39
100001 & above	98	13.55	9144192	91.38
Total	723	100.00	10006667	100.00

I. Dematerialization of Shares and its liquidity:

10006667 Equity Shares representing 100% of the total Equity Shares of the Company are held in Dematerialized Form as on 31st March, 2019.

J. Address for correspondence with the Company:

The address for correspondence with the Company is given below:-

Umiya Tubes Limited

208, 2nd Floor, Suman Tower, Sector – 11, Gandhinagar - 382011

Ph.: +91-9033090050 Web-site: www.umiyatubes.com Email: info@umiyatubes.com

L. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversions date and likely impact on equity:

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

For and on behalf of the Board

Beena P Vaghela
(DIN:03577571)
Chairperson

Place : Gandhinagar
Date : 4th May, 2019

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, 2019. 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 located in the state of Gujarat and supplying the produce in different states of India. Now Company is planning to explore the international market.

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. 459,294,157 in the year 2017-18 had decreased to Rs. 154,352,619 in the year 2018-19. After providing for Taxation (mainly, deferred tax liability), the Company has made profit of Rs. 1,152,394 in current year (2018-19) as compared to profit of Rs. 18,876,590 of last year (2017-18) which has been transferred to the Balance Sheet. During the current year, the Company attempted to reduce its debt. The Company also attempted to reduce its debtor level. The Company also planned to increase its dealer network. Due to strategic reasons, the Company has stopped trading activities which also resulted into reduction in turnover. The Company also plan to shift towards high value grade production like 304 which may give more conversion as compared to 202.

The Production of the Company has been 12,53,675 Kgs. in the year 2018-19 as compared to 21,41,542 Kgs. in the year 2017-18. Moreover, the Sales of the Company has remained at 11,14,829 Kgs in 2018-19 in comparison to 21,97,565 Kgs. in the year 2017-18.

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. The management is regularly keeping watch on the international trade policy also.

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.

For and on behalf of the Board

Place : Gandhinagar
Date : 4th May, 2019

Beena P Vaghela
(DIN:03577571)
Chairperson

INDEPENDENT AUDITOR'S REPORT

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

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS financial statements of **UMIYA TUBES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2019, and the Statement of Profit and loss, Statement of Changes in Equity, Statement of the Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (here in after referred to as "Standalone Ind AS Financial Statement")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statement, give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standard) Rules, 2015 as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its Profit including other comprehensive income and it's Cash Flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there were no Key Audit Matters to be communicated in our Report.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS Financial Statement that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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 purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, Statement of changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Standalone Ind AS 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 written representation received from directors as on March 31, 2019 taken on the record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
 - (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 the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - (h) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has no pending Litigations during the Year.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

FOR P SINGHVI & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FRN 113602W

sd/-

(PRAVEEN SINGHVI)
 PARTNER
 M. NO. 071608

Place : AHMEDABAD

Date : 4th MAY, 2019

ANNEXURE A" TO INDEPENDENT AUDITORS' REPORT

The annexure referred to in paragraph under the heading 'Report on other Legal and Regulatory Requirements' of our report of even date to Standalone Ind AS financial statements of **UMIYA TUBES LIMITED**, for the year ended on 31st March, 2019, we report that

1. **FIXED ASSETS:**

- (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, company has 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 of the fixed assets is reasonable having regard to the size of the Company and nature of its business.
- (c) According to information and explanation given to us and on the basis of our examination of record of the Company, the title deeds of immovable properties are held in the name of the Company.

2. **INVENTORIES:**

The Management has conducted physical verification of inventory at reasonable intervals. In our opinion, the procedures followed by the management for such physical verification is reasonable and adequate in relation to the size of the company and nature of its business.

3. **LOANS & ADVANCES:**

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 Companies Act, 2013. Accordingly, the provision of clause 3(iii)(a) to (c) of the Order are not applicable to the Company.

4. LOANS, INVESTMENT & GUARANTEES:

According to information & explanation given to us, 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. FIXED DEPOSITS:

According to the information and explanations given to us, the Company has not accepted any deposits therefore directive issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, clause (v) of paragraph 3 of the Order is not applicable to the Company.

6. COST AUDIT RECORDS:

As informed to us 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 company.

7. STATUTORY DUES:

(a) The Company has been regular in depositing with appropriate authorities undisputed statutory dues, including provident fund, employee's state insurance, income – tax, sales tax, service tax, excise duty, Value Added Tax, CGST, SGST and other material statutory dues applicable to it. IGST payable for more than six months as on 31.03.2019 is Rs. 26,43,889.00.

Statement of Arrears of Statutory Dues Outstanding for more than six months:-

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relate	Due Date	Date of Payment
Goods and service Tax, 2017	IGST	2643889.00	2018-19	20 th of next month	Not yet paid

(b) According to the information and explanation given to us there are no disputed amounts payable in respect of income tax, sales tax, service tax, duty of excise, value added tax, GST, cess.

8. DEFAULT IN PAYMENT OF DUES:

According to the information and explanations given to us, the Company has not defaulted in the repayment of Loans and Borrowings to financial institutions, banks government or dues to debenture holders during the year.

9. FUND RAISED BY PUBLIC ISSUE/ FOLLOW ON OFFER/ TERM LOAN:

The company has not raised money by way of IPO or FPO (including debts instruments) during the Year.

10. FRAUD:

During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, no fraud on or by the Company by it's officers/employees has been noticed or reported during the year.

11. MANAGERIAL REMUNERATION:

According to the information given to us, the company has provided for managerial remuneration in accordance with the requisite approval mandated by the provisions of section 197 read with schedule V to the Companies Act, 2013.

12. NIDHI COMPANY:

The Company is not a Nidhi Company as defined under section 406 of Companies Act 2013. Therefore, clause (xii) of paragraph 3 of the order is not applicable to the company.

13. TRANSACTION WITH RELATED PARTY:

According to information and explanation and records of the company, all transactions with related parties in compliance with section 177 and 188 of Companies Act 2013 wherever applicable and details of transactions have been duly disclosed in the financial statement as required by the applicable Indian Accounting Standards.

14. PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT OF SHARE/ISSUE OF DEBENTURE:

During the year company has not made any preferential allotment or private placement of shares nor have issued any full or partly convertible debenture as required under section 42 of the Companies Act 2013. Therefore, clause (xiv) of paragraph 3 of the order is not applicable to the company.

15. NON CASH TRANSACTION WITH DIRECTORS:

As per the information and explanation given to us, company has not entered in to any non-cash transaction with directors or persons connected with him. Therefore, clause (xv) of paragraph 3 of order is not applicable to the company.

16. NBFC REGISTRATION:

The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 as NBFC. Therefore, clause (xvi) of paragraph 3 of order is not applicable to the company.

FOR P SINGHVI & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FRN 113602W
 sd/-

(PRAVEEN SINGHVI)
 PARTNER
 M. NO. 071608

Place : GANDHINAGAR
 Date : 4th MAY, 2019

“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Ind AS Financial Statements of UMIYA TUBES LIMITED, GANDHINAGAR.**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 with reference to financial statements of **UMIYA TUBES LIMITED** (“the Company”) as of 31st March, 2019 in conjunction with our audit of the standalone Ind AS 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 the internal control with reference to financial statements 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. 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 to 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 the 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 with reference to financial statements 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 with reference to financial statements 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 judgment, including the assessment of the risks of material misstatement of the standalone Ind As 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 with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A company’s internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to financial statements 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 Standalone Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the standalone Ind AS financial statements.

Inherent Limitations of Internal Financial Controls with reference to financial statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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 with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March, 2019, 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 : 4th MAY, 2019

BALANCE SHEET AS AT 31ST MARCH 2019
(Amt. in Rs.)

PARTICULARS	Notes	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
I. ASSETS				
(1) Non-current assets				
(a) Property, plant and equipment	3 (a)	7,00,84,853.00	7,33,32,268.00	7,35,75,294.00
(b) Capital work-in-progress		-	-	-
(c) Intangible assets	3 (b)	532.00	532.00	5,724.00
(d) Deferred Tax Assets (net)	4	87,797.75	-	-
(e) Other non-current assets	5	13,25,420.00	19,67,568.00	24,23,424.00
Total non current assets		7,14,98,602.75	7,53,00,368.00	7,60,04,442.00
(2) Current assets				
(a) Inventories	6	4,52,59,657.80	2,77,33,071.00	2,05,57,510.00
(b) Financial assets				
(i) Investments	7	2,24,53,195.50	1,70,24,170.00	-
(ii) Trade receivables	8	8,93,91,254.26	12,54,86,347.00	8,95,86,019.00
(iii) Cash and cash equivalents	9	1,34,027.18	13,17,994.00	24,07,153.00
(iv) Bank balances other than (iii) above	10	12,94,929.53	77,86,049.00	66,41,518.00
(v) Loans	11	27,413.85	16,21,000.00	-
(vi) Others	12	10,70,509.00	10,70,509.00	4,00,372.00
(c) Other current assets	13	1,29,27,250.79	1,36,47,657.00	65,01,707.00
Total current assets		17,25,58,237.91	19,56,86,797.00	12,60,94,279.00
TOTAL ASSETS		24,40,56,840.66	27,09,87,165.00	20,20,98,721.00
II. EQUITY AND LIABILITIES				
Equity				
(a) Equity share capital	14	10,00,66,670.00	7,50,50,000.00	7,40,00,000.00
(b) Other equity	15	4,22,66,567.28	6,02,51,126.00	1,75,36,064.00
Total equity		14,23,33,237.28	13,53,01,126.00	9,15,36,064.00
Liabilities				
(1) Non current liabilities				
(a) Financial liabilities				
(i) Borrowings	16	62,51,148.84	1,08,48,752.00	1,60,60,519.00
(c) Deferred tax liabilities (net)	17	81,06,563.00	71,60,017.00	58,47,017.00
Total non current liabilities		1,43,57,711.84	1,80,08,769.00	2,19,07,536.00
(2) Current liabilities				
(a) Financial liabilities				
(i) Borrowings	18	1,89,54,811.40	62,08,508.00	-1,07,413.00
(i) Trade payables				
Outstanding dues of Micro Small and Medium Enterprises		-	-	-
Other Payables	19	4,87,17,260.42	9,09,69,662.57	7,87,60,588.00
(ii) Other financial liabilities	20	72,35,724.00	52,34,282.00	47,19,380.00
(b) Other current liabilities	21	98,09,492.12	1,32,15,719.44	25,30,650.00
(c) Provisions	22	25,60,805.85	20,49,097.99	27,51,916.00
(d) Current Tax Liabilities (net)	23	87,797.75	-	-
Total current liabilities		8,73,65,891.54	11,76,77,270.00	8,86,55,121.00
Total liabilities		10,17,23,603.38	13,56,86,039.00	11,05,62,657.00
TOTAL EQUITY AND LIABILITIES		24,40,56,840.66	27,09,87,165.00	20,20,98,721.00
Corporate information	1			
Significant accounting policies	2			

The accompanying notes are integral part of the Financial Statements.

