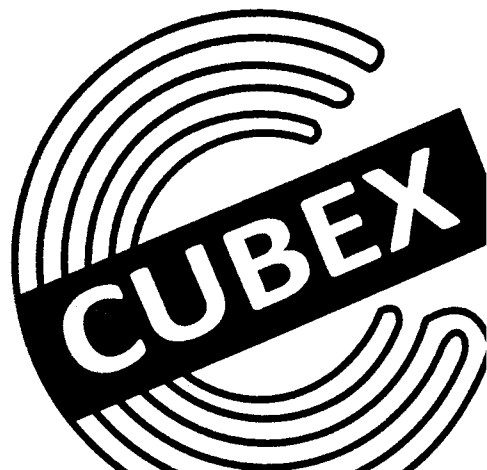


CUBEX TUBINGS LIMITED



**33RD Annual Report
2011-2012**





BOARD OF DIRECTORS

Mr. P.R.BHANDARI	:	MANAGING DIRECTOR
Mr. VIRENDRA BHANDARI	:	EXECUTIVE DIRECTOR
Mr. MAHENDRA KUMAR RANKA	:	ADDITIONAL DIRECTOR
Mr. Y. NARASIMHA MURTHY	:	ADDITIONAL DIRECTOR
Mr. SANDEEP KUMAR	:	ADDITIONAL DIRECTOR

BANKERS-

INDUSIND BANK LIMITED
CITI BANK N.A.
AXIS BANK LIMITED

AUDITORS

M/S. P.MURALI & CO.,
CHARTERED ACCOUNTANTS
6-3-655/2/3, SOMAJIGUDA,
HYDERABAD - 500 082.

SOLICITORS

MR. M.V.S. PRASAD

REGISTERED OFFICE

1-7-27 to 34, SHYAM TOWERS,
S.D.ROAD,
SECUNDERABAD - 500 003.
ANDHRA PRADESH, INDIA

Tel. No. 0091-40-27817440, 27817436
Fax No. 0091-40-27812569
Email: cubex@rediffmail.com
www.cubextubings.com

PLANT

1. NEAR 5TH PHASE, S.NO.464, 482
MEDAK DISTRICT, A.P.
2. C-4, IDA, PHASE -1,
PATHANCHERU

SHARE TRANSFER AGENTS

M/S. AARTHI CONSULTANTS PVT. LTD.,
1-2-285, DOMALGUDA,
HYDERABAD - 500 029
TEL. NO.: 0091-40-2763 8111, 2763 4445
FAX :0091-40-2763 2184

Website: www.aarthiconsultants.com
Email: info@arthiconsultants.com

LISTING AT

BOMBAY STOCK EXCHANGE LIMITED, MUMBAI
THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED, MUMBAI

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of the Company will be held on Friday, the 28th September, 2012 at 10.00 A.M at Hotel Raj Comfort Inn, Near Paradise, Opposite HDFC Bank, Secunderabad-500 003 to consider the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012 the Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To re-appoint M/s. P. Murali & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS:

3. **To Consider, and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution**

Appointment of Sri. Virendra Bhandari as Director of the Company

"RESOLVED THAT Sri. Virendra Bhandari, who was appointed by the Board of Directors as an Additional Director with effect from 12th January 2012 and who holds the office of Director up to the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

RESOLVED FURTHER THAT any one of the Directors be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution".

4. **To Consider, and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution**

Appointment of Sri. Mahendra Kumar Ranka as Director of the Company

"RESOLVED THAT Sri. Mahendra Kumar Ranka, who was appointed by the Board of Directors as an Additional Director with effect from 12th January 2012 and who holds the office of Director up to the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

RESOLVED FURTHER THAT any one of the Directors be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution".

5. **To Consider, and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution**

Appointment of Sri. Sandeep Kumar as Director of the Company

"RESOLVED THAT Sri. Sandeep Kumar, who was appointed by the Board of Directors as an Additional Director with effect from 25th August 2012 and who holds the office of Director up to the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

RESOLVED FURTHER THAT any one of the Directors be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution".

6. To Consider, and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution

Appointment of Sri. Y. Narasimha Murthy as Director of the Company

"RESOLVED THAT Sri. Y. Narasimha Murthy, who was appointed by the Board of Directors as an Additional Director with effect from 25th August 2012 and who holds the office of Director up to the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member under Section 257 of the Companies Act, 1956 proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

RESOLVED FURTHER THAT any one of the Directors be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution".

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

Appointment of Sri. Virendra Bhandari, as Executive Director of the Company

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310, 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 as amended from time to time, approval of the members be and is hereby accorded to re-appoint Sri. Virendra Bhandari as Executive Director of the Company for a further period of five years w.e.f. 12th January 2012 at a remuneration of Rs. 40,000/- per month.

RESOLVED FURTHER THAT all other benefits, amenities and perquisites shall be allowed and paid to him as minimum remuneration during the tenure of his office, notwithstanding the absence or inadequacy of profits for any financial year, but shall not, in any financial year, exceed the ceiling laid down in this behalf in schedule XIII of the Companies Act, 1956 including amendments made thereto from time to time.

RESOLVED FURTHER THAT the Remuneration committee be and is hereby authorized to review and also to determine performance linked incentives including commission, either on quarterly, half yearly basis, considering the maximum remuneration payable under provision of section 198 and schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT any one of the Directors be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution".

8. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Special Resolution:

"RESOLVED THAT in super-cession of earlier resolution passed at the Extra-ordinary General Meeting of the Shareholders of the Company in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company pursuant to Section 293(1)(d) and other applicable provisions of the Companies Act, 1956, for borrowing from time to time, any sum or sums of money for the purposes of the Company upon such terms and conditions and with or without security as the Board of Directors may in its discretion think fit, notwithstanding, that the money or monies to be borrowed by the Company (apart from the Temporary loans obtained or to be obtained from time to time from the Company's Bankers in the ordinary course of business) together with the money already borrowed, may exceed the aggregate of the Paid-up share Capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose(s), provided however that the money or monies to be borrowed by the Company together with the money already borrowed shall not, at any time exceed Rs.1000 Crores (Rupees One Thousand Crores only)".

BY ORDER OF THE BOARD OF DIRECTORS
For CUBEX TUBINGS LIMITED

PLACE: HYDERABAD
DATE: 30.08.2012

P.R.BHANDARI
MANAGING DIRECTOR

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE THEREAT INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. An instrument appointing proxy to be effective must be lodged at the Registered Office of the Company at least 48 hours before the meeting.
3. An Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 is herewith annexed.
4. The Register of Members / Register of Beneficiaries and Share Transfer Books of the Company will remain closed from **26th September 2012 to 28th September 2012** (both days inclusive).
5. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
6. Members holding shares in physical form are requested to notify / send any change in their address to the Company's Share Transfer Agents, or to the Company at its registered office.
7. Members holding shares in dematerialization form are requested to notify/send any change in their address to the concerned depository participant (s).
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Section 109A of the Companies Act, 1956 extends the nomination facility to individual shareholders of the company. Therefore, the shareholders willing to avail this facility may make nomination in form 2B.
10. Shareholders / proxies should bring duly filled attendance slips sent herewith for attending the meeting along with the copies of Annual Reports to the Annual General Meeting.
11. A certificate from the Statutory Auditors of the Company, certifying that the pricing and issue of the above mentioned warrants to promoters/promoters group is in accordance with the prescribed guidelines on preferential issues, is also made available for inspection at the Registered Office of the Company during business hours on all working days during two weeks before the date of and during this Annual General Meeting.
12. During the period under review, out of six Directors on the Board, three Directors have resigned from the Board due to their personal reasons and two directors were expired. Four Additional Directors were inducted on the Board to comply with the provisions of the Companies Act, 1956 and the clauses of Listing Agreement entered into by the Company with the stock exchanges. Except, Managing Director who was re-appointed in the previous Annual General Meeting held on 30th September 2011 for a period of five years, all other Directors on the Board are Additional Directors who shall not be counted to calculate the Directors whose office is liable to retire by rotation. Hence, Board could not recommend the names of the Directors whose office is liable to retire by rotation.

Brief Details of Directors seeking reappointment at this Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	Sri. Virendra Bhandari
Date of Appointment	12 th January 2012
Date of Birth/Age	40 Years
Expertise in Specific functional areas	Business Activities
List of other Public Companies in which Directorships held as on 31.03.2012.	1
Chairman/Member of the Committees of other Companies in which he is a Director as on 31.03.2012.	Nil

Name of the Director	Sri. Mahendra Kumar Ranka
Date of Appointment	12 th January 2012
Date of Birth/Age	50 Years
Expertise in Specific functional areas	Business Activities
List of Companies in which Directorships held as on 31.03.2012.	1
Chairman/Member of the Committees of other Companies in which he is a Director as on 31.03.2012.	Nil

Name of the Director	Sri. Sandeep Kumar
Date of Appointment	25 th August 2012
Date of Birth/Age	27 Years
Education Qualification	He holds Bachelor's Degree in Commerce.
List of Companies in which Directorships held as on 31.03.2012.	Nil
Chairman/Member of the Committees of other Companies in which he is a Director as on 31.03.2012.	Nil

Name of the Director	Sri. Y. Narasimha Murthy
Date of Appointment	25 th August 2012
Date of Birth/Age	54 Years
Expertise in Specific functional areas	He holds Bachelor's Degree in Technology (Mechanical Division).
List of Companies in which Directorships held as on 31.03.2012.	Nil
Chairman/Member of the Committees of other Companies in which he is a Director as on 31.03.2012.	Nil

Explanatory Statement

[Pursuant to Section 173(2) of the Companies Act, 1956]

Item No. 3:

Appointment of Sri. Virendra Bhandari as Director of the Company

Sri. Virendra Bhandari was appointed as Additional Director in the Board Meeting held on 12th January 2012. As per the provisions of Section 260 of the Companies Act, 1956, he holds the office only up to the date of ensuing Annual General Meeting of the Company and is eligible for appointment as Director. The Company has received notice under Section 257 of the Companies Act, 1956, proposing his candidature to the office of Director of the Company, along with the requisite deposit of Rs. 500/-. The approval of members is required for his appointment as Director.

Brief Profile: Details regarding the person proposed to be appointed as Director has been mentioned above.

None of the Directors of the Company except Sri. P R Bhandari (being the relative of proposed appointee) to the extent of the appointment as Director is concerned or interested in this resolution.

Item No. 4:

Appointment of Sri. Mahendra Kumar Ranka as Director of the Company

Sri. Mahendra Kumar Ranka was appointed as Additional Director in the Board Meeting held on 12th January 2012. As per the provisions of Section 260 of the Companies Act, 1956, he hold the office only up to the date of ensuing Annual General Meeting of the Company and is eligible for appointment as Director. The Company has received notice under Section 257 of the Companies Act, 1956, proposing his candidature to the office of Director of the Company, along with the requisite deposit of Rs. 500/-. The approval of members is required for his appointment as Director.

Brief Profile: Details regarding the person proposed to be appointed as Director has been mentioned above.

None of the Directors of the Company is concerned or interested in this resolution.

Item No. 5:

Appointment of Sri. Sandeep Kumar as Director of the Company

Sri. Sandeep Kumar was appointed as Additional Director in the Board Meeting held on 25th August 2012. As per the provisions of Section 260 of the Companies Act, 1956, he holds the office only up to the date of ensuing Annual General Meeting of the Company and is eligible for appointment as Director. The Company has received notice under Section 257 of the Companies Act, 1956, proposing his candidature to the office of Director of the Company, along with the requisite deposit of Rs. 500/-. The approval of members is required for his appointment as Director.

Brief Profile: Details regarding the person proposed to be appointed as Director has been mentioned above.

None of the Directors of the Company is concerned or interested in this resolution.

Item No. 6:

Appointment of Sri. Y. Narasimha Murthy as Director of the Company

Sri. Y. Narasimha Murthy was appointed as Additional Director in the Board Meeting held on 25th August 2012. As per the provisions of Section 260 of the Companies Act, 1956, he holds the office only up to the date of ensuing Annual General Meeting of the Company and is eligible for appointment as Director. The Company has received notice under Section 257 of the Companies Act, 1956, proposing his candidature to the office of Director of the Company, along with the requisite deposit of Rs. 500/-. The approval of members is required for his appointment as Director.

Brief Profile: Details regarding the person proposed to be appointed as Director has been mentioned above.

None of the Directors of the Company is concerned or interested in this resolution.

Item No. 7:

Appointment of Sri. Virendra Bhandari as an Executive Director of the Company

Sri. Virendra Bhandari was appointed as Additional Director in the Board Meeting held on 12th January 2012. As per the provisions of Section 260 of the Companies Act, 1956, he holds the office only up to the date of ensuing Annual General Meeting of the Company and is eligible for appointment as Director. The Company has received notice under Section 257 of the Companies Act, 1956, proposing his candidature to the office of Director of the Company, along with the requisite deposit of Rs. 500/-. The approval of members is required for his appointment as Director.

Board of Directors in its meeting held on 12th January 2012, appointed Sri. Virendra Bhandari as Executive Director for a period of five years with effect from 12th January 2012 as per the terms and conditions and remuneration mentioned in the notice at resolution no.7

As per the provisions of Schedule XIII of the Companies Act, 1956, appointment of Sri. Virendra Bhandari as Executive Director requires the approval of the members in the General meeting. Hence, the above resolution at item no.7 is submitted to the meeting for approval by the members of the Company by passing Special Resolution.

Brief profile of Sri. Virendra Bhandari:

Mr. Virendra Bhandari holds a Master's Degree in Finance and Marketing and has vast experience in mobilizing the funds and also possesses good administrative qualities. Board believes that Mr. Virendra Bhandari is capable to manage the affairs of the Company as an Executive Director and build its extensive presence in both domestic and international market.

He does not hold any committee Memberships in any company.

The notice together with the explanatory statement attached herewith should be treated as an abstract of the terms of the agreement and memorandum of concern or interest under section 302 of the Companies Act, 1956. The Board of Directors recommends the above resolution at item no.7 for the members' approval in the Annual General Meeting.

None of the Directors of the Company except Sri. P R Bhandari (being the relative of proposed appointee) to the extent of the appointment as Executive Director is concerned or interested in this resolution.

Item No. 8:

Increase in borrowing powers of the Company

As per the provisions of Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of a Public Company cannot borrow money (a part from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the Company's Paid-up Capital and Free Reserves (that is reserves not set apart for any specific purpose) without the consent of the shareholders in the General Meeting. In view of the expansion activities by the company the Debts may exceed the Paid up Capital and Free Reserves of the Company and further with this resolution, the Company may avail further loans from the Banks/Financial Institutions or any other Lenders for business purposes, hence, it is considered necessary to enhance the said borrowing limits of the Board of Directors to Rs.1000 Crores.

The Resolution set out at item No.8 of the notice is put forth for consideration of the members as a Special resolution pursuant to section 293(1)(d) of the Companies Act,1956, authorizing the Board of Directors to borrow upto a sum of Rs.1000 Crores.

Your Directors recommend the above Resolution for your approval.

None of the Directors of the Company are in any way concerned or interested in the said resolution.

BY ORDER OF THE BOARD OF DIRECTORS
For CUBEX TUBINGS LIMITED

PLACE: HYDERABAD
DATE: 30.08.2012

Sd/-
P.R.BHANDARI
MANAGING DIRECTOR

DIRECTORS' REPORT

To
The members of
M/s. CUBEX TUBINGS LIMITED

The directors have pleasure in presenting the 33rd Annual Report of the Company together with the audited accounts for the year ended 31st March 2012.

FINANCIAL RESULTS

(in Lakhs)

	Year ended 31.03.2012	Year ended 31.03.2011
Income from operations	5542.35	5165.53
Other income	44.30	33.09
Total Expenditure	5359.66	4931.98
Interest	13.77	14.23
Depreciation & Amortization of Exp.	147.64	134.00
Provision for Tax	31.34	24.94
Net Profit	34.26	93.19

THE COMPANY'S PRODUCTS / SERVICES

CUBEX is manufacturer of seamless solid drawn Tubes, Rods, Bus bars and Wires of copper and copper based alloys such as Cupronickel, admiralty Brass, Aluminum Brass etc. Copper because of its high electrical conductivity and heat transfer characteristics finds wide application in the form of Tubes, Rods, Strips and Wires. The user industries are Power plants, Power plants manufacturers, Switchgears, Refineries, Furnace manufacturers, Sugar plants, Automobile and Electrical Equipment industries.

OPERATIONS

Your company has registered a total income of Rs. **5586.66** lakhs for 2011-12 as compared to Rs. 5198.32 for 2010-11 and the company posted a net profit of Rs. **34.26** lakhs for 2011-12 as compared to Rs. 93.19 lakhs for 2010-11. The fall in profitability is due to increase in the cost of raw materials, overheads viz., power charges, wages and salaries, maintenance of plant and mainly due to recession in the copper market.

DIVIDEND

The Directors regret their inability to recommend dividend for the year under review due to insufficient profit.

PUBLIC DEPOSITS

The Company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 and the rules made there under, during the financial year under review.

SHARE WARRANTS

The Company had allotted **1,25,91,600** share warrants to the persons belonging to promoter group & other than promoter group in the Board Meeting held on 10th November 2011. These warrants are convertible into equal numbers of equity shares at the option of the warrant holder within 18 months from the date of the allotment. Allottees of these warrants have exercised their option to convert **45,00,000** Warrants into equal number of equity shares by paying the balance amount. Accordingly, the Board of the Company in its meeting held on 31st March 2012 allotted **45,00,000** equity shares and pursuant to this allotment the paid-up capital of the company has been increased accordingly. Still, **80,91,600** balance share warrants are pending with the allottees.

Shareholding Pattern

Shareholding pattern of the Company before and after conversion of warrants into equity shares pursuant to the Resolution given in the notice.

CATEGORY	PRE- ISSUE		POST-ISSUE	
	No. of Shares	% of share holding	No. of Shares	% of share holding
1. Promoters Holding				
A. Indian Promoters	2450505	33.08	7950505	39.75
B. Foreign Promoters	120000	1.62	120000	0.60
SUB TOTAL(A+B)	2570505	34.70	8070505	40.35
2. Non Promoters Holding				
A. Institutional Investors				
a. Mutual Funds	45600	0.61	45600	0.23
b. Indian FI's / Banks	800	0.01	800	0.01
c. FIs	0	0	0	0
d. Indian Bodies Corporate	478328	6.46	7569928	37.85
B. Others				
a. NRIs / OCB's	102791	1.39	102791	0.51
b. Indian Public	4206976	56.79	4206976	21.03
c. any other (clearing members)	3400	0.04	3400	0.02
SUB TOTAL (A+B)	4837895	65.30	11929495	59.65
GRAND TOTAL	7408400	100	20000000	100

SALE OF UNIT

During the year under review, approval of the members of the Company was sought by way of Postal Ballot to sale its Unit situated at Mettupalayam, Pondicherry. Board took note of the completion of the sale in its meeting held on 10th November 2011.

DEMAT SUSPENSE ACCOUNT UNCLAIMED SHARES

As on 31st March 2012, there were no Equity Shares of Shareholders were lying in the Escrow Account due to non-availability of the correct particulars.

CORPORATE GOVERNANCE

Your Directors are happy to report that your Company is compliant with the Corporate Governance requirements as per Clause 49 of the Listing Agreement with the Stock Exchanges. A separate section on Corporate Governance together with a certificate from the Statutory Auditor's confirming compliance is set out in the Annexure forming part of this report.

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

A Management Discussion and Analysis Report, has been attached and forms part of the Annual Report.

ADDITIONAL INFORMATION AS REQUIRED U/S 217(1) (e) OF THE COMPANIES ACT, 1956**(a) Conservation of Energy:**

The Company is monitoring the consumption of energy and is identifying measures for conservation of energy.

(b) (i) Technology Absorption, adaptation and innovation:- Indigenous Technology is involved for the manufacturing the products of the Company.

(ii) Research and Development (R & D): No research and Development has been carried out.

(c) Foreign exchange earnings: Rs. 26.51 Lakhs**(d) Foreign exchange out go: Rs. 63.03 Lakhs****PARTICULARS OF EMPLOYEES**

The Directors are to report that none of the employee was in receipt of remuneration exceeding the limit prescribed under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 2011.

DIRECTORS RESPONSIBILITY STATEMENT

In terms of Section 217 (2AA) of the Companies Act, 1956, your Directors hereby confirm that -

- i) That in the preparation of the Annual Accounts, for the year ended 31st March, 2012, the applicable accounting standards have been followed and there are no material departures;
- ii) We have selected appropriate 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 as on 31st March, 2012 and of the profit/loss of the company for the financial year ended 31st March, 2012;
- iii) We have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv) We have prepared the annual accounts for the financial year ended 31st March, 2012 on a going concern basis.

BIFR

The Hon'ble BIFR vide its order 737/2002 dated 9th May 2012 discharged your company from the purview of SICA in view of the successful implementation of the DRS scheme and positive net worth is sustainable since 2007.

DIRECTORS

During the financial year under review, Mr. Virendra Bhandari & Mr. Mahendra Kumar Ranka were appointed as Additional Directors in the Board Meeting held on 12th January 2012. Mr. Sandeep Kumar and Mr. Y. Narasimha Murthy were appointed as Additional Directors in the Board Meeting held on 25th August 2012. As per the provisions of Section 260 of the Companies Act, 1956, they hold the office only up to the date of ensuing Annual General Meeting of the Company and are eligible for re-appointment as Directors. The Company has received respective notices under Section 257 of the Companies Act, 1956, proposing their candidature to the office of Director of the Company, along with the requisite deposit of Rs. 500/- each.

Subject to approval of the members, in the Annual General Meeting, Mr. Virendra Bhandari, was appointed as Executive Director w.e.f. 12th January 2012.

During the year under review, Mr. U M Bhandari, Mr. Mukund Chand Devada, and Mr. Balakrishna Karande ceased to be the Directors of the Company w.e.f 12th January 2012 due to their resignations and the same were approved in the Board Meeting held on 12th January 2012.

CUBEX regret to inform you about the sad demise of Mr. Rajab Syed Ali, Director of the Company and the same was noted by the Board in their meeting held on 12th January 2012. Board of Directors also regret to inform you the sad demise of Dr. K Venkat Ramani, Director of the Company and was ceased to be the Director of the Company w.e.f 25th

August 2012. They were great force of motivation to the management of the Company. Their demise is a great loss to the Company. The Board places on record its appreciation for the valuable services rendered by the Directors.

RECONSTITUTION OF THE COMMITTEES OF THE BOARD

Due to re-constitution of the Board and induction of new Directors on the Board, the committees of the Board of the Company were re-constituted. A detailed section on the re-constitution has been mentioned in the Corporate Governance Report attached to and forming part of this Report.

STATUTORY AUDITORS

M/s. P. Murali & Co., Chartered Accountants, Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for reappointment and have furnished a certificate of their eligibility u/s 224(1B) of the Companies Act, 1956. The Board recommended to the members to reappoint the auditors and authorize the Board of Directors of the Company to fix their remuneration.

PERSONNEL

The relationship between the management and the staff was very cordial throughout the year under review. Your Directors take this opportunity to record their appreciation for the cooperation and loyal services rendered by the employees.