AS PER OUR REPORT OF EVEN DATE ATTACHED For & On behalf of the Board of Directors

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)

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

sd/-
(RITENDRASINH RATHOD)
Company Secretary

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

sd/-
(RIKEN KUMAR B. PATEL)
(Chief Financial Officer)

PLACE : GANDHINAGAR

DATE : 4th MAY, 2019

PLACE : GANDHINAGAR

DATE : 4th MAY, 2019

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019

(Amt. in Rs.)

PARTICULARS	Notes No.	For the year ended March 31, 2019	For the year ended March 31, 2018
Income			
I. Revenue from operations (Gross)	24	14,79,98,929.93	45,06,67,606.00
II. Other income	25	63,53,689.37	86,26,551.00
III. Total Income (I+II)		15,43,52,619.30	45,92,94,157.00
IV. Expenses			
Cost of Material Consumed	26	13,71,60,008.26	24,62,74,228.00
Purchase of Traded Goods	27	1,30,99,462.85	16,20,07,676.00
Changes in inventories	28	(2,24,37,407.92)	10,94,041.00
Employee benefits expenses	29	52,66,484.00	75,80,022.00
Finance costs	30	44,70,536.13	47,76,131.00
Depreciation and amortization Expenses	3	38,58,415.35	38,31,253.00
Other expenses	31	1,24,78,791.35	85,46,434.00
Total Expenses (IV)		15,38,96,290.02	43,41,09,785.00
V. Profit/(loss) before Exceptional Items and Tax (III-IV)		4,56,329.28	2,51,84,372.00
VI. Exceptional Items		-	-
VII. Profit/(loss) before Tax (V-VI)		4,56,329.28	2,51,84,372.00
VIII. Tax expense:			
1. Current Tax		-87,797.75	51,31,683.00
2. Deferred Tax		-6,96,065.00	8,27,534.00
3. Mat Credit Entitlement		87,797.75	3,48,565.00
IX. Profit/(Loss) for the period		11,52,394.28	1,88,76,590.00
X. Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
Gains/(Losses) on Fair Valuation of Investments		63,46,210.00	32,36,438.00
(ii) Income tax related to items that will not be reclassified to profit or loss		(4,66,493.00)	(4,85,466.00)
Total Other Comprehensive Income		58,79,717.00	27,50,972.00
XI. Total comprehensive income for the period (IX + X)		70,32,111.28	2,16,27,562.00
XII. Earnings per equity share			
1. Basic/diluted	32	0.70	2.16
Corporate information	1		
Significant accounting policies	2		

The accompanying notes are integral part of the Financial Statements.

AS PER OUR REPORT OF EVEN DATE ATTACHED For & On behalf of the Board of Directors

FOR P SINGHVI & ASSOCIATES

Chartered Accountants

FRN 113602W

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

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

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(BHARAT P. PATEL)
Whole Time Director
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Managing Director
(DIN : 06415080)

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(RITENDRASINH RATHOD)
Company Secretary

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Managing Director
(DIN : 06964670)

sd/-
(RIKEN KUMAR B. PATEL)
(Chief Financial Officer)

PLACE: GANDHINAGAR

DATE : 4th MAY, 2019

PLACE : GANDHINAGAR

DATE : 4th MAY, 2019

Statement of Changes in Equity (SOCIE) as at 31 March 2019

Particulars	Attributable to the equity holders					
	Reserve and Surplus					
	Securities Premium Account	Capital Reserve	Retained earnings	OCI	Convertible Warrants Forfeited	Total
Balance at April 1, 2018	1,10,25,000.00	15,00,000.00	3,49,12,654.00	27,50,972.00	-	5,01,88,626.00
Profit for the year	-	-	11,52,394.28	-	-	11,52,394.28
Other comprehensive income for the year	-	-	-	58,79,717.00	-	58,79,717.00
Write off during the year	-	-	-	-	1,00,62,500.00	1,00,62,500.00
Total comprehensive income for the year	1,10,25,000.00	15,00,000.00	3,60,65,048.28	86,30,689.00	1,00,62,500.00	6,72,83,237.28
Bonus Shares issued	-	-	2,50,16,670.00	-	-	2,50,16,670.00
Balance at March 31, 2019	1,10,25,000.00	15,00,000.00	1,10,48,378.28	86,30,689.00	1,00,62,500.00	4,22,66,567.28

Statement of Changes in Equity (SOCIE) as at 31 March 2018

Particulars	Attributable to the equity holders					
	Reserve and Surplus					
	Securities Premium Account	Capital Reserve	Retained earnings	OCI	Convertible Warrants Forfeited	Total
Balance at April 1, 2017	-	15,00,000.00	1,60,36,064.00	-	-	1,75,36,064.00
Profit for the year	1,10,25,000.00	-	1,88,76,590.00	-	-	2,99,01,590.00
Other comprehensive income for the year	-	-	-	27,50,972.00	-	27,50,972.00
Write off during the year	-	-	-	-	1,00,62,500.00	1,00,62,500.00
Total comprehensive income for the year	1,10,25,000.00	15,00,000.00	3,49,12,654.00	27,50,972.00	1,00,62,500.00	6,02,51,126.00
Bonus Shares issued	-	-	-	-	-	-
Balance at March 31, 2018	1,10,25,000.00	15,00,000.00	3,49,12,654.00	27,50,972.00	1,00,62,500.00	6,02,51,126.00

AS PER OUR REPORT OF EVEN DATE ATTACHED For & On behalf of the Board of Directors
FOR P SINGHVI & ASSOCIATES
Chartered Accountants

FRN 113602W

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

sd/-
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 (DIN : 03577571)

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 (DIN : 06964670)

sd/-
(RIKEN KUMAR B. PATEL)
 (Chief Financial Officer)

PLACE: GANDHINAGAR
DATE : 4th MAY, 2019

PLACE : GANDHINAGAR
DATE : 4th MAY, 2019

Note 1 –Corporate Information

Umia Tubes Limited ('The Company') is a Public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its main objects, is manufacturing of Steel.

Note 2– Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of Preparation

(i) Statement of Compliance with Ind AS

The accounts have been prepared in accordance with Ind AS and disclosures thereon comply with requirements of Ind AS, stipulations contained in Schedule- III (revised) as applicable under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014, Companies (Indian Accounting Standards) Rules 2015 as amended from time to time, MSMED Act, 2006, other pronouncements of ICAI, provisions of the Companies Act and Rules and guidelines issued by SEBI as applicable. Up to financial year ended on 31st March, 2018, the company has prepared the accounts according to the Previous GAAP. The financial statements for the year ended 31st March, 2019 are the first to have been prepared in accordance with Ind AS with opening balance sheet as on 1st April 2017 and 31st March 2018 have been presented as comparatives. The transition was carried out retrospectively as on the transition date which is 1st April 2017, and for any variation in the amounts represented in the comparative balance sheet vis-à-vis earlier presentation, reconciliation is given as part of notes. The financial statements have been prepared on accrual basis and under historical cost basis, except certain financial assets and liabilities measured at fair value.

Assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in revised Schedule – III to the Companies Act, 2013 and Para 60 and 64 of Ind AS 1 "Presentation of financial statements".

Historical cost convention

The financial statements are prepared on accrual basis of accounting under historical cost convention, except for the following:

- Certain financial assets and liabilities measured at fair value;

(b) Use of estimates and judgements

The presentation of the financial statements are in conformity with the Ind AS which requires the management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statements. The actual outcome may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following notes:

- Useful lives of property, plant and equipment and intangible assets
- Recognition and measurement of other provisions
- Current/deferred tax expense
- Contingent liabilities and assets
- Expected credit loss for receivables
- Fair valuation of unlisted securities
- Measurement of defined benefit obligations

(c) Property, Plant and Equipment

Property plant and equipment are stated at their cost of acquisition / construction less depreciation and impairment, if any. The cost comprises of the purchase price and any attributable cost for bringing the asset to its working condition for its intended use; like freight, duties, taxes and other incidental expenses, net of CENVAT or Goods and service tax (GST) credit.

The Company capitalises the assets all the cost directly attributable and ascertainable, to asset. It also includes borrowings attributable to acquisition of such assets.

Component accounting of assets: If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. The Company has identified, reviewed, tested and determined the componentisation of the significant assets.

Any item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is charged to revenue in the income statement when the asset is derecognised.

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset

On transition to Ind AS, the Company had elected to carry forward the previous GAAP net carrying value of all its property, plant and equipment recognized as at 1st April, 2017 as the deemed cost.

(d) Intangible Assets

Intangible Assets includes amount paid towards

- Cost of Computer software. The Company capitalises software as Intangible Asset where it is expected to provide future enduring economic benefits.