ACKNOWLEDGEMENTS

Your Directors place on record their appreciation of the continuous assistance and co-operation extended to your Company by the valued customers, bankers, Reserve Bank India, SEBI, Bombay Stock Exchange Limited & National Stock Exchange of India Limited and all other regulatory Authorities. The Directors also sincerely acknowledge the significant contributions made by all the employees for their dedicated services to the Company.

For and on behalf of the board
For **CUBEX TUBINGS LIMITED**

PLACE: Hyderabad.
DATE: 30.08.2012

Sd/-
P.R.BHANDARI
Managing director

Sd/-
VIRENDRA BHANDARI
Executive director

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT:

Pursuant to Clause 49 of the Listing Agreement, a Management Analysis Report is given below:

A. INDUSTRY BACKGROUND

The Copper and Copper Alloy products have shown impressive growth in the last decade.

Copper because of its high electrical conductivity and heat transfer characteristics finds wide application in the form of rods, tubes, strips, flats and wires. The user industries are generally Power Generation, Switchgear, Motors, Refrigeration, Heat Exchanger, Automobile and Electrical Equipment industries.

B. INDUSTRY OUTLOOK

1. Since there is lot of emphasis of power generation the consumption of Copper Alloy tubes, Rods and Semis would increase.
2. The manufacturing capacity of condenser / refrigeration tubes are in short supply compare to its requirements in India.
3. Your company has entered into sale agency agreements for marketing its products in USA, UAE, Kuwait and Saudi Arabia. There is a huge potential to be explore.

C. OPPORTUNITIES AND THREATS

The fundamental growth drivers of the country's economy as well as Copper industry continue to remain strong despite the pressures of slowdown and inflationary conditions prevalent till recently in the nation and also globally. The Copper Industry in the country is continuously attracting investments from domestic and foreign investors. The Indian economy is expected to grow between 7% to 8% during this fiscal.

The threats to the segments in which the company operates are volatility in Exchange rate & Metal Prices.

D. STRENGTH AND RISKS & CONCERNS

The existing management has a strong technical knowledge and experience in the metal industry. Sri. P R Bhandari, Managing Director, and Sri. Virendra Bhandari, Executive Director are having vast technical knowledge and expertise in handling the business of the Company. Sri. Mahendra Kumar Ranka, Sri. Sandeep Kumar and Sri. Y. Narasimha Murthy, are independent and non-executive directors, are having vast experience and expertise in Business.

Due to frequent power holidays declared by the state Government of Andhra Pradesh, the Company could not utilize the full capacity of the plant. Your company is concerned about the wide Fluctuations in Copper prices globally and locally and increase in foreign exchange value.

Your company has registered a total income of Rs. **5586.66** lakhs for 2011-12 as compared to Rs. 5198.32 for 2010-11 and the company posted a net profit of Rs. **34.26** lakhs for 2011-12 as compared to Rs. 93.19 lakhs for 2010-11. The fall in profitability is due to increase in the cost of raw materials, overheads viz., power charges, wages and salaries, maintenance of plant and mainly due to recession in the copper market.

FUTURE PROSPECTS

Until 2010 Cubex was concentrating to manufacture mostly general copper and copper alloy products to standard specifications. We have added the following products in our portfolio.

Manufacture of Copper Nickel tubes up to 250 mm diameter which presently no one is manufacturing in India.

Manufacture of Oxygen Free Copper in the shape of Rods and Tubes. It is currently used in Atomic Energy and Heavy Electrical Plants.

Manufacture of Specialty Brass and Bronze products primarily used by the Defence Industry. For this Cubex has made Investments for procurement of 2500 MT Extrusion Press, Pilger Mills and Vacuum annealing Furnace.

FUTURE PLANS

Manufacture of Nickel base products – Cubex intends to develop manufacture Titanium, Inconel and other Nickel base alloy products from 2012 - 2013.

Some of the Highlights of Cubex Tubings Limited is:

- We were the first company in India to manufacture Copper Nickel (70/30 alloy) tubes/ rods in India.
- Cubex is the only company in India to manufacture Copper Nickel (90/10 alloy) tubes up to 250mm
- First company to manufacture Aluminum Bronze up to 175mm
- First Company technically qualified to supply Oxygen Free Copper (Oxygen 5 ppm Max) in India
- First Company to manufacture Nickel Copper Alloy in required combinations in a specific delivery time.
- In another 12 months we will be manufacturing Inconel, Hastelloy and Titanium

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Internal control systems are aimed at promoting operational efficiencies while stressing adherences to policies. The systems are designed with adequate internal controls commensurate size and nature of operations. Transactions are executed in accordance with the company policies. Assets are safeguarded and deployed in accordance with the Company's Policies.

During the year under review, an Audit Committee consisting of Three Independent and Non-Executive Directors was constituted. The committee is empowered by the Board with the authority to investigate any matters relating to the internal control system. The committee also reviews the quarterly, half yearly and annual financial statements before they are submitted to the Board and ensure compliance of internal control systems.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS:

The Company is able to retain the experienced staff, in spite of the copper consuming Industries are under recession, the Company feels confident of keeping its manpower costs to below industry norms. The atmosphere that is created in the organization is conducive for self-development and career growth; this is the success in retaining our manpower.

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Clause 49 of the Listing Agreement)

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Your Company has been committed to the highest standard of Corporate Governance practices in the entire gamut of its business philosophy. The guiding forces of Corporate Governance at Cubex are its core values – Quality operations, Customer satisfaction, Shareholders' value, Belief in people. The Company believes that a strong Corporate Governance policy is indispensable to healthy growth of business and resilient and vibrant capital markets, besides being an important instrument of investor protection. In this direction, Cubex endeavors in true spirit, to adopt the best global practices in Corporate Governance.

2. BOARD OF DIRECTORS

- a) As on the date of this report, the Board of Directors of the Company comprises of 5 (Five) Directors – 2 (two) Executive Directors including Managing Director, and 3 (three) are Non-Executive & Independent Directors.
- b) The composition of the Board is in conformity with clause 49 of the Listing Agreements entered into with the Stock Exchanges and meets the stipulated requirements.
- c) None of the Directors on the Board is a Member of more than 10 committees or Chairman of more than 5 companies across all the Companies in which he is a Director. The Directors have made necessary disclosures regarding Committee positions in other public companies as on March 31, 2012.
- d) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other companies is given below. Other Directorships do not include alternate directorships, directorships of private limited companies, section 25 companies and of companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit and Shareholders / Investors Grievance Committees.

Name of the Director	Category (Promoter/ Executive/Non-Executive)	Designation	Relationship with other Directors	Number of memberships in Board of other Public Limited Company	+ Associated with other committees of Public Limited Company	
					Member	Chairman
Sri P.R. Bhandari	Promoter & Managing Director	Managing Director	Father of Virendra Bhandari	Nil	Nil	Nil
Sri. Virendra Bhandari	Promoter & Executive Director	Executive Director	Son of Sri P.R. Bhandari	1	Nil	Nil
Sri Mahendra Kumar Ranka	Independent Non-Executive	Director	Nil	1	Nil	Nil
**Dr. K Venkat Ramani	Independent Non-Executive	Director	Nil	1	Nil	Nil
*Sri.U.M.Bhandari	Promoter & Executive Director	Executive Director	Nil	Nil	Nil	Nil
*Sri. Mukun Chand Devada	Independent Non-Executive	Director	Nil	Nil	Nil	Nil
*Sri Balakrishna Karande	Independent Non-Executive	Director	Nil	1	Nil	Nil
*Sri Mohammed Rajab Syed Ali	Independent Non-Executive	Director	Nil	Nil	Nil	Nil
# Sri. Y. Narasimha Murthy	Independent Independent	Director	Nil	Nil	Nil	Nil
# Sri. Sandeep Kumar	Independent Non-Executive	Director	Nil	Nil	Nil	Nil

* Ceased as Directors w.e.f 12th January 2012 ** Ceased as Director w.e.f 25th August 2012 #Appointed as Directors w.e.f 25th August 2012

During 2011-12, the Board met 9 (Nine) times on 11th April 2011, 13th May 2011, 31st July 2011, 12th August 2011, 30th August 2011, 10th November 2011, 12th January 2012 10th February 2012 and on 31st March 2012. The Last Annual General Meeting was held on 30th September 2011. The attendance of each Director during the financial year is as under:

Name of the Director	No. of Meetings held	No. meetings attended	Presence at AGM
Sri P.R. Bhandari	9	9	Yes
#Sri. Virendra Bhandari	3	3	No
#Sri. Mahendra Kumar Ranka	3	3	No
Dr. K Venkat Ramani	9	7	No
*Sri.U.M.Bhandari	9	Nil	No
*Sri. Mukun Chand Devada	9	5	Yes
*Sri Balakrishna Karande	9	2	Yes
*Sri Mohammed Rajab Syed Ali	9	4	No

* Ceased to be the Directors w.e.f 12th January 2012.

Appointed as Additional Directors w.e.f 12th January 2012.

Note: The above attendance is confined to the Meetings held upto 31st March 2012

None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company

During the year, information as mentioned in **Annexure** to Clause 49 of the Listing Agreements has been placed before the Board for its consideration.

3. AUDIT COMMITTEE:

- I). The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956.
- II) The terms of reference of the Audit Committee include a review of;
 - a. Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
 - b. Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
 - c. Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - d. Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
 - e. Reviewing with management the annual financial statements before submission to the Board, focusing on:
 - i. Any changes in accounting policies and practices;
 - ii. Qualification in draft audit report;
 - iii. Significant adjustments arising out of audit;
 - iv. The going concern concept;
 - v. Compliance with accounting standards;
 - vi. Compliance with stock exchange and legal requirements concerning financial statements;
 - vii. Any related party transactions
 - f. Reviewing the company's financial and risk management's policies.
 - g. Disclosure of contingent liabilities.
 - h. Reviewing with management, external and internal auditors, the adequacy of internal control systems.



- i. Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
 - j. Discussion with internal auditors of any significant findings and follow-up thereon.
 - k. Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - l. Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 - m. Reviewing compliances as regards the Company's Whistle Blower Policy.
- III) The previous Annual General Meeting of the Company was held on 30th September 2011 and Mr. Mukun Chand Devada, Chairman of the Audit Committee, attended previous AGM.
- IV) Due to re-constitution of the Board and induction of new Directors on the Board, the Audit Committee of the Board was re-constituted. The composition of the Audit Committee and the attendance of each member of the Audit Committee are given below:

Name of the Director	No. of Meetings held	No. meetings attended
# Mr. Virendra Bhandari	1	1
# Mr. Mahendra Kumar Ranka	1	1
##Mr. Sandeep Kumar	NA	Nil
** Dr. K Venkata Ramani	1	1
*Mr. U. M. Bhandari	4	Nil
*Mr. Mohammed Rajab Syed Ali	4	4
*Mr. Mukun Chand Devada	4	4

* Ceased to be the members of the Committee w.e.f 12th January 2012.

Appointed as members of the Committee w.e.f 12th January 2012

** Dr. K Venkata Ramani was appointed as member of the committee w.e.f. 12th January 2012 and ceased to be the member w.e.f. 25th August 2012.

Appointed as member of the committee w.e.f. 25th August 2012

V) During the financial year five Audit Committee meetings were held on 13th May 2011, 12th August 2011, 30th August 2011, 10th November 2011 and on 10th February 2012.

The necessary quorum was present at all the meetings.

4. REMUNERATION COMMITTEE

Due to re-constitution of the Board and induction of new Directors on the Board, the Remuneration Committee of the Board was re-constituted. The composition of the Committee and the attendance of each member of the Committee are given below:

Name of the Director	Chairman/Member
* Mr. Mahendra Kumar Ranka	Chairman
# Dr. K Venkata Ramani	Member
* Mr. Virendra Bhandari	Member
** Mr. Sandeep Kumar	Member
** Mr. Y Narasimha Murthy	Member

- * Appointed as member of the Committee w.e.f. 12th January 2012
- # Ceased to be the members of the committee w.e.f 25th August 2012
- ** Appointed as the members of the committee w.e.f 25th August 2012

5. REMUNERATION OF DIRECTORS:

Details of remuneration paid to Directors are given below:

Name of the Director	Relationship with other Directors	Business relationship with Company if any	Loans and advances from Company	Remuneration Sitting fees	Paid during the Year 2011-12		
					Salary	Commission	Total
Sri P.R. Bhandari	Related to Sri Virendra Bhandari Executive Director	Promoter Director	NIL	—	6,00,000	—	6,00,000
*Sri.Virendra Bhandari	Related to Sri. P.R.Bhandari, Manaing Director	Promoter Director	NIL	—	1,00,000	—	1,00,000

- * Appointed as Executive Director w.e.f. 12th January 2012

Note: No setting fee' was paid to any Director for attending any Board Meeting or any committee meeting

6. SHARE HOLDERS /INVESTORS GRIEVANCE COMMITTEE:

The Committee oversees share transfers and monitors investor grievances. To look into the redressal of shareholders and investors complaints like – transfer of shares, non – receipt of balance Sheet, non-receipt of declared dividends etc.,

The Committee consists of the following Directors:

Name of the Director	Chairman/Member
Mr. P R Bhandari	Chairman
Mr. Virendra Bhandari	Member
Mr. Mahendra Kumar Ranka	Member

Details of Complaints received/resolved:

During the period under review, no complaints were received from the shareholders, and there are no pending Complaints as on date of this report.

Company has made all the arrangements to resolve all the investors' Complaints if any, within seven days from the date of receipt of the complaint, as communicated by our Share Transfer Agents M/s. Aarthi Consultants Pvt. Ltd. The outstanding complaints as on 31st March, 2012 were: NIL.

7. DETAILS OF ANNUAL GENERAL MEETINGS: LOCATION AND TIME OF THE LAST THREE AGMS.

AGM	YEAR	VENUE	DATE	TIME
32 nd	2010-2011	Hotel Raj Comfort Inn, Near Praradise, Opposite HDFC Bank, Secunderabad-500	30.09.2011	10.00 A.M.
31 st	2009-2010	Hotel Raj Comfort Inn, Near Praradise, Opposite HDFC Bank, Secunderabad-500 003	13.12.2010	10.00 A.M.
30 th	2008-2009	Hotel Raj Comfort Inn, Near Praradise, Opposite HDFC Bank, Secunderabad-500 003	29.09.2009	03.30 P.M.

Special Resolutions passed:

The Company in the 32nd Annual General Meeting held on 30th September 2011 sought the approval of the members of the Company by Special Resolution for the following items:

- To re-appoint Mr. P R Bhandari as Managing Director of the Company
- To re-appoint Mr. U M Bhandari as Executive Director of the Company
- To alter the Articles of Association of the Company to give effect to increase in Authorised Capital of the Company
- To issue warrants convertible into equity shares

Postal ballot:

During the year under review, approval of the members of the Company was sought by way of Postal Ballot to sale its Unit situated at Pondicherry.

8. DISCLOSURES

- i. There were no materially significant related party transactions that may have potential conflict with the interest of the Company at large.
- ii. There was no incidence of non-compliance during the last three years by the Company on any matter related top Capital markets. There were no penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority.
- iii. The Company has complied with all the mandatory requirements of Clause 49.

9. NOTES ON DIRECTORS APPOINTMENT/RE-APPOINTMENT:

Relevant details forms part of the explanatory statement to the notice of the Annual General Meeting/Director's Report.

10. MEANS OF COMMUNICATIONS:

The quarterly, half-yearly and yearly financial results will be sent to the Stock Exchanges immediately after the Board approves the same and these results will also be published in prominent daily newspapers. These financial statements, press releases are also posted on the Company's website. As the financial performance of the Company is well published, individual communication of half yearly results are not sent to the shareholders.

The Management Discussion and Analysis Report forms part of the annual report, which is posted to the shareholders of the Company.

11. GENERAL SHAREHOLDER INFORMATION:

(I) Annual General Meeting

- Date : 28th September, 2012
 Time : 10.00 A.M.
 Venue : Hotel Raj Comfort Inn, Near Paradise, Opposite HDFC Bank, Secunderabad-500 003

(II) Financial Calendar 1st April 2012 to 31st March 2013 (Tentative Schedule)

- | | | |
|--|---|--|
| Quarter ending June, 30 2012 | : | Approved in the Board Meeting held on 13 th August 2012 and intimated the same to Stock Exchanges |
| Quarter ending September 30, 2012 | : | 1 st / 2 nd week of November 2012 |
| Quarter ending December 31, 2012 | : | 1 st / 2 nd week of February 2013 |
| Quarter ending March 31, 2013 | : | on or before 15 th May 2013 |
| Annual General Meeting for FY ended 31 st March, 2013 | : | Before end of September, 2013 |

(III) Date of Book Closure 26th September 2012 to 28th September 2012

(IV) Listing on Stock Exchanges :

1. The Bombay Stock Exchange Limited (BSE)
2. The National Stock Exchange of India Limited (NSE)

The listing fee has been paid to all the Stock Exchanges where the Company's shares are listed.

(V) Stock Code

The Bombay Stock Exchange Limited (BSE) : 526027
 The National Stock Exchange of India Limited (NSE) : CUBEXTUB
Dematerialization of Securities : ISIN: INE 144D01012

(VI) Market Price Data: High, Low during each Month in last Financial Year

During the financial year the shares of the company were traded on Bombay Stock Exchange Limited & on National Stock Exchange Limited, the following Market Price High & Low during each Month in the Last Financial Year 2011-12 as follows:

Month & Year	BSE (in Rs.)		NSE (in Rs.)	
	High	Low	High	Low
April 2011	16.30	13.00	17.65	13.05
May 201	15.50	12.86	15.80	12.35
June 2011	13.79	11.60	13.75	11.55
July 2011	14.00	11.65	14.45	11.55
August 2011	12.86	9.30	12.25	9.60
September 2011	13.05	9.16	13.00	9.20
October 2011	11.95	9.51	11.90	9.05
November 2011	12.47	8.66	12.00	8.25
December 2011	10.25	7.71	11.40	7.60
January 2012	11.55	7.75	11.05	7.75
February 2012	11.38	9.51	11.10	9.50
March 2012	10.34	7.12	10.00	7.50

(VII) Stock Performance in Comparison to Broad-based indices such as BSE Sensex, CRISIL Index, BZX 200, Nifty etc.

During the financial year the shares of the company were traded actively and the Share price has been moving with the trend of the indices.

(VIII) Transfer Agents

M/s. Aarhi Consultants Private Limited
 1-2-285, Domalguda, Hyderabad – 500 029.
 Ph: 040-2763 8111; 040-2763 4445
 Fax: 040-2763 2184
 Website: www.aarhiconsultants.com
 Email: info@aarhiconsultants.com

(IX) Share Transfer System Documents will be accepted at

M/s. Aarhi Consultants Private Limited
 1-2-285, Domalguda, Hyderabad – 500 029
 Ph: 040-2763 8111; 040-2763 4445
 Fax: 040-2763 2184
 Website: www.aarhiconsultants.com
 Email: info@aarhiconsultants.com

The Shares of the Company are in physical form and electronic form. The transfer of shares in demat form is done through the Depositories without involvement of the Company. As regards, transfer of shares held in physical form,

the transfer documents can be lodged with Company as well as Registrars M/s. Aarthi Consultants Private Limited at above-mentioned address.

The Transfer of shares in physical form is normally processed within 10-15 days from the date of receipt if the documents are complete in all respects. The Share Transfer Committee severally empowers to approve the transfers.

(X) Statement Showing Distribution Schedule as on 31.03.2012

SL NO	CATEGORY	HOLDERS	HOLDERS %	SHARES	AMOUNT %
1	1 - 5000	6318	83.27	1020718	8.57
2	5001 - 10000	661	8.71	538660	4.52
3	10001 - 20000	297	3.92	456943	3.84
4	20001 - 30000	88	1.16	226296	1.9
5	30001 - 40000	53	0.7	189240	1.59
6	40001 - 50000	43	0.57	199378	1.67
7	50001 - 100000	65	0.86	491427	4.13
8	100001 & Above	62	0.82	8785738	73.78
Total:		7587	100	11908400	100

(XI) Statement Showing Shareholding Pattern as on 31.03.2012

Sr. no.	Category of shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialized form				
					As a percentage of (A+B) ¹ (VI)	As a percentage of (A+B+C) (VII)	Number of shares (VIII)	As a percentage (IX)=(VIII) / (IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(A)	Promoter and Promoter Group²							
(1)	Indian							
(a)	Individuals/Hindu Undivided Family	7	562620	473320	4.72	4.72	0	0
(b)	Central Government/State Government(s)	0	0	0	0	0	0	0
(c)	Bodies Corporate	5	3977395	1824292	33.35	33.35	0	0
(d)	Financial Institutions/Banks	0	0	0	0	0	0	0
(e)	Any Other (Total)	3	10450	0	.09	.09	0	0
(e1)	Trusts	3	10490	0	.09	.09	0	0
	Sub-Total (A)(1)	15	4550505	2297612	38.17	38.17	0	0
(2)	Foreign							
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0	0	0	0
(b)	Bodies Corporate	1	120000	0	1.01	1.01	0	0
(c)	Institutions	0	0	0	0	0	0	0
(d)	Any Other (Total)	0	0	0	0	0	0	0
	Sub-Total (A)(2)	1	120000	0	1.01	1.01	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	16	4670505	2297612	39.22	39.22	0	0

(B)	Public shareholding ³							
(1)	Institutions							
(a)	Mutual Funds/UTI	3	45600	0	.38	.38	N.A.	N.A.
(b)	Financial Institutions/Banks	3	800	0	.01	.01	N.A.	N.A.
(c)	Central Government/State Government(s)	0	0	0	0	0	N.A.	N.A.
(d)	Venture Capital Funds	0	0	0	0	0	N.A.	N.A.
(e)	Insurance Companies	0	0	0	0	0	N.A.	N.A.
(f)	Foreign Institutional Investors	0	0	0	0	0	N.A.	N.A.
(g)	Foreign Venture Capital Investors	0	0	0	0	0	N.A.	N.A.
(h)	Any Other (Total)	0	0	0	0	0	N.A.	N.A.
	Sub-Total (B)(1)	6	46400	0	.39	.39	N.A.	N.A.
(2)	Non-institutions							
(a)	Bodies Corporate	178	2832679	404132	23.79	23.79	N.A.	N.A.
(b)	Individuals - i. Individual Shareholders Holding Nominal Share Capital Up To >Rs. 1 Lakh.	7303	2693571	2068732	22.67	22.67	N.A.	N.A.
	Individuals - ii. Individual Shareholders Holding Nominal Share Capital In Excess Of Rs. 1 Lakh	41	1563792	1516692	13.13	13.13	N.A.	N.A.
(c)	Any Other (Total)	43	101453	41253	.85	.85	N.A.	N.A.
(c1)	Clearing Member	8	6795	6795	.06	.06	N.A.	N.A.
(c2)	NRI	30	44458	34458	.37	.37	N.A.	N.A.
(c3)	OCB	5	50200	0	.42	.42	N.A.	N.A.
	Sub-Total (B)(2)	7565	7191495	4030809	60.44	60.44	N.A.	N.A.
	Total Public Shareholding (B)=(B)(1)+(B)(2)	7571	7237895	4030809	60.78	60.78	N.A.	N.A.
	TOTAL (A)+(B)	7587	11908400	6328421	100	100	0	0
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	N.A.	0	N.A.	N.A.
C1	Promoter and Promoter Group	0	0	0	N.A.	0	N.A.	N.A.
C2	Public	0	0	0	N.A.	0	N.A.	N.A.
	GRAND TOTAL (A)+(B)+(C)	7587	11908400	6328421	N.A.	100	0	0

(XII) Dematerialization of shares & liquidity

The Company's shares are compulsory traded in dematerialized form and are available for trading on both the Depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Company representing 53.14% of the company's share capital are dematerialized as on 31st March 2012.