Any item of intangible assets is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de recognition of the intangible asset (calculated as the difference between the net disposal proceeds and the carrying amount of the intangible asset) is charged to revenue in the income statement when the intangible asset is derecognised.

On transition to Ind AS, the Company had elected to carry forward the previous GAAP net carrying value of all its property, plant and equipment recognized as at 1st April, 2017 as the deemed cost.

(e) Depreciation and Amortisation, Estimated Useful Lives and Residual Values

Depreciation on tangible assets is provided on straight line method over the useful life of the asset estimated by the management. Depreciation for assets purchased / sold during a period is proportionately charged. Intangible assets are amortised over their respective individual estimate useful life on a straight line basis, commencing from the date the asset is available to the company for its intended use. Cost of mobile phones, are expensed off in the year of purchase.

Based on management estimate, residual value of 5% is considered for respective tangible assets except for the Pipeline Network assets where the residual value is considered to be NIL as the said assets technically and commercially not feasible to extract from underground.

Component accounting of assets: If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment and accordingly depreciated at the useful lives specified as below.

The residual values, useful lives and methods of depreciation of property, plant and equipment (PPE) are reviewed at the end of each financial year and adjusted prospectively if appropriate

The management estimates the useful life of other fixed assets as follows:-

Class of Asset	Useful Life in Years
(I) Tangible Assets	
Buildings	60
Steel Network	30
Other Plant & Machinery	15
Vehicles	8
Fixtures & fittings	10
Office Equipments	5
Computer Hardware	3
Electrical Installation	10
(II) Intangible Assets	
Software	03

Cost of lease-hold land is amortized equally over the period of lease.

The management believes that these useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The useful lives are reviewed by the management at each financial year end and revised, if appropriate. In case of a revision, the unamortised depreciable amount (remaining net value of assets) is charged over the revised remaining useful lives.

(f) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Asset

Initial Recognition

A financial asset or a financial liability is recognised in the balance sheet only when, the Company becomes party to the contractual provisions of the instrument.

Initial Measurement

At initial recognition, the Company measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability.

Subsequent measurement

For purpose of subsequent measurement, financial assets are classified as under:

- Financial assets measured at amortised cost;
- Financial assets measured at fair value through profit or loss (FVTPL); and
- Financial assets measured at fair value through other comprehensive income (FVTOCI).

The Company classifies its financial assets in the above mentioned categories based on:

- The Company's business model for managing the financial assets, and
- The contractual cash flows characteristics of the financial asset.

A financial asset is measured at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- The contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

A financial asset is measured at fair value through other comprehensive income if both of the following conditions are met:

- The financial asset is held within a business model whose objective is achieved by both collecting the contractual cash flows and selling financial assets and
- The assets contractual cash flows represent SPPI.

A financial asset is measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income. In addition, the Company may elect to designate a financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Equity Investments

All investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

1. The contractual rights to the cash flows from the financial asset have expired, or
2. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
 - i) The Company has transferred substantially all the risks and rewards of the asset, or
 - ii) The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case,

the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of Financial Assets

The Company assesses impairment based on expected credit loss (ECL) model to the following:

- Financial assets measured at amortised cost
- Financial assets measured at fair value through other comprehensive income

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Full time expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables. Under the simplified approach, the Company is not required to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of Profit & Loss. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost and contractual revenue receivables - ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts - ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Financial assets measured at FVTOCI - Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as accumulated impairment amount in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

Financial Liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loan and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments

Subsequent measurement

- Financial liabilities measured at amortised cost

- Financial liabilities subsequently measured at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Loan and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Trade and other payables

These amounts represent liability for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the group or the counterparty.

(g) Embedded foreign currency derivative

Embedded foreign currency derivatives are not separated from the host contract if they are closely related. Such embedded derivatives are closely related to the host contract, if the host contract is not leveraged, does not contain any option feature and requires payments in one of the following currencies:

- the functional currency of any substantial party to that contract,
- the currency in which the price of the related good or service that is acquired or delivered is routinely denominated in commercial transactions around the world,
- a currency that is commonly used in contracts to purchase or sell non-financial items in the economic environment in which the transaction takes place (i.e. relatively liquid and stable currency)

Foreign currency embedded derivatives which do not meet the above criteria are separated and the derivative is accounted for at fair value through profit and loss. The Company currently does not have any such derivatives which are not closely related

(h) Fair Value Measurement

The Company measures certain financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as under, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation.

The management, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

1. Quantitative disclosures of fair value measurement hierarchy.
2. Investment in Mutual Funds.
3. Financial instruments (including those carried at amortised cost).

(i) Inventories

Inventories includes raw material, work in progress finished goods, scrap, packing material, atores and spares, oil and gas. It is valued at the lower of cost or net realizable value.

Cost of inventory includes cost of raw material, labour, and proportionate direct manufacturing overhead based on normal capacity.

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

(j) Employee Benefits

Employees Benefits are provided in the books as per Ind AS -19 on "Employee Benefits" in the following manner:

A. Post-Employment Benefit Plans

· Defined Contribution Plan:

Contribution towards provident fund for eligible employees are accrued in accordance with applicable statutes and deposited with the regulatory provident fund authorities (Government administered provident fund scheme). The Group does not carry any other obligation apart from the monthly contribution.

The Company's contribution is recognised as an expenses in the statement of Profit and Loss during the period in which the employee renders the related service.

· Defined Benefit Plan:

The company provides for gratuity, a defined benefit plan covering eligible employees in accordance with the Payment of Gratuity Act, 1972, through an approved Gratuity Fund. The Gratuity Fund is separately administered through a Trust/Scheme. Contributions in respect of gratuity are made to the approved Gratuity Fund.

The Company's liability is actuarially determined by qualified actuary (using the Projected Unit Credit method) at the end of each year and is recognized in the Balance sheet as reduced by the fair value of Gratuity Fund. Actuarial losses/ gains are recognized in the Statement of Other Comprehensive Income in the year in which they arise.

- **Long Term Employee Benefits:**

The liability in respect of accrued leave benefits which are expected to be availed or en-cashed beyond 12 months from the end of the year, is treated as long term employee benefits. The Company's liability is actuarially determined by qualified actuary at balance sheet date by using the Projected Unit Credit method. Actuarial losses/ gains are recognized in the Statement of Other Comprehensive Income in the year in which they arise.

B. Other Long Term Service Benefits

- **Long Service Award (LSA):**

On completion of specified period of service with the company, employees are rewarded with Cash Reward of different amount based on the duration of service completed. The Company's liability is actuarially determined by qualified actuary at balance sheet date at the present value of the amount payable for the same. Actuarial losses/ gains are recognized in the Statement of profit and loss in the year in which they arise.

C. Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered by employees is recognized during the period when the employee renders the services. Short term employee benefits includes salary and wages, bonus, incentive and ex-gratia and also includes accrued leave benefits, which are expected to be availed or en-cashed within 12 months from the end of the year.

(k) Borrowing

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of borrowing using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of loan to the extent that it is probable that some or all the facility will be draw down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or other expenses.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long term loan arrangement on or before the end of reporting period with the effect that the liability becomes payable on demand on the reporting date, the Company does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statement for issue, not to demand payment as a consequence of the breach.

(l) Borrowing Cost

The Company is capitalising borrowing costs that are directly attributable to the acquisition or construction of qualifying asset up to the date of commissioning. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. The Expenses incurred in connection with the arrangement of borrowings are capitalized over the period of the borrowing and every year such cost is apportioned to assets based on the actual amount borrowed during the year. All other borrowing costs are recognized as expense in the period in which they are incurred and charged to the statement of profit and loss.

(m) Foreign Currency Transactions

(i) Functional and Presentation Currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the functional and presentation currency of the Company.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the date of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the year-end exchange rates are generally recognised in profit or loss.

All foreign exchange gains and losses are presented in the statement of profit and loss on a net basis within other income or other expenses.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

(n) Revenue Recognition

Revenue is measured at fair value of the consideration received or receivable. Amounts disclosed as revenue are net of the amounts collected on behalf of third parties. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

I. Sale

- Sale is recognized when risk and rewards are transfer to ultimate customer.
- The amount recognised as revenue is stated exclusive of excise duty and exclusive of Sales Tax /Value Added Tax (VAT) and Goods and service tax (GST).

II. Other operating income –

- Labour income is recognized on issuance of sales invoice.
- Interest income is recognized on time proportionate basis.
- Dividend income is recognized when right to receive is established.
- Other operating income and misc. income are accounted on accrual basis as and when the right to receive arises.

(o) Taxation

Income tax expenses comprises current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). Income tax expenses are recognised in statement of profit or loss except tax expenses related to items recognised directly in reserves (including statement of other comprehensive income) which are recognised with the underlying items.

Income Taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period i.e. as per the provisions of the Income Tax Act, 1961, as amended from time to time. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision arising in the same tax jurisdiction for relevant tax paying units and where the Company is able to and intends to settle the asset and liability on a net basis.

Deferred Taxes

Deferred tax is provided in full on temporary difference arising between the tax bases of the assets and liabilities and their carrying amounts in financial statements at the reporting date. Deferred tax are recognised in respect of deductible temporary differences, the carry forward of unused tax losses and the carry forward of unused tax credits.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary differences can be utilised.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Any tax credit available is recognised as deferred tax to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilized. The said asset is created by way of credit to the statement of profit and loss and shown under the head deferred tax asset.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

(p) Impairment of non-financial assets

In accordance with Ind AS 36 on "Impairment of Assets" at the balance sheet date, non-financial assets are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to Other Comprehensive Income (OCI). For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

(q) Earnings Per Share

Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the company's earnings per share is the net profit for the period and any attributable distribution tax thereto for the period.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(r) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Provisions are not recognised for future operating losses. Provisions for restructuring are recognised by the Company when it has developed a detailed formal plan for restructuring and has raised a valid expectation that the Company will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period and are not discounted to present value. The estimates of outcome and financial effect are determined by the judgment of the management, supplemented by experience of similar transactions and, in some cases, reports from independent experts

The measurement of provision for restructuring includes only direct expenditures arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of the Company.