The Company's shares are listed and eligible to trade on the above-mentioned Stock Exchanges in electronic form. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE 144D01012.

(XIII) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversation date and likely impact on equity.

The Company had allotted **1,25,91,600** share warrants to the persons belonging to promoter group & other than promoter group in the Board Meeting held on 10th November 2011. These warrants are convertible into equal numbers of equity shares at the option of the warrant holder within 18 months from the date of the allotment. Allottees of these warrants have exercised their option to convert **45,00,000** Warrants into equal number of equity shares by paying the balance amount. Accordingly, the Board of the Company in its meeting held on 31st March 2012 allotted **45,00,000** equity shares and pursuant to this allotment the paid-up capital of the company has been increased accordingly.

(XIV) Plant Location	(i) Near 5th Phase, S.No.464, 482 IDA, Patancherru Medak District, A.P.	(ii) C-4, IDA, Phase -1, Pathancheru, Andhra Pradesh
(XV) Address for Correspondence	1-7-27 to 34, Shyam Towers S.D.Road, Secunderabad – 500 003.	

12. OTHER DISCLOSURES AS PER CLAUSE 49 OF THE LISTING AGREEMENT

i. Code of Conduct

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

Certificate of Code of Conduct for the year 2011-12

CUBEX is committed for conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Company has adopted "Code of Conduct" which is applicable to all director, officers and employees.

I hereby certify that all the Board Members and Senior Management have affirmed the compliance with the Code of Conduct, under a certificate of Code of Conduct for the year 2011-12.

Hyderabad
30.08.2012

Sd/-
P.R. Bhandari
Managing Director

ii. Disclosure of Accounting Treatment

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently. There have been no deviations from the treatment prescribed in the Accounting Standards notified under Section 211 (3C) of the Companies Act, 1956.

iii. Non executive directors' compensation and disclosures

None of the Independent / Non-executive Directors has any pecuniary relationship or transactions with the Company which in the judgment of the Board may affect the independence of the Directors.

iv. CEO/CFO Certification

The CEO and CFO certification of the financial statements for the year 2011-12 is provided elsewhere in this Annual Report.

BY ORDER OF THE BOARD OF DIRECTORS
For CUBEX TUBINGS LIMITED

PLACE : HYDERABAD
DATE : 30-08-2012

Sd/-
P.R. BHANDARI
MANAGING DIRECTOR

Sd/-
VIRENDRA BHANDARI
EXECUTIVE DIRECTOR

CERTIFICATE BY THE CHIEF EXECUTIVE OFFICER (CEO) AND THE CHIEF FINANCIAL OFFICER (CFO)

I, P.R. Bhandari, Managing Director of M/s Cubex Tubings Limited certify:

1. That we have reviewed the financial statements and the cash flow statement for the year ended 31st March 2012 and to the best of our knowledge and belief;
 - These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - These statements present a true and fair view of the company's affair and are in compliance with the existing accounting standards, applicable laws and regulations.
2. That there are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct;
3. That we accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which we are aware and the steps that we have taken or purpose to take and rectify the identified deficiencies and;
4. That we have informed the auditors and the audit committee of:
 - a) Significant changes in the internal control during the year;
 - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) There is no Instances of significant fraud of which we have become aware and the involvement of an employee having a significant role in the company's internal control system.

Place: HYDERABAD

Date: 30.08.2012

P.R BHANDARI
Managing Director

Certificate on compliance of Corporate Governance

To
The Members,
Cubex Tubings Limited
Hyderabad

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance condition of corporate governance of M/s **Cubex Tubings Limited** ("the company") for the year ended 31st March, 2012 as stipulated in clause 49 of the listing agreement of the said company with the Stock Exchanges.

The compliance of the conditions of the Corporate Governance is the responsibility of the management. Our examination, conducted in the manner described in the Guidance note on Certification of Corporate governance¹ issued by the Institute of Chartered Accountants of India was limited to procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of Corporate Governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the company.

In our opinion and to the best of our information and explanations given to us and on the basis of our examination described above, the company has complied with the conditions of Corporate Governance as stipulated in clause 49 the above mentioned Listing Agreement.

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

FOR P. MURALI & CO.,
CHARTERED ACCOUNTANTS

PLACE : HYDERABAD
DATE: 30.08.2012

P. MURALI MOHANA RAO
PARTNER

CUBEX TUBINGS LIMITED

Address: 1-7-27 to 34,shyam towers, S.D.Road, Secunderabad.

Dear Shareholder(s),

Sub: Request for registration of e-mail ID under "Green Initiative" issued by Ministry of Corporate Affairs, Govt. of India.

- 1) Ministry of Corporate Affairs, Government of India (MCA) has issued a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies, stating that the service of notice / document by a company to its shareholders can be made through electronic mode, vide circular nos. 17/2011 dt.21.04.2011 & 18/2011 dt. 29.04.2011. For full text of the said circulars, please refer to MCA's website www.mca.gov.in. The said Circulars inter-alia stipulates that the Companies have to obtain e-mail address by giving an advance opportunity to every shareholder to register their e-mail address and changes therein from time to time with the Company or Depository Participant (DP).
- 2) In view of the above, your company proposes to send Annual Reports (Audited Financial Statements, Directors Report, Auditors Report, etc.) and also other documents including Notice of the Annual General Meeting, henceforth to the shareholders in electronic mode. Accordingly, an advance opportunity is given to you to register your e-mail address to receive the notice/ document in electronic mode as under:

Shares held in Electronic Mode	If Email ID is already registered with DP	Please inform changes, if any therein to DP and also update the same.
	If Email ID is not registered	Please register Email ID with DP immediately.
Shares held in Physical Mode	If Email ID is already registered	Please inform changes, if any therein to Share Transfer Agent (STA) and also update the same
	If Email ID is not registered	Please register immediately with Share Transfer Agent (STA)

- 3) In case, you are interested in receiving the notices / documents in physical form only, irrespective of your shareholding in demat or physical, please inform to our STA at the addresses given below:

M/s.AarthiconsultantsPvt, Ltd.,
(Unit: Cubex Tubings Limited),
1-2-285, Domalguda, Hyderabad-500029.
Tel.No.040-27638111/4445,FaxNo.040-27632184,
Email: info@arthiconsultants.com

OR

Click Button on "Green Initiative" on Website www.arthiconsultants.com or www.cubextubings.com

- 4) You are also requested to provide/ update the details of your postal address to receive the documents & also bank details for receiving the dividend warrants /dividend mandate/ECS etc., with your DP/STA as the case may be before the above said date.
- 5) This letter has also been e-mailed to those shareholders, who have already provided e-mail address in their demat accounts with DP.
- 6) Please note that the e-mail address indicated in your DP account, with depositories viz. NSDL/CDSL and e-mail address received by our STA will be deemed to be your registered email address for serving notices/documents etc., including those covered under Section 219 of the Companies Act, 1956, (the Act) read with section 53 of the Act.
- 7) Please also note that henceforth, the Annual Reports will be sent to those Members in electronic mode, whose e-mail address registered/updated with NSDL/CDSL and received in our STA's office up to date mentioned above and for other Members, Annual Report will be sent in physical form as per the address available in the records. Further, the documents electronically sent to you, would be displayed on our website www.cubextubings.com well in advance for your ready reference and an advertisement would be issued in newspapers to this effect for information of the shareholders.
- 8) This move by the Ministry is welcome initiative, since it will benefit the society at large through reduction in paper consumption and contribution towards a Green Environment. It will also ensure prompt receipt of communication and avoid loss in postal transit.
- 9) We are sure you would appreciate the "Green Initiative" undertaken by MCA and your company's desire to participate in such initiatives.
- 10) We are also sure that you would join hands with the Company in complying "Green Initiative" by registering/ updating your e-mail address with concerned depository including dividend mandate/ECS and change of address, if any for prompt receipt of communications/dividend and avoid loss in postal transit.

Yours faithfully

By order of the Board of Directors
For Cubex Tubings Limited

Managing Director

AUDITORS' REPORT

To
The Members,
M/s. CUBEX TUBINGS LIMITED

We have audited the attached Balance Sheet of CUBEX TUBINGS LIMITED as at 31st March, 2012 and also the Profit & Loss Account for the period ended on the date annexed thereto and the cash flow statement for the period ended on that date. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall statement presentation. We believe that our audit provides a reasonable basis of our opinion.

As required by the Companies (Auditor's Report) order 2003 and as amended by the Companies (Auditor's Report) (Amendment) order 2004, issued by the Central Government of India in terms of the sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.

Further to our comments in the Annexure referred to above, we report that:

- (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our Audit;
- (ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books ;
- (iii) The Balance Sheet & Profit & Loss Account and Cash flow Statement dealt with by this report are in agreement with the books of account;
- (iv) In our opinion, the Balance Sheet & Profit & Loss Account and Cash flow Statement dealt with by this report comply with the Accounting standards referred to in sub-section (3C) of Section 211 of Companies Act, 1956;
- (v) On the basis of written representations received from the Directors, as on 31st March , 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March , 2012 from being appointed Director in terms of clause(g) of sub-section(1) of section 274 of the Companies Act, 1956 ;
- (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India ;
- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
- (b) In the case of the Profit & Loss Account, of the Profit for the period ended on that date;

And

- (c) In the case of the Cash Flow, of the cash flows for the period ended on that date;

For P.MURALI & CO.,
CHARTERED ACCOUNTANTS
FRN: 007257S

PLACE: HYDERABAD
DATE : 30.08.2012

P.MURALI MOHANARAO
PARTNER
MEMBERSHIPNO.23412

ANNEXURE TO THE AUDITORS' REPORT

- I. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
(b) As explained to us, the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies between the book records and the physical inventory have been noticed on such verification.
(c) The Company has not disposed off substantial part of the Fixed Assets.
- II. (a) The Inventory has been physically verified during the year and in our opinion, the frequency of verifications is reasonable.
(b) In our opinion, the procedures of the physical verification of inventory followed by the Management are reasonable and adequate in relation of the size of the Company and the nature of its business.
- III. (a) The Company has not granted any loans, secured or unsecured to Companies, Firms or other Parties covered in the register maintained U/s.301 of the Companies Act, 1956.
(b) As the Company has not granted any loans, the clause of whether the rate of interest & other terms and conditions on which loans have been granted to parties listed in the register maintained under section 301 is prejudicial to the interest of company, is not applicable.
(c) As no loans are granted by company, the clause of receipt of interest & principal amount from parties is not applicable to the company.
(d) No loans have been granted to Companies, Firms & other parties listed in the register U/s.301 of the Companies Act, 1956, hence overdue amount of more than rupees one lack does not arise and the clause is not applicable.
(e) The Company has not taken any loans, secured or unsecured from Companies, Firms or other Parties covered in the register maintained U/s.301 of the Companies Act, 1956.
(f) As the Company has not taken any loans, the clause of whether the rate of interest & other terms and conditions on which loans have been taken from parties listed in the register maintained under section 301 is prejudicial to the interest of company, is not applicable.
(g) As no loans are taken by the company, the clause of repayment of interest & principal amount to parties is not applicable to the company.
- IV. In our opinion and according to the information and explanations given to us, there are generally adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for sale of goods and services. There is no continuing failure by the company to correct any major weaknesses in internal control
- V. (a) In our opinion and according to the information and explanation given to us, the contracts or arrangements referred to in section 301 of the Companies Act, 1956 have been made by the company in respect of the financial year, are entered in register U/s 301 of the Companies Act, 1956 does not arise.
(b) According to the information and explanations given to us, as no such contracts or arrangements made by the company, the applicability of the clause of charging the reasonable price having regards to the prevailing market prices at the relevant time does not arise.
- VI. The Company has not accepted any deposits from the public and hence the applicability of the clause of directives issued by the Reserve Bank of India and provisions of section 58A, 58AA or any other relevant provisions of the Act and the rules framed there under does not arise. As per information and explanations given to us the order from the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal has not been received by the Company.
- VII. In our opinion, the company is having internal audit system, commensurate with its size and nature of its business.
- VIII. We have broadly verified the books of account and records maintained by the Company relating to the manufacture of Copper and Copper Alloy Products pursuant to the order made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies act,1956 and are of the opinion that prima facie the

prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete, as the examination of the records are to be made by a Cost Auditor.

- IX. a) The Company is regular in depositing statutory dues including PF, ESI, Excise Duty, Income Tax, Cess and any other statutory dues with the appropriate authorities and at the last of the financial year there were no amounts outstanding which were due for more than 6 months from the date they became payable.
- b) According to the information and explanations given to us, no undisputed amounts are payable in respect of PF, ESI, Excise Duty, Income Tax, Cess and any other statutory dues as at the end of the period, for a period more than six months from the date they became payable.
- X. The Company has been registered for a period of not less than 5 years, and the Company has no accumulated losses at the end of the financial year and the company has not incurred cash losses in this financial year but has incurred cash losses in the immediately preceding financial year.
- XI. According to information and explanations given to us, the Company has not defaulted in repayment of dues to financial Institute or Banks.
- XII. According to the information and explanations given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities and hence the applicability of the clause regarding maintenance of adequate documents in respect of loans does not arise.
- XIII. This clause is not applicable to this Company as the Company is not covered by the provisions of special statute applicable to Chit Fund in respect of Nidhi/Mutual Benefit Fund/Societies.
- XIV. According to the information and explanations given to us, the company is not dealing or trading in shares, securities, Debentures and other investments and hence the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order 2003, are not applicable to the Company.
- XV. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from Banks or Financial Institutions, and hence the applicability of this clause regarding terms and conditions which are prejudicial to the interest of the company does not arise
- XVI. According to the information and explanations given to us, the Company has not obtained any Term Loans during this Financial Year. Hence the clause of Term Loans does not arise.
- XVII. According to the information and explanations given to us, no funds are raised by the Company on short-term basis. Hence the clause of short term funds being used for long-term investment does not arise.
- XVIII. According to the information and explanations given to us, the Company has not made any preferential allotment of Shares to parties and Companies covered in the Register maintained under section 301 of the Companies Act, 1956 and hence the applicability of the clause regarding the price at which shares have been issued and whether the same is prejudicial to the interest of the Company does not arise.
- XIX. According to the information and explanations given to us, the company does not have any debentures and hence the applicability of the clause regarding the creation of security or charge in respect of debentures issued does not arise.
- XX. According to information and explanations given to us, the company has not raised money by way of public issues during the year; hence the clause regarding the disclosure by the management on the end use of money raised by Public Issue is not applicable.
- XXI. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year under audit.

For P.MURALI & CO.,
CHARTERED ACCOUNTANTS
FRN: 007257S

PLACE : HYDERABAD
DATE : 30.08.2012

P.MURALI MOHANARAO
PARTNER
MEMBERSHIPNO.23412

BALANCE SHEET AS AT 31ST MARCH, 2012

Particulars	Note No	As on 31-03-2012 Rupees	As on 31-03-2011 Rupees
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	118,495,549	73,495,549
(b) Reserves and Surplus	2	386,731,262	358,004,810
(2) Share Warrant Application Money	3	32,150,000	2,800,000
(3) Non-Current Liabilities			
(a) Long-Term Borrowings	4	54,299,923	56,583,114
(b) Deferred Tax Liabilities (Net)	5	4,501,159	2,673,464
(4) Current Liabilities			
(a) Trade Payables	6	10,078,846	7,298,721
(b) Other Current Liabilities	7	18,208,278	7,382,207
(c) Short-Term Provisions	8	4,542,316	5,838,162
Total		629,007,332	514,076,027
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible & Intangible Assets	9	223,946,441	154,729,342
(b) Long Term Loans and Advances	10	8,318,909	6,848,978
(c) Other Non Current assets	11	877,500	-
(2) Current assets			
(a) Inventories	12	45,802,895	70,656,820
(b) Trade Receivables	13	220,161,692	172,432,425
(c) Cash and Bank Balances	14	27,894,784	45,280,903
(d) Short-Term Loans and Advances	15	88,970,764	49,166,306
(e) Other Current Assets	16	13,034,347	14,961,253
Total		629,007,332	514,076,027

Summary of Significant Accounting Policies

The accompanying Notes are an Integral Part of the Financial Statements

AS PER OUR REPORT OF EVEN DATE

FOR AND ON BEHALF OF THE BOARD
FOR CUBEX TUBINGS LIMITED

FOR P MURALI & CO.,
Firm Regn. No: 007257S
Chartered Accountants

P. MURALI MOHANA RAO
Partner
M.No. 023412

P R BHANDARI
Managing Director

VIRENDRA BHANDARI
Executive Director

Place : Hyderabad
Date : 30.08.2012

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

Particulars	Note No	Year Ending 31-03-2012 Rupees	Year Ending 31-03-2011 Rupees
Revenue from Operations	17	554,235,342	516,523,358
Other Income	18	4,430,537	3,308,946
Total Revenue		558,665,879	519,832,304
<u>Expenses:</u>			
Cost of materials consumed	19	447,466,579	428,507,746
Purchase of Stock-in-Trade	20	-	2,230,927
Increase in Inventory (Finished goods & Work In Progress)	21	25,841,106	(7,668,146)
Employee Benefit Expenses	22	9,432,376	9,258,260
Other Operating Expenses	23	42,186,485	48,591,448
Administrative and Selling Expenses	24	11,037,536	12,276,664
Financial Costs	25	1,376,730	1,423,234
Depreciation	9	14,764,285	13,399,748
Total Expenses		552,105,097	508,019,882
Profit / (Loss) Before Tax		6,560,782	11,812,422
Tax Expense:			
(1) Current tax		1,306,636	2,354,275
(2) Deferred tax		1,827,695	139,485
Profit / (Loss) After Tax		3,426,451	9,318,662
Earning per equity share: (Refer Note No. 32)			
(1) Basic & Diluted EPS Rs.		0.46	1.26

Summary of Significant Accounting Policies

The accompanying Notes are an Integral Part of the Financial Statements

AS PER OUR REPORT OF EVEN DATE

FOR P MURALI & CO.,
Firm Regn. No: 007257S
Chartered Accountants

FOR AND ON BEHALF OF THE BOARD
FOR CUBEX TUBINGS LIMITED

P. MURALI MOHANA RAO
Partner
M.No. 023412

P R BHANDARI
Managing Director

VIRENDRA BHANDARI
Executive Director

Place : Hyderabad
Date : 30.08.2012

CASH FLOW STATEMENT OF THE YEAR ENDED 31-03-2012

PARTICULARS	(Rs) Current year	(Rs) Previous year
A CASH FLOW FROM OPERATION ACTIVITIES		
Net Profit Before Tax & Extraordinary Items	6,560,782	11,812,422
ADJUSTMENTS FOR		
Depreciation	14,764,285	13,399,748
Interest Expenses	1,376,730	1,423,234
Loss on Sale of Fixed Assets	111,301	47,910
Profit on Sale of Fixed Assets	(532,897)	-
Operating Profit before Working Capital Changes	22,280,201	26,683,314
ADJUSTMENTS FOR		
Trade Receivables	(47,729,266)	34,228,546
Short term Loans and Advances	(39,804,458)	-
Other Current Assets	1,926,906	-
Inventories	24,853,925	(7,377,080)
Trade Payables	2,780,125	(7,283,412)
Other Current Liabilities	10,826,071	-
Short Term Provisions	(2,602,482)	-
Cash Generated From Operations	(27,468,978)	46,251,369
Cash flow from Extraordinary Items	-	-
Net Cash flow from Operating Activities	(27,468,978)	46,251,369
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(88,165,312)	(16,970,975)
Sale/Adjustment of Fixed Assets	4,605,523	615,000
Net Cash Used in Investment Activities	(83,559,789)	(16,355,975)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Share Capital	45,000,000	-
Preferential Issue Money	29,350,000	-
Long Term Borrowings Taken/Repaid	(2,283,191)	1,735,458
Securities Premium	22,500,000	-
Long Term Loans and Advances	(1,469,931)	-
Share Warrants Advance	2,800,000	-
Other Non Current Assets	(877,500)	-
Interest & Finance Charges paid	(1,376,730)	(1,423,234)
Net Cash used in Financing Activities	93,642,648	312,224
NET INCREASE IN CASH & CASH EQUIVALENTS	(17,386,120)	30,207,618
Cash and Cash Equivalents (Opening Balance)	45,280,903	15,073,285
Cash and Cash Equivalents (Closing Balance)	27,894,784	45,280,903

For and on behalf of the Board
For **CUBEX TUBINGS LIMITED**

Place: Hyderabad
Date: 30.08.2012

P.R.Bhandari **Virendra Bhandari**
Managing Director Executive Director

CERTIFICATE

To
The Board of Directors
M/s. Cubex Tubings Limited

We have examined the above cash flow statement of Cubex Tubings Limited for the year ended 31st, March, 2012. This has been prepared by the Company is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report of even date to the members of the Company.

FOR **P MURALI & CO.,**
CHARTERED ACCOUNTANTS
Firm Regn. No: 007257S

Place: Hyderabad
Date : 30.08.2012

P.Murali Mohana Rao
PARTNER

SIGNIFICANT ACCOUNTING POLICIES**BASIS OF PREPARATION:**

The financial statements have been prepared to comply in all material respects with the accounting standards notified by Companies Accounting Standards Rules, 2006 and the relevant provisions of the Companies Act, 1956 ('the Act'). The financial statements have been prepared under historical cost convention on an accrual basis in accordance with accounting principles generally accepted in India. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

USE OF ESTIMATES:

The preparation of financial statements in conformity with generally accepted accounting principles require the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the result of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Significant estimates used by the management in the preparation of these financial statements include estimates of the economic useful lives of fixed assets and provisions for bad and doubtful debts. Any revision to accounting estimates is recognized prospectively.

(a) Accounting Convention and Revenue Recognition:

The Financial Statements have been prepared on a going concern basis in accordance with historical cost convention except for such fixed assets which are revalued. Both Income and Expenditure are recognized on accrual basis.

Revenue is not recognized on the grounds of prudence, until realized in respect of liquidated damages, delayed payments as recovery of the amounts are not certain.

(b) Cash Flow Statement: AS-3

The Company has prepared Cash Flow Statement as per the AS-3.

(c) Retirements Benefits:

Gratuity - No provision for gratuity has been made as no employees have put in qualifying period of service for entitlement of this benefit.

Provident Fund – The company makes monthly contribution to the Employees Provident Fund and Pension Fund under the provisions of Employees Provident Fund and Miscellaneous Provisions Act, 1952.

(d) Fixed Assets:

Fixed Assets are stated at cost of acquisition and subsequent improvements thereto, inclusive of taxes, freight, and other incidental expenses related to acquisition, improvements and installation, except in case of revaluation of Fixed Assets where it is stated at revalued amount, as contained in AS-10.