Contingent liability is disclosed in the case of:

- A present obligation arising from the past events, when it is not probable that an outflow of resources will be required to settle the obligation;
- A present obligation arising from the past events, when no reliable estimate is possible;
- A possible obligation arising from the past events, unless the probability of outflow of resources is remote.

Contingent liabilities are not provided for and if material, are disclosed by way of notes to financial statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, Contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

A contingent asset is disclosed by way of notes to financial statements, where an inflow of economic benefits is probable. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date

(s) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement

For arrangements entered into prior to 1st April 2017, the Company has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition

As a lessee

Finance Lease

Lease of property, plant and equipment where the Company, as lessee, has substantially all the risks and rewards incidental to ownership are classified as finance leases.

At the commencement of the lease term, the Company recognises finance leases as assets in its balance sheet at amounts equal to the fair value of the leased property or, if lower, the present value of the minimum lease payments, each determined at the inception of the lease. The discount rate used in calculating the present value of the minimum lease payments is the interest rate implicit in the lease, if this is practicable to determine, if not, the Company's incremental borrowing rate is used. Any indirect costs of the Company are added to the amount recognised as an asset.

Minimum lease payments is apportioned between the finance charge and the reduction of the outstanding liability. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period

Operating lease

Leases in which a significant portion of the risks and rewards incidental to ownership is not transferred to the Company as lessee are classified as operating leases. Lease payments under an operating lease is recognised as an expenses on a straight-line basis over the lease term unless either:

- another systematic basis is more representative of the time pattern of the user's benefit even if the payments to the lessors are not on that basis; or
- the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. If payments to the lessor vary because of factors other than general inflation, then this condition is not met.

(t) Segment Reporting

The Company primarily operates in the segment of Steel Business. The board of directors of the Company allocate resources and assess the performance of the Company, thus are the Chief Operating Decision Maker (CODM). The CODM monitors the operating results of the business as a one, hence no separate segment need to be disclosed.

(u) Cash and Cash Equivalents

Cash and cash equivalents comprise cash and deposits with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions and other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(v) Statement of Cash Flows

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

(w) Dividends

The Company recognises a liability for dividends to equity holders of the Company when the dividend is authorised and the dividend is no longer at the discretion of the Company. As per the corporate laws in India, a dividend is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

(x) Events occurring after the Reporting Date

Adjusting events (that provides evidence of condition that existed at the balance sheet date) occurring after the balance sheet date are recognized in the financial statements. Material 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 Directors' Report.

(y) Exceptional Items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

(z) Insurance Claims

The company accounts for insurance claims when there is certainty that the claims are realizable and acknowledged by insurance company and amount recognized in books of accounts is as under:

- In case of loss of asset /goods by transferring, either the carrying cost of the relevant asset / goods or insurance value (subject to deductibles), whichever is lower under the head "Claims Recoverable-Insurance".
- In case insurance claim is, less than carrying cost the difference is charged to Profit and Loss statement. As and when claims are finally received from insurer, the difference, if any, between Claims Recoverable-Insurance and claims received is adjusted to Profit and Loss statement.

Note - 3 Property, Plant and Equipments

Particulars	GROSS BLOCK			ACCUMULATED DEPRECIATION				NET BLOCK			
	Balance as at 1st April 2018	Additions	Disposals	Balance as at	Balance as at	Charge for the year	Eliminated on disposal of assets	Balance as at 31st March 2019	Balance as at 31st March 2019	Balance as at 31st March 2018	Balance as at 31st March 2017
Note- 3(a) Property, Plant and Equipment											
Freehold Land	38,05,000.00	-	-	38,05,000.00	-	-	-	-	38,05,000.00	38,05,000.00	38,05,000.00
Buildings	3,48,41,244.00	-	-	3,48,41,244.00	24,94,943.00	11,27,513.00	-	36,22,456.00	3,12,18,788.00	3,23,46,301.00	3,26,94,852.00
Computer Equipment	3,51,100.00	-	-	3,51,100.00	2,30,767.00	40,160.00	-	2,70,927.00	80,173.00	1,20,333.00	1,08,598.00
Plant and Machinery	23,99,980.00	-	-	23,99,980.00	2,19,138.00	1,58,477.00	-	3,77,615.00	20,22,365.00	21,80,842.00	6,95,785.00
Steel Plant	4,05,73,088.00	6,11,000.00	-	4,11,84,088.00	70,22,270.00	23,36,190.00	-	93,58,460.00	3,18,25,628.00	3,35,50,818.00	3,52,74,588.00
Furniture and Fixtures	3,75,704.00	-	-	3,75,704.00	50,565.00	35,692.00	-	86,257.00	2,89,447.00	3,25,139.00	76,778.00
Vehicles	54,872.00	-	-	54,872.00	5,699.00	5,213.00	-	10,912.00	43,960.00	49,173.00	54,386.00
Office Equipment	11,77,129.00	-	-	11,77,129.00	4,17,976.00	1,11,162.00	-	5,29,138.00	6,47,991.00	7,59,153.00	26,648.00
Electric installation	2,31,622.00	-	-	2,31,622.00	36,113.00	44,008.00	-	80,121.00	1,51,501.00	1,95,509.00	8,38,659.00
Total Property, Plant and Equipment	8,38,09,739.00	6,11,000.00	-	8,44,20,739.00	1,04,77,471.00	38,58,415.00	-	1,43,35,886.00	7,00,84,853.00	7,33,32,268.00	7,35,75,294.00
Note -3(b) Intangible Asset											
Computer Software	16,381.00	-	-	16,381.00	15,849.00	-	-	15,849.00	532.00	532.00	5,724.00
Total Intangible Asset	16,381.00	-	-	16,381.00	15,849.00	-	-	15,849.00	532.00	532.00	5,724.00

NOTES FORMING PART OF the financial statements

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 1, 2017
NOTE 4 : DEFERRED TAX ASSETS (NET)			
Mat Credit Entitlement	87,797.75	-	-
	87,797.75	-	-
NOTE 5 : OTHER NON- CURRENT ASSETS			
Miscellaneous Expenses	13,25,420.00	19,67,568.00	24,23,424.00
	13,25,420.00	19,67,568.00	24,23,424.00
NOTE 6 : INVENTORIES*			
Raw Material (Coil, Packing Material, Stores & Spares etc)	1,07,48,669.53	1,56,59,491.00	73,89,889.00
Finished Goods	3,45,10,988.27	1,17,88,018.00	1,30,26,034.00
Scrap	-	2,85,562.00	1,41,587.00
	4,52,59,657.80	2,77,33,071.00	2,05,57,510.00
* For Valuation- Refer note 2(g)			
NOTE 7 : CURRENT FINANCIAL INVESTMENTS			
Investment in Equity Instruments- Quoted Valued at Fair Value through OCI			
Investment in Equity Shares	1,74,53,195.50	1,05,24,170.00	-
Total of Investment Valued at Fair value through OCI	1,74,53,195.50	1,05,24,170.00	-
Investment in Equity Instruments- Unquoted Valued at Amortised Cost			
Investment in Equity Shares	50,00,000.00	65,00,000.00	-
Total of Investment Valued at Amortised Cost	50,00,000.00	65,00,000.00	-
Category Wise Investments -Current			
Financial Asset Measured at Amortised Cost	50,00,000.00	65,00,000.00	-
Financial Asset Measured at Fair Value through OCI	1,74,53,195.50	1,05,24,170.00	-
	2,24,53,195.50	1,70,24,170.00	-
NOTE 8 : TRADE RECEIVABLES			
Outstanding for a period exceeding six months from the date they were due for payment			
Secured			
- Considered Good	-	-	-
Unsecured			
- Considered Good	4,74,38,244.19	2,18,87,028.00	1,40,31,710.00
- Considered Doubtful	-	-	-
Outstanding for a period less than six months from the date they were due for payment			
Secured			
- Considered Good	-	-	-
- Considered Doubtful	-	-	-
Unsecured			
- Considered Good	4,19,53,010.07	10,35,99,319.00	7,55,54,309.00
- Considered Doubtful	-	-	-
	8,93,91,254.26	12,54,86,347.00	8,95,86,019.00
Trade receivables includes :			
Dues from related party	-	-	-
Other Receivables	8,93,91,254.26	12,54,86,347.00	8,95,86,019.00
NOTE 9 : CURRENT FINANCIAL ASSETS :			
CASH AND CASH EQUIVALENTS			
Balance with banks :			
In current account	6,127.10	-	15,02,547.00
Cash on hand	1,27,900.08	13,17,994.00	9,04,606.00
	1,34,027.18	13,17,994.00	24,07,153.00

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 1, 2017
NOTE 10 : CURRENT FINANCIAL ASSETS :			
OTHER BANK BALANCES			
Fixed deposits placed with government authorities (With Maturity of 3 to 12 Months)	12,94,929.53	77,86,049.00	66,41,518.00
	12,94,929.53	77,86,049.00	66,41,518.00
NOTE 11 : CURRENT FINANCIAL ASSETS : LOANS			
(Unsecured, Considered good)			
Loans and Advances to Employees	27,413.85	16,21,000.00	-
	27,413.85	16,21,000.00	-
NOTE 12 : CURRENT FINANCIAL ASSETS : OTHERS			
Security Deposit	10,70,509.00	10,70,509.00	4,00,372.00
	10,70,509.00	10,70,509.00	4,00,372.00
NOTE 13 : CURRENT ASSETS : OTHERS			
Prepaid Expenses	45,367.00	30,480.00	17,134.00
Advance to vendors	-	16,68,570.00	2,45,672.00
Balances with Government Authorities	73,44,971.96	61,43,063.00	14,45,597.00
Interest Subsidy receivable	40,36,911.83	43,05,544.00	32,93,304.00
SME Listing Subsidy receivable	5,00,000.00	5,00,000.00	5,00,000.00
Energy saving Subsidy receivable	10,00,000.00	10,00,000.00	10,00,000.00
	1,29,27,250.79	1,36,47,657.00	65,01,707.00
NOTE 14 : SHARE CAPITAL			
AUTHORISED SHARE CAPITAL			
1,20,00,000 (Previous Year 90,00,000) Equity Shares of Rs. 10 each	12,00,00,000.00	9,00,00,000.00	7,50,00,000.00
ISSUED, SUBSCRIBED AND FULLY PAID UP SHARE CAPITAL			
7505000 (Previous Year 7505,000) Equity Shares of Rs. 10 each	7,50,50,000.00	7,50,50,000.00	7,40,00,000.00
2501667 Equity Shares of Rs 10 each (Bonus Issue)	2,50,16,670.00		
	10,00,66,670.00	7,50,50,000.00	7,40,00,000.00
(i) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period :			
Outstanding at the beginning of the year	75,05,000.00	74,00,000.00	74,00,000.00
Add : Issued During the year	25,01,667.00	1,05,000.00	-
Outstanding at the end of the year	1,00,06,667.00	75,05,000.00	74,00,000.00
(ii) Terms/Rights attached to Equity Shares :			
The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share.			
Share Warrants (Convertible)			
Issued			
350000 Convertible Share Warrants of Rs. 10/- each (issued at a premium of Rs. 105/- each)		35,00,000.00	
Subscribed			
350000 Convertible Share Warrants of Rs. 10/- each		35,00,000.00	
Paid Up			
350000 Convertible Share Warrants of Rs. 10/- each and premium of Rs. 105 each and 25% is received against total warrant price of Rs. 115/-		1,00,62,500.00	

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders.

Particulars		As at March 31, 2019	As at March 31, 2018	As at April 1, 2017
(iii) Details of Shareholders holding more than 5 per cent equity shares:				
1. Bharat Kumar ParsotamDas Patel	Nos.	17,58,148	13,18,611	13,00,180
	% Holding	17.57%	17.57%	17.57%
2. Bhikhaji Kacharaji chavda	Nos.	8,96,666	6,72,500	6,63,040
	% Holding	8.96%	8.96%	8.96%
3. Vaghela Beena Pravinshih	Nos.	7,34,756	5,51,000	5,43,160
	% Holding	7.34%	7.34%	7.34%
4. SNB Corporation Private Limited	Nos.	5,55,556	4,16,667	4,10,700
	% Holding	5.55%	5.55%	5.55%

(iv) Shares allotted as fully Paid up

During the year Company has allotted 2501667 equity shares as fully paid up bonus shares by capitalisation of Retain Earnings Rs 25016670.

(iv) Warrants

During the year company has forfeited warrants of Rs 10062500 as shareholders having right to exercise the option has not exercised this option on time,

NOTE 15 : OTHER EQUITY

Money Received Against Share Warrant

Opening Balance

1,00,62,500.00

Money Received Against Share Warrant

1,00,62,500.00

Less Forfeited during the year

(1,00,62,500.00)

Closing balance

1,00,62,500.00

Share Warrants Forfeitted

Share warrants forfeitted during the year

1,00,62,500.00

-

Securities Premium Reserve

Opening balance

1,10,25,000.00

-

Add: Addition during the Year

-

1,10,25,000.00

-

Closing balance

1,10,25,000.00

1,10,25,000.00

-

Capital Reserve

Opening balance

15,00,000.00

15,00,000.00

15,00,000.00

Add: Addition during the Year

-

-

Closing balance

15,00,000.00

15,00,000.00

15,00,000.00

Retained Earnings

Opening balance

3,49,12,654.00

1,60,36,064.00

5,61,679.00

Add:

Profit during the period

11,52,394.28

1,88,76,590.00

1,54,74,385.00

3,60,65,048.28

3,49,12,654.00

1,60,36,064.00

Less Bonus Shares issued

(2,50,16,670.00)

-

Closing balance

1,10,48,378.28

5,37,89,244.00

3,15,10,449.00

Other Comprehensive Income

Opening Balance

27,50,972.00

-

Add: Movement in OCI (NET)

58,79,717.00

27,50,972.00

-

Closing balance

86,30,689.00

27,50,972.00

-

Total Balance of Other Equity

4,22,66,567.28

6,02,51,126.00

1,75,36,064.00

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 1, 2017
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NOTE 16 : NON- CURRENT FINANCIAL LIABILITIES : BORROWINGS

Secured - Measured at Amortised Cost			
Term loans from HDFC	50,65,732.84	1,08,48,752.00	1,60,60,519.00
Unsecured - Measured at Amortised Cost			
Term loans from Bajaj Finance	11,85,416.00		
	<u>62,51,148.84</u>	<u>1,08,48,752.00</u>	<u>1,60,60,519.00</u>

1. The above loans are secured by -
- HDFC Term Loan is secured by way of first mortgage / charge on the stock Book Debt and Plant & Machinery
 - HDFC Term Loan is secured by way of second charge on the immovable properties situated at post ujedia 1 Talod and at C-102 Krushna Kunj infocity Gandhinagar.
 - Loan from Bajaj Finance is unsecured.

	ROI	2019-20	2020-21	2021-22
HDFC Term Loan 6008	9.15%	43,19,951.00	30,54,572.00	-
HDFC Term Loan 7028	9.15%	14,85,411.00	16,47,476.00	3,99,053.00
Bajaj Finance	18.25%	14,30,362.00	12,56,230.00	-

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 1, 2017
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NOTE 17 : NON-CURRENT FINANCIAL LIABILITIES - DEFERRED TAX LIABILITIES (NET)

Deferred tax liability			
Opening Balance	71,60,017.00	66,74,551.00	44,56,331.00
Property Plant & Equipment	4,80,053.00		13,90,686.00
Current Investments	4,66,493.00	4,85,466.00	
Gross deferred tax liability	<u>81,06,563.00</u>	<u>71,60,017.00</u>	<u>58,47,017.00</u>
Net deferred tax liability	<u>81,06,563.00</u>	<u>71,60,017.00</u>	<u>58,47,017.00</u>

NOTE 18 : CURRENT FINANCIAL LIABILITIES :
Borrowings
Secured- At Fair Value

Working Capital CC	1,46,76,862.15	57,61,023.00	(1,07,413.00)
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unsecured loan - At Fair Value

Unsecured loan from Directors Promoters and Relatives	42,77,949.25	4,47,485.00	-
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	<u>1,89,54,811.40</u>	<u>62,08,508.00</u>	<u>(1,07,413.00)</u>
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- 17.1. Working Capital Loan of Rs 175 Lacs is secured by way of hypothecation of stock, Book Debts.
- 17.2. Unsecured Loan is taken from Promoter Directors, and Relatives.

NOTE 19 : TRADE PAYABLES

Micro, Small and Medium Enterprises	-	-	-
Others	4,87,17,260.42	9,09,69,662.57	7,87,60,588.00
	<u>4,87,17,260.42</u>	<u>9,09,69,662.57</u>	<u>7,87,60,588.00</u>

NOTE 20 : CURRENT FINANCIAL LIABILITIES : OTHERS

Current maturities of long-term debt ¹	72,35,724.00	52,34,282.00	47,19,380.00
	<u>72,35,724.00</u>	<u>52,34,282.00</u>	<u>47,19,380.00</u>

¹For details of Security of Current Maturities of Long Term Borrowings, refer note 15 "Non current financial liabilities - borrowings".

NOTE 21 : CURRENT LIABILITIES : OTHERS

Advances from customers	-	14,96,437.00	8,00,000.00
Creditor for Assets	-	47,328.44	5,66,669.00
Statutory liabilities	98,09,492.12	1,16,71,954.00	11,63,981.00
	<u>98,09,492.12</u>	<u>1,32,15,719.44</u>	<u>25,30,650.00</u>

* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

21.1. INCOME TAX EXPENSE	Year ended March 31,	
	2019	2018
(a) Tax expense recognised in profit and loss:		
Current taxes	87,797.75	51,31,683.00
Deferred Tax liability / (asset)		
Relating to origination and reversal of temporary differences	(6,96,065.00)	8,27,534.00
Mat credit utilized	(87,797.75)	(3,48,565.00)
Income Tax Expense reported in Statement of Profit or Loss	<u>(6,96,065.00)</u>	<u>56,10,652.00</u>
(b) Tax expense recognised in other comprehensive income:		
Income tax relating to items that will not be reclassified to profit or loss	4,66,493.00	4,85,466.00
Income Tax Expense reported in OCI	<u>4,66,493.00</u>	<u>4,85,466.00</u>

(c) The income tax expenses for the year can be reconciled to the accounting profit as follows :

PARTICULARS	Year ended March 31,	
	2019	2018
Profit before Tax	456329.28	25184372.00
Applicable tax rate	19.24%	27.55%
Computed Tax expense	87797.75	6938294.49
Tax Effect of :		
Expenses disallowed		1088109.00
Expenses allowed		(35,14,520.00)
Income on which different tax rate applicable		9,68,365.00
Mat credit utilized	87,797.75	3,48,566.00
Current Tax Provision(A)	<u>0.00</u>	<u>5131682.49</u>
Incremental Deferred Tax provision on account of Tangible and Intangible Assets	(6,96,065.00)	8,27,534.00
Incremental Deferred Tax provision on account of Financial Assets and other Items	4,66,493.00	4,85,452.00
Deferred tax Provision (B)	<u>(2,29,572.00)</u>	<u>13,12,986.00</u>
Tax Expenses recognised in Statement of Profit & Loss (A+B)	<u>-229572.00</u>	<u>6444668.48</u>
Effective Tax Rate	-50.31%	25.59%