(e) Depreciation:

Depreciation on Fixed Assets is provided on straight-line method as per the rates specified in Schedule XIV of the Companies Act, 1956. This is in accordance with the AS-6 and there is no change in the method of Depreciation during the year.

(f) Transactions in Foreign Exchange:

Sales / Purchases and revenue incomes / expenses in foreign currency are booked at the exchange rate prevailing on the date of transaction. Gain / Loss arising out of fluctuations in exchange based on the rate on date of realization is accounted for in the Profit and Loss Account as per AS-11.

(g) Borrowing Cost:

Borrowing cost relating to acquisition/ construction of qualifying assets are capitalized until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use/sale. Borrowing cost that are attributable to the projects are charged to the respective projects. All other borrowing costs, not eligible for inventorisation/capitalisation, are charged to revenue.

(h) Inventories:

Materials, stores & spares, tools and consumable are valued at cost or market value, whichever is lower on the basis of first in first out method reflecting the fairest possible approximation to the cost incurred in bringing the items of inventory to their present location and condition.

(i) Taxes on Income:

a) Provision for tax for the year comprises current Income Tax and Deferred Tax and is provided as per the Income Tax Act, 1961.

b) Deferred tax resulting from timing differences between the book and the tax profits is accounted for, at the current rate of tax, to the extent that the timing differences are expected to crystallize. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future; however where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets/ liabilities are reviewed as at each balance sheet date.

(j) Earnings per Share:

The earnings considered in ascertaining the Earning Per Share comprise of Net Profit after Tax. The number of shares used in computing Basic Earnings Per Share is the Weighted Average number of shares outstanding during the year, as per AS-20.

(k) Impairment of Assets:

Management periodically assesses using external and internal sources whether there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sale price or present value as determined above.

(l) Related Party Disclosures :

The Company as required by AS-18, furnishes the details of Related Party Disclosures

Notes to Financial Statements for the year ended March 31, 2012
NOTE NO. 1 : SHARE CAPITAL

S.No.	Particulars	As on 31-03-2012 Rupees	As on 31-03-2011 Rupees
I	Equity Share Capital		
	(a) Authorised		
	(No. of Shares 25000000 - Current Year)	250,000,000	-
	(No. of Shares 10000000 - Previous Year)	-	100,000,000
	(b) Issued		
	(No. of Shares 11904800 Current Year)	119,084,000	-
	(No. of Shares 7408400 - Previous Year)	-	74,084,000
	(c) Subscribed & Fully Paid Up		
	(No. of Shares 11904800 Current Year)	119,084,000	-
	(No. of Shares 7408400 - Previous Year)	-	74,084,000
	(d) Calls Unpaid by others	588,451	588,451
	(e) Par Value per share Rs. 10/-		
	Total Equity Share capital	118,495,549	73,495,549
II	<u>A Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:</u>	No.Of Shares	
	Equity Shares of Rs.10Each, Fully paid up		
	At the Beginning	7,408,400	7,408,400
	Issued during the year - Cash Issue	4,500,000	-
	At the end	11,908,400	7,408,400
III	<u>Details of Shareholder holding more than 5% shares of the company:</u>	% of Share Holding	
	Equity Shares of Rs.10/- each Held By		
	Cubex Securities Ltd -No. Of Shares (C.Y) 1861777, (P.Y) 540880	15.63%	7.30%
	Nadol Trading Pvt Ltd -No. Of Shares (C.Y) 1300000, (P.Y) NIL	10.92%	0.00%
	Mavv Trading Pvt Ltd -No. Of Shares (C.Y) 800000, (P.Y) NIL	6.72%	0.00%
	Swarnim Avenues Pvt Ltd -No. Of Shares (C.Y) 1500000, (P.Y) NIL	12.60%	0.00%
	Empire Institute of Prof. Studies -No. Of Shares (C.Y) 900000, (P.Y) NIL	7.56%	0.00%
	Mega Cybertech Pvt Ltd -No. Of Shares (C.Y) NIL, (P.Y) 436000	0.00%	5.89%

NOTE NO. 2 : RESERVES AND SURPLUS

S.No.	Particulars	As on 31-03-2012 Rupees	As on 31-03-2011 Rupees
I	RESERVES AND SURPLUS		
	a) Subsidy	1,309,890	1,309,890
	b) Capital Reserve	3,136,000	336,000
	(During the Financial Year 2011-12 the Company has forfeited the advance received against Share Warrants of Rs.2,800,000 is transferred to Capital Reserve)		
	c) Securities Premium	213,865,406	191,365,406
	(During the Financial Year 2011-12 the Company has issued 4,500,000 Equity Shares at Premium of Rs.5)		
	d) Revenue Reserves	2,277,766	2,277,766
	e) Investment Allowance Reserve	660,700	660,700
	f) Surplus :		
	Opening Balance - Profit and Loss Account	162,055,048	152,736,386
	Add: Transfer from Profit & Loss Account	3,426,451	9,318,662
	Total Reserves and Surplus	165,481,500	162,055,048
		386,731,262	358,004,810

NOTE NO. 3 : SHARE WARRANT APPLICATION MONEY

Particulars	As on 31-03-2012 Rupees	As on 31-03-2011 Rupees
Share Warrant Application Money	32,150,000	2,800,000
	32,150,000	2,800,000

NOTE NO. 4 : LONG TERM BORROWINGS

Particulars	As on 31-03-2012 Rupees	As on 31-03-2011 Rupees
Term Loans		
i) Secured Loans		
Vehicle Finance from Banks	1,179,570	1,819,289
ii) Deferred Payment Liabilities		
Sales Tax Deferment	53,120,353	54,763,825
Total	54,299,923	56,583,114

NOTE NO. 5 : DEFERRED TAX LIABILITY (NET)

Particulars	As on 31-03-2012 Rupees	As on 31-03-2011 Rupees
Opening Deferred tax Liability	2,673,464	2,533,979
Add: Deferred Tax Liability for the year (Due to SLM and WDV Difference)	1,827,695	139,485
Deferred Tax Liability/ (Asset) - Net	4,501,159	2,673,464

NOTE NO. 6 : TRADE PAYABLES

Particulars	As on 31-03-2012 Rupees	As on 31-03-2011 Rupees
a) Trade Payables	10,078,846	7,298,721
Total Trade Payables	10,078,846	7,298,721

NOTE NO. 7 : OTHER CURRENT LIABILITES

Particulars	As on 31-03-2012 Rupees	As on 31-03-2011 Rupees
a) Current maturities of Long Term Debt - Sales Tax Deferment	1,643,472	1,943,915
b) Creditors for Capital Goods	14,383,278	3,574,694
c) Creditors for Expenses	2,181,528	1,863,598
Total Other Current Liabilities	18,208,278	7,382,207

NOTE NO. 8 : SHORT TERM PROVISIONS

Particulars	As on 31-03-2012 Rupees	As on 31-03-2011 Rupees
a) Provisions for employee benefits		
PF Payable	72,992	153,417
ESI Payable	17,482	20,675
Salaries Payable	418,121	415,884
b) Others		
Provision for Expenses	2,300,929	2,746,994
Statutory Liabilities	426,156	146,917
Provision for Income Tax	1,306,636	2,354,275
Total Short Term Provisions	4,542,316	5,838,162

NOTE NO 9 : TANGIBLE & INTANGIBLE ASSETS AS AT 31-03-2012

Sl. No.	Particulars	Gross Block			Depreciation/Amortization				Net Block as on 31.03.2012	Net Block as on 31.03.2011	
		As on 01.04.2011	Additions during the year	Deletions during the year	As on 31.03.2012	Dep. As on 01.04.2011	Dep. For the year 2011-2012	Depreciation on Deletions			Total Depreciation
	Tangible Fixed Assets:										
1	Land	2000670	-	335000	1,665,670	-	-	-	-	1,665,670	2,000,670
2	Building	27970699	1770832	2207790	27,533,741	10196645	935323	1275335	9,856,633	17,677,108	17,774,054
3	Electrical Installation	15971062	439343	404690	16,005,515	3330875	761992	245751	3,847,116	12,158,399	12,640,187
4	Plant & Machinery	207989358	80768102	6555110	282,202,350	105843952	10733283	4188402	112,388,833	169,813,517	102,145,406
5	Furniture & Office Equipments	2969407	526084	442143	3,053,348	2468266	179046	417440	2,229,872	823,476	501,141
6	Furnace	12167405	2828684	-	14,996,089	3358744	590455	-	3,949,199	11,046,890	8,808,661
7	Lab Equipment	3756658	431934	-	4,188,592	1543885	183286	-	1,727,171	2,461,421	2,212,773
8	Water cool moulds	5944531	592200	-	6,536,731	1354396	290935	-	1,645,331	4,891,400	4,590,135
9	Weighing Equipment	197904	-	85973	111,931	130989	6746	61228	76,507	35,424	66,915
10	Bore well	131760	-	-	131,760	60299	4401	-	64,700	67,060	71,461
11	Vehicles	8031392	633118	465278	8,199,232	4686664	773030	193977	5,265,717	2,933,515	3,344,728
12	Scooter & Mopeds	598864	64141	80974	582,031	573361	51985	78528	546,818	35,213	25,503
13	Computer	1168693	52,374	106,970	1,114,097	1,003,738	176,581	102,837	1,077,482	36,615	164,955
14	Generators	1287140	36,000	376,500	946,640	1,017,461	57,380	313,203	761,638	185,003	269,680
15	Telephones	401194	22,500	-	423,694	288,121	19,842	-	307,963	115,732	113,074
	Intangible Fixed Assets										
	Capital Work In Progress										
	TOTAL	290,586,738	88,165,312	11,060,628	367,691,422	135,857,396	14,764,285	6,876,701	143,744,980	223,946,441	154,729,342
	Previous Year	274,513,498	16,970,975	897,735	290,586,738	122,692,473	13,399,748	234,825	135,857,396	154,729,342	151,821,025

Notes to Financial Statements for the year ended March 31, 2012
NOTE NO. 10 : LONG TERM LOANS AND ADVANCES

Particulars	As on 31-03-2012 Rupees	As on 31-03-2011 Rupees
Security Deposits		
Secured, Considered Good	8,318,909	6,848,978
Total Long Term Loans and Advances	8,318,909	6,848,978

NOTE NO. 11 : OTHER NON CURRENT ASSETS

Particulars	As on 31-03-2012 Rupees	As on 31-03-2011 Rupees
Unamortised Expenditure	877,500	-
Total Other Non Current Assets	877,500	-

NOTE NO. 12 : INVENTORIES

Particulars	As on 31-03-2012 Rupees	As on 31-03-2011 Rupees
a) Raw materials	-	6,064,010
b) Work - in - progress	31,731,634	52,643,186
c) Finished goods	-	4,929,554
d) Consumables, Stores and spares	14,071,261	7,020,071
Total Inventories	45,802,895	70,656,820

NOTE NO. 13 : TRADE RECEIVABLES

Particulars	As on 31-03-2012 Rupees	As on 31-03-2011 Rupees
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, Considered Good	47,270,676	51,729,728
Other Receivables:		
Unsecured, Considered Good	172,891,016	120,702,697
Total Trade Receivables	220,161,692	172,432,425

NOTE NO. 14 : CASH AND BANK BALANCES

Particulars	As on 31-03-2012 Rupees	As on 31-03-2011 Rupees
Cash and Cash Equivalents :		
a) Balances with banks :		
1) On Current Accounts	2,229,791	30,018,520
2) Margin Money	23,976,794	13,567,402
3) Fixed Deposits	-	1,008,000
b) Cash on Hand	1,688,199	686,982
Total Cash and Cash Equivalents	27,894,784	45,280,903

NOTE NO. 15 : SHORT TERM LOANS AND ADVANCES

Particulars	As on 31-03-2012 Rupees	As on 31-03-2011 Rupees
Short - term Loans and Advances:		
a) Advances Recoverable in Cash or in Kind Unsecured, Considered Good		
i) Advances to Suppliers	12,822,134	23,552,887
ii) Advances to Staff	203,621	115,121
iii) Other Advances	7,639,768	3,595,782
b) Loans and Advances to Others Unsecured, Considered Good	64,361,305	16,382,079
c) Security Deposit with Customers	3,943,936	5,520,437
Total Short Term Loans and Advances	88,970,764	49,166,306

NOTE NO. 16 : OTHER CURRENT ASSETS

Particulars	As on 31-03-2012 Rupees	As on 31-03-2011 Rupees
a) Cenvat Credit	6,041,316	11,887,424
b) Advance Income Tax (Includes TDS Receivable)	933,091	2,297,548
c) Advance Sales Tax	-	300,000
d) VAT Receivable	4,375,645	349,052
e) Customs Duty Receivable	127,229	127,229
f) Interest Receivable	1,557,067	-
Total Other Current Assets	13,034,347	14,961,253

Notes to Financial Statements for the year ended March 31, 2012
NOTE NO. 17 : REVENUE FROM OPERATIONS

Particulars	Year Ended 31-03-2012 Rupees	Year Ended 31-03-2011 Rupees
Revenue from operations		
(a) Sale of Products		
(i) Copper and Copper Alloys Products	614,871,040	565,222,527
(b) Job Work Charges	5,074,928	11,445,137
	619,945,968	576,667,664
Less: Excise Duties Collected	49,138,376	45,919,684
VAT & CST Collected	16,572,250	14,224,622
Total Revenue from Operations	554,235,342	516,523,358

NOTE NO. 18 : OTHER INCOME

Particulars	Year Ended 31-03-2012 Rupees	Year Ended 31-03-2011 Rupees
(a) Interest Income	3,408,895	3,303,713
(b) Misc. Income	16,260	5,233
(c) Profit on Sale of Assets	532,897	-
(d) Rent (on machinery)	220,600	-
(e) Foreign Exchange Fluctuation	251,885	-
Total Other Income	4,430,537	3,308,946

NOTE NO. 19 : COST OF MATERIALS CONSUMED

Particulars	Year Ended 31-03-2012 Rupees	Year Ended 31-03-2011 Rupees
Raw Materials (Copper, Nickel, Zinc and Brass)	447,466,579	428,507,746
Total Cost Of Material Consumed	447,466,579	428,507,746

NOTE NO. 20 : PURCHASE OF STOCK IN TRADE

Particulars	Year Ended 31-03-2012 Rupees	Year Ended 31-03-2011 Rupees
Copper Tubes and Gun Metal	-	2,230,927
Total Trade Purchases	-	2,230,927

NOTE NO. 21 : CHANGE IN INVENTORIES & WIP.

Particulars	Year Ended 31-03-2012 Rupees	Year Ended 31-03-2011 Rupees
Finished Goods		
Finished goods at the beginning of the year	4,929,554	1,051,112
Less : Finished goods at the end of the year	-	4,929,554
Sub Total (A)	4,929,554	(3,878,442)
Work in Progress		
Work in progress at the beginning of the year	52,643,186	48,853,482
Less : Work in progress at the end of the year	31,731,634	52,643,186
Sub Total (B)	20,911,552	(3,789,704)
(Increase) / Decrease in Inventories (A+B)	25,841,106	(7,668,146)

NOTE NO. 22 : EMPLOYEE BENEFIT EXPENSES

Particulars	Year Ended 31-03-2012 Rupees	Year Ended 31-03-2011 Rupees
(a) Salaries & Wages	6,885,149	7,144,941
(b) Contribution to Provident & Other Funds	1,653,799	1,234,853
(c) Staff Welfare Expenses	893,428	878,466
Total Employee Benefit Expenses	9,432,376	9,258,260

NOTE NO. 23 : OTHER OPERATING EXPENSES

Particulars	Year Ended 31-03-2012 Rupees	Year Ended 31-03-2011 Rupees
(a) Consumption of Stores & Spares	9,137,440	20,659,391
(b) Power & Fuel	24,824,919	20,007,465
(c) Repairs to Building	547,323	313,480
(d) Repairs to Machinery	1,442,320	2,457,653
(e) Insurance	362,739	223,139
(f) Rates & Taxes (excluding Income Tax)	281,105	1,005,091
(g) Clearing and Forwarding Charges	668,857	1,125,072
(h) Other Manufacturing Expenditure	4,229,416	2,719,157
(i) Payment to Auditors:		
(i) As Auditor	33,708	33,090
(ii) For Taxation Matters	22,472	-
(j) Net loss on sale of Assets	111,301	47,910
(k) Miscellaneous Expenses W/o.	97,500	-
(f) Prior Period Items (Depreciation excess claimed and Fixed Assets credited on account of Cenvat Credit on Capital Goods during previous years 2007-08 to 2010-11)	427,385	-
Total Other Operating Expenses	42,186,485	48,591,448

NOTE NO. 24 : ADMINSTRATIVE AND SELLING EXPENSES

Particulars	Year Ended 31-03-2012 Rupees	Year Ended 31-03-2011 Rupees
(a) Telephone, Postage and Others	407,835	431,901
(b) Advertisement and Publicity	166,475	143,427
(c) Sales Commission	1,235,926	1,572,320
(d) Discount	62,228	111,577
(e) Freight Outward	1,592,257	2,259,322
(f) Travelling & Conveyance	1,818,057	1,871,750
(g) Office Maintenance	583,171	701,618
(h) Printing & Stationery Expenses	231,530	263,550
(i) Security Charges	396,353	296,110
(j) Rates & Taxes (excluding Income Tax)	2,574,219	1,000,312
(k) Managerial Remuneration	700,000	960,000
(l) Office Rent	130,307	158,897
(m) General Expenses	568,954	584,580
(n) Interest on Late payment of Taxes	70,131	167,622
(o) Bad Debts	-	1,712,589
(p) Vehicle Maintenance	156,993	32,089
(q) Professional and Consultancy Fee	328,600	6,000
(r) Donations	14,500	3,000
Total Administrative and Selling Expenses	11,037,536	12,276,664

NOTE NO. 25 : FINANCE COST

Particulars	Year Ended 31-03-2012 Rupees	Year Ended 31-03-2011 Rupees
(a) Interest Expenses		
- Interest on Vehicle Finance	156,133	139,354
- Bank Charges & B.G. Charges	1,220,597	1,283,880
Total Finance Cost	1,376,730	1,423,234

NOTES TO FINANCIAL STATEMENTS

26. During this Financial year the company has forfeited the share warrants advance amount of Rs.2,800,000/- and the same was transferred to Capital Reserve.
27. During this Financial Year the Company has issued 4,500,000 Equity Shares at Rs.15 each (including Premium of Rs.5)
28. Detailed information regarding quantitative particulars under part II of schedule VI to the Companies Act,1956:
- i) Quantitative information with regard to
 - a) Licensed Capacity and
 - b) Installed Capacity per annum

Particulars	Year ended 31-03-2012		Year ended 31-03-2011	
	Quantity(MT)	Amount(Rs.)	Quantity(MT)	Amount(Rs.)
a) Turnover	893.75	549,160,414	937.626	505,078,221
b) Details of Raw Material consumed				
i) Copper & Copper Alloys and Other items	921.11	447,466,579	986.741	428,507,746
c) Capacity & Production				
i) Installed Capacity	2800	NIL	2800	NIL
ii) Actual Production	893.75	-	937.626	-

29. Related Party Disclosures:

Particulars of Related Parties:

Name of the Related Party	Nature of Relationship
Mr. P.R.Bhandari	Managing Director
Mr. Virendra Bhandari	Executive Director
Mr. Mahendra Ranka	Director
Dr. K.Venkat Ramani	Director

Transactions & Remuneration during the year with Related Parties:

Name of the Party	Nature of Relationship	Nature of Transaction	2011-12 (Rs.)	2010-11 (Rs.)
Mr. P.R.Bhandari	Managing Director & CEO	Remuneration	600,000	480,000
Mr. Virendra Bhandari	Executive Director	Remuneration	100,000	NIL
Mr. Mahendra Ranka	Director	Remuneration	NIL	NIL
Dr. K.Venkat Ramani	Director	Remuneration	NIL	NIL

30. Contingent Liabilities:

(Rs.)

		As at 31-03-2012	As at 31-03-2011
Bank Guarantee(Performance of Product & towards The Security)	State Bank of Hyderabad, Axis Bank, Indusind Bank & CITI Bank.	23,889,655	14,575,000

31. Foreign Exchange Earnings and Outflow :

Particulars	Nature of Currency	Year 2011 –12 Rs.	Year 2010 – 11 Rs.
EARNINGS			
On Export of Goods	-	2,651,025	27,780
OUTFLOW			
On Import of Raw Materials / Equipment	-	6,302,622	100,569,806

32. Earnings Per Share :

Particulars	2011 – 12	2010 – 11
Net profit after tax (Rs.)	3,426,451	9,318,662
Weighted Average Numbers of shares	7420695	7408400
Basic EPS (Rs.)	0.46	1.26
Diluted EPS (Rs.)	0.46	1.26

33. Segment wise information not being furnished as the company operates only one segment VIZ. Copper & Copper Alloy Products.
34. Closing Balances of Debtors / Creditors / Loans & Advances are subjected to confirmation from the Parties.
35. Previous year's numbers have been regrouped, rearranged, recasted, wherever necessary to confirm to Current Year Classification.
36. The Company has availed total amount of Rs.56,707,740/- towards the sales Tax deferment, which has been sanctioned to the company of which first instalment of Rs.1,943,915 has been repaid during this Financial Year.
37. The Figures have been rounded off to the nearest rupee.

As per our Report of Even date

FOR P. MURALI & CO.

CHARTERED ACCOUNTANTS

For and on behalf of the Board

For CUBEX TUBINGS LIMITED

P.MURALI MOHANA RAO
PARTNER

P. R. BHANDARI
MANAGING DIRECTOR

VIRENDRA BHANDARI
EXECUTIVE DIRECTOR

Place: Hyderabad

Date : 30-08-2012

CUBEX TUBINGS LIMITED

1-7-27 to 34, Shyam Towers, S.D.Road, Secunderabad - 500 003.

Proxy Form

Regd. Folio no.: No. of shares

DP ID no. Client ID no.

I/We _____ of _____
 being Member /Members of Cubex Tubings Limited hereby appoint _____ of _____
 as my/our proxy to attend and vote for me/us on my/our behalf at
 the 33rd Annual General Meeting of the Company to be held on Friday, 28th September, 2012 at 10.00 A.M. at Hotel
 Raj Comfort Inn, Near Paradise, Opposite HDFC Bank, Secunderabad-500 003 and at any adjournment thereof.

As witness my/our hand (s) this _____ day of _____ 2012

Signed by the said _____

Affix Re 1/-
 Revenue
 Stamp

CUBEX TUBINGS LIMITED

1-7-27 to 34, Shyam Towers, S.D.Road, Secunderabad - 500 003.

Admission Slip

Date	Venue	Time:
28th September, 2012	Hotel Raj Comfort Inn, Near Praradise, Opposite HDFC Bank, Secunderabad-500 003	10:00 A.M

Name of the shareholder	Folio no. / DPID and Client ID No.	No. of shares

I certify that I am a registered shareholder of the Company and hold above-mentioned shares in the Company and hereby record my present at the 33rd Annual General Meeting of the Company.

Member's/Proxy signature

Note: Shareholder/Proxy holder wishing to attend the meeting must bring the Admission Slip and hand over at the entrance duly signed.

if undelivered, please return to:



CUBEX TUBINGS LIMITED

Regd. Office : 1st Floor, 1-7-27 to 34, United Building Complex,
S.D. Road, Secunderabad - 500 003