Particulars	As at	As at	As at
	March 31, 2019	March 31, 2018	April 1, 2017
NOTE 22 : CURRENT PROVISIONS			
Provision for expenditures	25,60,805.85	20,49,097.99	27,51,916.00
	<u>25,60,805.85</u>	<u>20,49,097.99</u>	<u>27,51,916.00</u>
NOTE 22 : CURRENT TAX LIABILITIES (NET)			
Current Tax Liabilities (net)	87,797.75	-	-
	<u>87,797.75</u>	<u>-</u>	<u>-</u>

Particulars	For the year	For the year
	ended	ended
	March 31, 2019	March 31, 2018
Note 24 : Revenue from operations		
A. Sales of products and Services		
Finished Goods (Net of Excise Duty)	14,23,76,450	27,91,91,091
Traded Goods	56,22,480	16,38,28,795
	<u>14,79,98,930</u>	<u>44,30,19,886</u>
B. Sales of Services		
Sale of Service	-	76,47,720
	<u>-</u>	<u>76,47,720</u>
Total (A+B)	<u>14,79,98,930</u>	<u>45,06,67,606</u>

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
NOTE 25 : OTHER INCOME		
Net gain on Current Investments	8,80,708	58,58,233
GEB Subsidy on Electric Duty	42,705	3,22,213
Interest Subsidy	6,94,328	10,12,240
Interest on FDR	2,61,263	4,64,380
Exchange Rate Difference	-	3,97,347
Other Income	35,295	24,582
ISO Subsidy Income	-	39,029
Discount	-	10,000
Dividend	500	63,640
Bad Debt Recovery	42,54,500	-
Kasar	1,84,391	4,34,887
Total Other income	63,53,689	86,26,551
Note 25.1		
Gain on sale of Equity Shares	8,80,708	58,58,233
	8,80,708	58,58,233
Note 25.2 : Interest Income comprises of:-		
Interest Subsidy Income	6,94,327	10,12,240
Interest on deposits with banks	2,61,263	4,64,380
	9,55,590	14,76,620
NOTE 26 : COST OF MATERIALS CONSUMED		
Opening Inventory	1,56,59,491	73,89,889
Add Purchases During The Year	13,22,49,186	25,45,43,830
Less Closing Inventory	-1,07,48,670	-1,56,59,491
Total Cost of Raw Material Consumed	13,71,60,008	24,62,74,228
NOTE 27 : PURCHASE OF TRADED GOODS		
Purchase of Traded Goods	1,30,99,463	16,20,07,676
	1,30,99,463	16,20,07,676
NOTE 28 : CHANGES IN INVENTORIES		
Opening Stock	1,20,73,580	1,31,67,621
Less: Closing Stock	3,45,10,988	1,20,73,580
(Increase) / Decrease in Inventories	-2,24,37,408	10,94,041
NOTE 29 : EMPLOYEE BENEFIT EXPENSE		
Salaries wages and allowances	32,35,315	42,71,963
Contract Labour	1,17,025	4,64,698
Directors Remuneration	15,90,000	24,00,000
Contribution to provident and other funds	1,57,172	2,14,083
Staff welfare expenses	1,66,972	2,29,278
Employee benefit expense	52,66,484	75,80,022
NOTE 30 : FINANCE COSTS		
Interest on borrowings	32,58,923	29,73,504
Loan Processing Charges	31,874	21,443
Other Bank Charges	11,79,739	17,81,184
Finance costs	44,70,536	47,76,131
NOTE 3 : DEPRECIATION & AMORTSITATION COST		
Depreciation	38,58,415	38,31,253
Depreciation & Amortsitation Cost	38,58,415	38,31,253

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
NOTE 31 : OTHER EXPENSES		
Consumption of Store & Spares, Packing Material & Gas	3,353	44,206
Freight & Transport	51,973	15,39,514
Power & Fuel	17,78,434	38,78,071
Rent	3,60,000	3,60,000
Repairs	2,60,684	3,99,188
Insurance	2,18,781	1,88,311
Factory expenses	2,20,582	59,136
Security Charges	-	22,984
Administrative Charges	8,25,532	12,68,474
Auditors Remuneration	4,73,475	1,50,000
Prior Period Expense	-	24,995
Custom Duty	-	2,89,938
Import Charges	-	1,49,652
Detention Charges	-	3,22,359
Issue Expense	1,87,526	57,250
Excise Recovery Expense	500	84,364
Other Direct Exps	2,270	24,975
Packing exps	28,588	18,319
Legal Fees	2,83,475	3,22,820
Donation	9,903	-
Interest on TDS	10,939	-
Miscellaneous Exp written off	6,42,148	6,43,356
Listing Fees	8,78,559	79,180
Advertisement Exp	27,220	41,725
PF Administrative Charges	14,807	24,975
Round off	2	-
Bad Debts	50,23,923	-
Excise Prov. On closing stock	-	-14,47,358
Others	11,76,118	-
	1,24,78,791	85,46,434

Note 31.1 : Corporate Social Responsibility Expenses included above NIL

NOTE 31.2: PAYMENT TO AUDITORS

Auditors' remuneration includes the following amounts paid or adjusted as paid to them during the Period/year :

(a) As Auditors - Statutory Audit (including taxes)	2,33,475.00	1,50,000.00
Tax Advisory Services	10,000.00	-
Other Assurance Services	-	-
Other Non Audit Services	2,00,000.00	-
	4,43,475.00	1,50,000.00

NOTE 32 : EARNINGS/(LOSS) PER SHARE (EPS)

Profit / (Loss) after tax attributable to equity shareholders (Amt in INR)	70,32,111.28	2,16,27,562.00
Nominal Value of equity share (INR)	10.00	10.00
Weighted average number of ordinary equity shares for Basic EPS (Nos)	1,00,06,666	1,00,06,666
Basic / Diluted EPS (INR)	0.70	2.16

32.1. During the year company has issued the bonus shares so weighted average no. of shares of preceding year has been adjusted accordingly.

Particulars	As at March 31, 2019	As at March 31, 2018	As at April 1, 2017
NOTE 33 : CONTINGENT LIABILITIES			
(i) Guarantees given by bankers on behalf of the Company			
Guarantees BSE Ltd for Security	1,00,000.00	1,00,000.00	1,00,000.00

NOTE 34 : RELATED PARTY TRANSACTIONS:
(A) Name of related parties and description of relationship :

Sr. No.	Relationship	
1	Key Management Personnel	Beena P Vaghela Bharat P Patel Saurabh R Patel Surendrasingh Vaghela
2	Relatives of KMP	BK Chavda BK Chavda HUF

(B) Related Party Transactions :
Particulars

(a) Volume of Transactions :	Key Management Personnel Year ended March 31, 2019	Year ended March 31, 2018	As at April 1, 2017
Remuneration	-	-	-
Beena P Vaghela	1,50,000	6,00,000	6,00,000
Bharat P Patel	6,00,000	6,00,000	6,00,000
Saurabh R Patel	6,00,000	6,00,000	6,00,000
Surendrasingh Vaghela	2,40,000	6,00,000	6,00,000
Rent			
Beena P Vaghela	3,60,000	3,60,000	3,60,000
Unsecured Loans Net			
Surendra P Vaghela		4,47,485	-
Beena P Vaghela	16,27,000		
Bharat P Patel	5,00,000	-	-
BK Chavda	6,00,000		-
BK Chavda HUF	7,00,000		
b) Balances at the year end	Balance as at March 31, 2019	Balance as at 3/31/2018	Balance as at April 1, 2017
Due to			
Beena P Vaghela	18,70,000		
Bharat P Patel	2,50,000	-	-
Saurabh R Patel	7,50,000	-	-
Surendrasingh Vaghela	90,000	4,47,485	-
BK Chavda	6,00,000		
BK Chavda HUF	7,00,000		

NOTE 35 : FIRST TIME ADOPTION OF IND AS

The Company has adopted Ind AS with effect from April 01, 2018 with comparatives being restated & prepared the opening balance sheet as per Ind AS as at April 01, 2017 (the transition date). Accordingly the impact of transition has been provided in the opening balance of Retained Earnings as at April 01, 2017. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirements of Ind AS and Schedule III.

A. Exemption from retrospective application

Fair value as deemed cost exemption

The company has elected to measure items of its Property, Plant and Equipment and Intangible assets at its carrying value at the transition date.

B. Reconciliation between Previous GAAP and Ind AS

(i) Reconciliation of Equity

Particulars	Note	As at March 31, 2018	As at April 01, 2017
Equity as reported under previous GAAP		57441318.00	17455785.00
Ind AS adjustments			
Adjustment of Processing Fees		80279.00	80279.00
Adjustment of Processing Fees		-21443.00	
Adjustment of increase in value of investment (net)		2750972.00	
Equity as per IND AS		60251126.00	17536064.00

(ii) Reconciliation of Total Comprehensive Income

Particulars	Year Ended March 31, 2018
Net Profit as per Previous IGAAP (A)	18898033.00
Ind AS Adjustments accounted through Statement of Profit & Loss	
(i) Ind As Adjustment of Investment through OCI (net of tax)	2750972.00
(ii) Adjustment of Processing fees	-21443.00
Total of Ind AS adjustments accounted through statement of Profit & Loss (B)	2729529.00
Net Profit/(loss) as per Ind AS (C) = (A)+(B)	21627562.00

(iii) Reconciliation of Statement of Cash Flow

There were no material differences between the Statement of Cash Flows presented under Ind AS & under IGAAP.

Notes to the reconciliation:

1. Valuation of Shares

As per IGAAP current investment is to be valued at cost or NRV whichever is less but as per Ind AS current investment is valued at mark to market.

As investment held in equity are valued at mark to market and difference is adjusted through OCI.

2. Processing Fees

As per IGAAP Processing fees on Long Term Borrowing is charged to statement of P&L in the year loan was taken but as per INDAS it is to be amortised during the period of loan.

So processing fees earlier charged to statement of P&L was derecognized through retained earnings and amortised its current portion.

NOTE 36 : FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT
A. Accounting classification and fair values

	Carrying amount				Fair value			Total
	FVTPL	FVTOCI	Amotised Cost	Total	Level 1 - Quoted price in active markets	Level 2 - Significant observable inputs	Level 3 Significant unobservable inputs	
March 31, 2019								
Financial assets measured at each reporting date								
Investments	- 1,74,53,195.50	50,00,000.00	2,24,53,195.50	1,74,53,195.50	50,00,000.00	-	2,24,53,195.50	
Financial assets measured at amortised cost								
Loans (non-current)	-	-	-	-	-	-	-	
Loans (current)	-	-	27,413.85	27,413.85	-	-	-	
Other current financial assets	-	-	1,39,97,759.79	1,39,97,759.79	-	-	-	
Trade and other receivables	-	-	8,93,91,254.26	8,93,91,254.26	-	-	-	
Cash and cash equivalents	-	-	1,34,027.18	1,34,027.18	-	-	-	
Other bank balances	-	-	12,94,929.53	12,94,929.53	-	-	-	
	- 1,74,53,195.50	10,98,45,384.61	12,72,98,580.11	1,74,53,195.50	50,00,000.00	-	2,24,53,195.50	
Financial liabilities measured at amortised cost								
Non current borrowings	-	-	62,51,148.84	62,51,148.84	-	-	-	
Trade and other payable	-	-	-	-	-	-	-	
Other Current financial liabilities	-	-	1,70,45,216.12	1,70,45,216.12	-	-	-	
	-	-	2,32,96,364.96	2,32,96,364.96	-	-	-	
March 31, 2018								
Financial assets measured at each reporting date								
Investments	- 1,05,24,170.00	65,00,000.00	1,70,24,170.00	1,05,24,170.00	65,00,000.00	-	1,70,24,170.00	
Financial assets measured at amortised cost								
Loans (non-current)	-	-	-	-	-	-	-	
Loans (current)	-	-	16,21,000.00	16,21,000.00	-	-	-	
Other current financial assets	-	-	1,47,18,166.00	1,47,18,166.00	-	-	-	
Trade and other receivables	-	-	12,54,86,347.00	12,54,86,347.00	-	-	-	
Cash and cash equivalents	-	-	13,17,994.00	13,17,994.00	-	-	-	
Other bank balances	-	-	77,86,049.00	77,86,049.00	-	-	-	
	- 1,05,24,170.00	15,74,29,556.00	16,79,53,726.00	1,05,24,170.00	65,00,000.00	-	1,70,24,170.00	
Financial liabilities measured at amortised cost								
Non current borrowings	-	-	1,08,48,752.00	1,08,48,752.00	-	-	-	
Trade and other payables	-	-	-	-	-	-	-	
Other Current financial liabilities	-	-	52,34,282.00	52,34,282.00	-	-	-	
	-	-	1,60,83,034.00	1,60,83,034.00	-	-	-	
March 31, 2018								
Financial assets measured at each reporting date								
Investments	-	-	-	-	-	-	-	
Financial assets measured at amortised cost								
Loans (non-current)	-	-	-	-	-	-	-	
Loans (current)	-	-	-	-	-	-	-	
Other current financial assets	-	-	69,02,079.00	69,02,079.00	-	-	-	
Trade and other receivables	-	-	-	-	-	-	-	
Cash and cash equivalents	-	-	-	-	-	-	-	
Other bank balances	-	-	-	-	-	-	-	
	-	-	69,02,079.00	69,02,079.00	-	-	-	
Financial liabilities measured at amortised cost								
Non current borrowings	-	-	(1,07,413.00)	(1,07,413.00)	-	-	-	
Trade and other payables	-	-	-	-	-	-	-	
Other Current financial liabilities	-	-	47,19,380.00	47,19,380.00	-	-	-	
	-	-	46,11,967.00	46,11,967.00	-	-	-	

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds that have quoted price. The mutual funds are valued using the closing NAV

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

B. Valuation technique used to determine fair values

Specific valuation techniques used to value investment in mutual funds includes the use of quoted market price or dealer quotes for similar instruments

Transfers between Levels 1 and 2

There have been no transfers between Level 1 and Level 2 during the reporting periods

Transfer out of Level 3

There were no movement in level 3 in either directions during March 2019 and the year 2017-18.

C. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The committee reports regularly to the board of directors on its activities

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.

The carrying amount of following financial assets represents the maximum credit exposure:

Other financial assets

The company maintains its Cash and cash equivalents and Bank deposits with banks having good reputation, good past track record and high quality credit rating and also reviews their credit-worthiness on an on-going basis.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base.

The Risk Management Committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. The Company's review includes external ratings, if they are available, and in some cases bank references. Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the Risk Management Committee.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables.

At March 31, 2019, the maximum exposure to credit risk for trade and other receivables by geographic region was as follows.

	Carrying amount (in INR)	
	March 31, 2019	March 31, 2018
India	8,939.12	12,548.63
Other regions	-	-
	8,939.12	12,548.63

Impairment

At March 31, 2019, the ageing of trade and other receivables that were not impaired was as follows.

Neither past due nor impaired

Past due 1–30 days	1,227.96	4,387.80
Past due 31–90 days	1,450.07	3,806.03
Past due 91–120 days	841.33	925.32
More than 120 days	5,419.76	3,429.48
	8,939.12	12,548.63

Management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk, including underlying customers' credit ratings if they are available.

iii. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The Company is exposed to market risk primarily related to interest rate risks.

iv. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company maintains the following lines of credit. INR 23745006/- Term Loan facility that is secured and INR 3005500/ Term Loan is unsecured. Interest would be payable at the rate of 9.15% on secured and 18.25 on unsecured Loans.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

March 31, 2019	Contractual cash flows				
	Carrying amount	Total	Less than 12 months	1-2 years	2-5 years More than 5 years
Non-derivative financial liabilities					
Non current borrowings	62,51,148.84	62,51,148.84	-	62,51,148.00	-
Trade and other payables	-	-	-	-	-
Other current financial liabilities (current portion of non current liabilities)	72,35,724.00	72,35,724.00	72,35,724.00	-	-
Total	1,34,86,872.84	1,34,86,872.84	72,35,724.00	62,51,148.00	-
March 31, 2018					
Non-derivative financial liabilities					
Non current borrowings	1,08,48,752.00	1,08,48,752.00	-	62,51,148.00	45,97,604.00
Trade and other payables	-	-	-	-	-
Other current financial liabilities	52,34,282.00	52,34,282.00	52,34,282.00	-	-
Total	1,60,83,034.00	1,60,83,034.00	52,34,282.00	62,51,148.00	45,97,604.00
March 31, 2017					
Non-derivative financial liabilities					
Non current borrowings	1,60,60,519.00	1,60,60,519.00	-	62,51,148.00	98,09,371.00
Trade and other payables	-	-	-	-	-
Other current financial liabilities	47,19,380.00	47,19,380.00	47,19,380.00	-	-
Total	2,07,79,899.00	2,07,79,899.00	47,19,380.00	62,51,148.00	98,09,371.00

v. Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow

interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

The Company do not have any borrowings at fixed rate and has not entered into interest rate swaps for its exposure to long term borrowings at floating rate

Exposure to interest rate risk

Variable-rate instruments	31st March 2019	31st March 2018	1st April 2017
Non current - Borrowings	62,51,148.84	1,08,48,752.00	1,60,60,519.00
Current portion of Long term borrowings	72,35,724.00	52,34,282.00	47,19,380.00
Total	1,34,86,872.84	1,60,83,034.00	2,07,79,899.00

Cash flow sensitivity analysis for variable-rate instruments

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of change in interest rates

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss, and the Company does not have any designate derivatives (interest rate swaps) . Therefore, a change in interest rates at the reporting date would not affect profit or loss.

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) Equity and Profit or Loss by the amount shown below:

Particulars	Profit or (Loss)		Equity (net of tax)		
	100 bp Increase	100 bp decrease	100 bp Increase	100 bp decrease	100 bp decrease
31st March 2019					
Non current - Borrowings	(62,511.49)	62,511.49	(43,195.44)	(62,511.49)	43,195.44
Current portion of Long term borrowings	(72,357.24)	72,357.24	(49,998.85)	(72,357.24)	49,998.85
Total	(1,34,868.73)	1,34,868.73	(93,194.29)	(1,34,868.73)	93,194.29
31st March 2018					
Non current - Borrowings	(1,08,487.52)	1,08,487.52	(74,964.88)	(1,08,487.52)	74,964.88
Current portion of Long term borrowings	(52,342.82)	52,342.82	(36,168.89)	(52,342.82)	36,168.89
Total	(1,60,830.34)	1,60,830.34	(1,11,133.76)	(1,60,830.34)	1,43,193.14
31st March 2017					
Non current - Borrowings	(1,60,605.19)	1,60,605.19	(1,10,978.19)	(1,60,605.19)	1,10,978.19
Current portion of Long term borrowings	(47,193.80)	47,193.80	(32,610.92)	(47,193.80)	32,610.92
Total	(2,07,798.99)	2,07,798.99	(1,43,589.10)	(2,07,798.99)	1,43,589.10

NOTE 37 : CAPITAL MANAGEMENT

The Company's objectives when managing capital are to- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and- Maintain an optimal capital structure to reduce the cost of capital

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings, less cash and cash equivalents. Adjusted equity comprises all components of equity.

The Company's adjusted net debt to equity ratio at March 31, 2019 was as follows.

	31st March 2019	31st March 2018	1st April 2017
Interest bearing liabilities	1,34,86,872.84	1,60,83,034.00	2,07,79,899.00
Less : Cash and cash equivalent	1,34,027.18	13,17,994.00	24,07,153.00
Adjusted net debt	1,33,52,845.66	1,47,65,040.00	1,83,72,746.00
Total equity	14,23,33,237.28	13,53,01,126.00	9,15,36,064.00
Adjusted net debt to adjusted equity ratio	0.09	0.11	0.20

Note 38 : OTHER NOTES

1. Previous year's figures have been regrouped, rearranged, reclassified and recasted wherever necessary to correspond with current year's classification / disclosure.
2. The Company has complied with the liability for ESI/PF.
3. No employee of the Company has completed full five years of service , therefore no provision is required to be made in respect of retirement benefits.
4. In the Opinion of the board current assets , loans & advances and other receivables have value on realisation in ordinary course of business at least equal to the amount at which they are states in the balance sheet.
5. The Company has not proposed any interim dividend for the financial year 2018-19.
6. The Company is operating in single segment therefore segment reporting is not disclosing separately.
7. CIF Value of Imports Rs. NIL (Previous Year Rs. 3452367.00)
8. Expenditures incurred in Foreign Currency is Rs.NIL (Previous Year Rs. 4238450.00) for Purchase of Raw Material (S.S. Pipes) USD NIL (Previous Year USD 34151.60) while income in foreign Currency is Rs. NIL(Previous Year Rs. NIL)
9. Contingent Liabilities as on 31st March, 2019 : NIL (Previous Year NIL)
10. There is no pending litigations by or against the Company as on 31st March,2019 (Previous Year NIL)
11. The Company has reviewed it's carrying value of its assets as on 31st March,2019 but there is no impairment noticed.
12. Disclosure as required by Rule 16 A of Companies (Acceptance of Deposits) Rules, 2014:

Balances at the year end	Balance as at March 31, 2019	Balance as at March 31, 2018	Balance as at April 1,2017
Due to :			
Directors:			
Beena P Vaghela	18,70,000	-	-
Bharat P Patel	2,50,000	-	-
Saurabh R Patel	7,50,000	-	-
Surendrasingh Vaghela	90,000	4,47,485	-
Relatives of Directors:			
BK Chavda	6,00,000	-	-
BK Chavda HUF	7,00,000	-	-

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

For & On behalf of the Board of Directors

**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)
Managing Director
(DIN : 06964670)
sd/-
(RIKEN KUMAR B. PATEL)
(Chief Financial Officer)**

**PLACE : GANDHINAGAR
DATE : 4th MAY, 2019**

**PLACE : GANDHINAGAR
DATE : 4th MAY, 2019**

STATEMENT OF CASH FLOW FOR THE PERIOD ENDED ON 31ST MARCH 2019

Amount in Rs.

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
A) CASH FLOW FROM/(USED IN) OPERATING ACTIVITIES		
Net Profit/(Loss) before tax as per the Statement of Profit & Loss	4,56,329.28	2,51,84,372.00
Adjustments for:		
Miscellaneous Exp written off	6,42,148.00	4,55,856.00
Depreciation and Amortisation	38,58,415.35	38,31,253.00
Gain on sale of mutual fund	(8,80,707.77)	(58,58,233.00)
Dividend	(500.00)	(63,640.00)
Interest and Finance Charges	32,58,923.24	29,73,504.00
Interest Income	(9,55,591.00)	(14,76,620.00)
Operating Profit/(Loss) Before Working Capital Changes	63,79,017.10	2,50,46,492.00
Changes in Working Capital :		
Adjustments for:		
(Increase)/Decrease in Inventories	(1,75,26,586.80)	(71,75,561.15)
(Increase)/Decrease in Trade Receivables	3,60,95,092.74	(3,59,00,327.53)
(Increase)/Decrease in Other Bank Balances	64,91,119.47	-
(Increase)/Decrease in Current Financial Assets Loans	15,93,586.16	(30,43,898.69)
(Increase)/Decrease in Current Financial Assets Others	-	-
(Increase)/Decrease in Other current assets	7,20,406.21	(63,93,190.69)
Increase/ (Decrease) in Provisions - Current	5,11,707.86	(10,54,143.00)
Increase/ (Decrease) in Current Financial Liabilities	(4,10,76,284.15)	1,20,75,636.00
Increase/ (Decrease) in Other Current Liability	(15,89,107.32)	60,38,153.08
Effect of Changes in Working Capital	(1,47,80,065.83)	(3,54,53,331.98)
Cash generated from/(used in) operations	(84,01,048.7)	(1,04,06,840.0)
Direct Taxes (Paid) / Refunded - (net)	(18,17,120.0)	(3,48,566.0)
Cash flow from/(used in) operating activities	(1,02,18,168.7)	(1,07,55,405.9)
B) CASH FLOW FROM/(USED IN) INVESTING ACTIVITIES		
Procurement of Property, Plant and Equipments / Intangibles	(6,11,000.35)	(35,83,035.00)
Profit on sale of Investments	8,80,707.77	58,58,233.00
Interest Income Received	9,55,591.00	14,76,620.00
Fair Valuation of Investments	(7,38,965.00)	-
Proceeds from sale of Investment	16,56,149.49	-
Purchase of Investment	-	(1,49,32,263.12)
Dividend Income	500.00	63,640.00
Net Cash Flow from Financing Activity	21,42,982.91	(1,11,16,805.12)
C) CASH FLOW FROM/(USED IN) FINANCING ACTIVITIES		
Proceeds from issue of share capital	-	2,21,37,500.00
Proceeds/ Repayment of Borrowings	1,01,50,142.24	16,19,056.00
Interest and finance charges paid	(32,58,923.24)	(29,73,504.00)
Cash flow from / (used in) financing activities	68,91,219.00	2,07,83,052.00
Net (decrease) / increase in cash and cash equivalents (A) + (B) + (C)	(11,83,966.82)	(10,89,159.00)
Cash and cash equivalents at the beginning of the year	13,17,994.00	24,07,153.00
Cash and cash equivalents at the end of the year	1,34,027.18	13,17,994.00

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (IND AS) 7 - "Cash Flow Statements".

Cash comprises cash on hand, Current Accounts and deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

AS PER OUR REPORT OF EVEN DATE ATTACHED For & On behalf of the Board of Directors
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)

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

sd/-
(RITENDRASINH RATHOD)
Company Secretary

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

sd/-
(RIKEN KUMAR B. PATEL)
(Chief Financial Officer)

PLACE: GANDHINAGAR

DATE : 4th MAY, 2019

PLACE : GANDHINAGAR

DATE : 4th MAY, 2019

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 of the above named Company, 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 6th Annual General Meeting of the Company, to be held on the 28th day of September, 2019 at 12.30 p.m. 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.

Resolution No.	Resolution
Ordinary Business	
1	To receive and adopt Audited Balance Sheet as at 31 st March, 2019 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 Mr. Saurabhkumar R. Patel (DIN: 06964670), who retires by rotation and being eligible, offers himself for re appointment.
Special Business	
3	Appointment of Mr. Surendrasinh P. Vaghela as Managing Director of the Company for 3 years w.e.f. 1 st January, 2019
4	Appointment of Mr. Bharatkumar P. Patel as Whole Time Director of the Company for 3 years w.e.f. 1 st January, 2019

Signed this..... day of..... 2019

Affix Revenue Stamp

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

6th 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) :

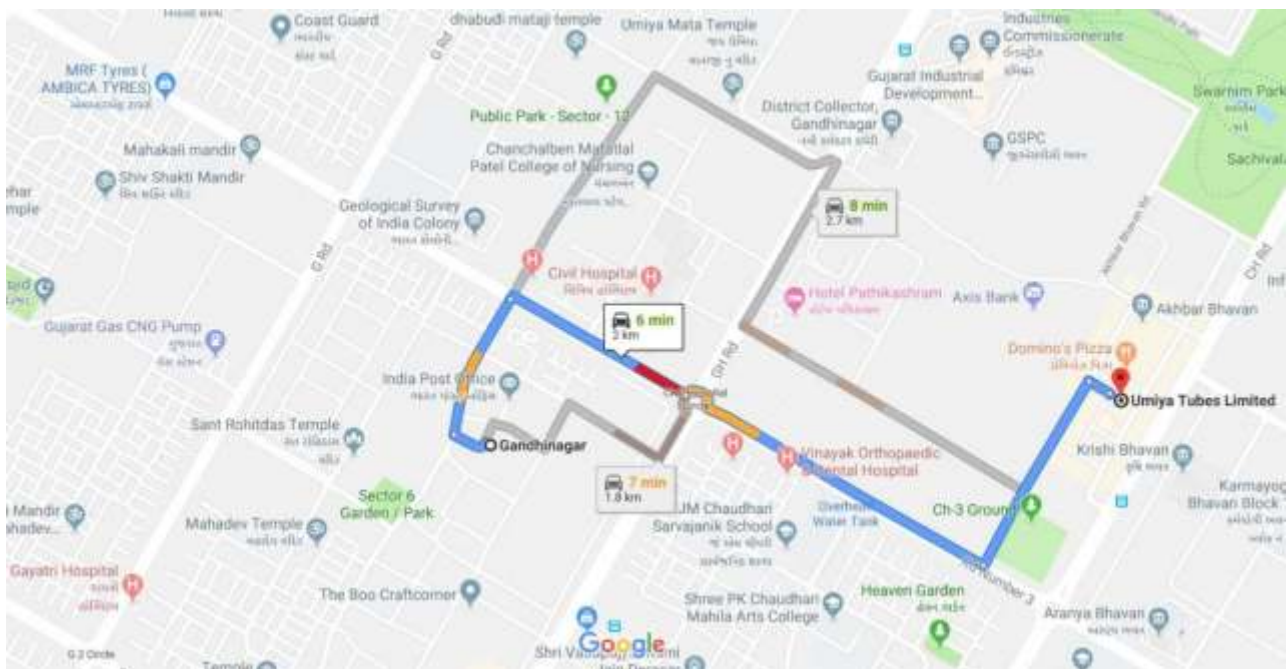
I hereby record my presence at the Annual General Meeting held at on 28th September, 2019 at 12.30 p.m.

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)

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

Ph. : 079-23242052

Website : www.umiyatubes.com