



*UNI- TUBES LIMITED*

**22<sup>nd</sup>  
ANNUAL  
REPORT**

**YEAR 2010 - 2011**

Registered office: UNI – TUBES LIMITED  
607, WORLD TRADE CENTRE,  
SAYAJIGUNJ,  
VADODARA – 390 005. (GUJARAT)

# **22<sup>nd</sup> ANNUAL REPORT 2010-2011**

## **UNI-TUBES LIMITED**

### **BOARD OF DIRECTORS**

<b>PARIMAL R SHAH</b>	<b>: EXECUTIVE DIRECTOR</b>
<b>UMESH GANDHI</b>	<b>:NON EXECUTIVE DIRECTOR</b>
<b>SHAILESH NAIK</b>	<b>w.e.f.01/04/2011 : NON EXECUTIVE DIRECTOR</b>
<b>DILIP GAJJAR</b>	<b>w.e.f.01/04/2011 : NON EXECUTIVE DIRECTOR</b>
<b>RAKESH SHAH</b>	<b>upto 01/04/2011 : EXECUTIVE DIRECTOR</b>

---

Registered office:

**UNI – TUBES LIMITED**  
607, WORLD TRADE CENTRE,  
SAYAJIGUNJ,  
VADODARA – 390 005. (GUJARAT)

### **ANNUAL GENERAL MEETING**

**Date: 30/09/2011**

**Time: 11 am**

**Venue: Regd. Office Address**

AUDITORS:

**PARIKH SHAH CHOTALIA & ASSOCIATES**  
105 GAJANAND COMPLEX OPP. TUBE COMPANY, OLD PADARA RD.  
VADODARA 390020  
Ph: 0265-3087743

SHARE TRANSFER REGISTRAR

Share transfer Registrar

( R.T.A. )

**Purva Sharegistry (India) Limited**

9 Shiv Shakti Industrial Estate, Lower Parel (E)

MUMBAI-400 011 Tel: 022-23018261

## ***NOTICE***

**NOTICE** is hereby given that the 22<sup>nd</sup> Annual General Meeting of the members of Uni-Tubes Limited will be held on Thursday, the 30th September-2011 at 11.00 a.m. at its Registered Office at 607, World Trade Centre, Sayajigunj, Vadodara - 390 005 to transact the following business :-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the year ended on that date together with the Auditors and Directors Report thereon.
2. To appoint a Director in place of Mr. Umesh Gandhi, Director of the Company who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint Auditors to hold the office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

### **SPECIAL BUSINESS**

4. To consider and if thought fit, to pass, with or without modifications, the following Resolution as ordinary Resolution :

RESOLVED THAT Mr. Shaileshchandra Naik who was appointed as Additional Director w.e.f.01-04-2011 in terms of Sec. 260 of the Companies Act, 1956 to hold the office as such till the next Annual General Meeting of members of the company and in respect of whom the notice Under Section 257 of the Companies Act, 1956 proposing his candidature to be a director of the company has been received from a member be and the same is hereby appointed a director retire by rotation.

5. To consider and if thought fit, to pass, with or without modifications, the following Resolution as ordinary Resolution:

RESOLVED THAT Mr. Dilip Gajjar who was appointed as Additional Director w.e.f.01-04-2011 in terms of Sec. 260 of the Companies Act, 1956 to hold the office as such till the next Annual General Meeting of members of the company and in respect of whom the notice Under Section 257 of the Companies Act, 1956 proposing his candidature to be a director of the company has been received from a member be and the same is hereby appointed a director retire by rotation.

By Order of the Board  
**For Uni-Tubes Limited**

S/d-	S/d-
Parimal Shah	Umesh Gandhi
Director	Director

**Date : 31<sup>st</sup> August 2011**

**Place : Vadodara**

**NOTES :**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS BEHALF ON A POLL ONLY, A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
Proxy form in order to be effective, should be duly completed, stamped, signed and must be deposited at the Registered Office of the Company not less than forty-eight hours before the Commencement of the meeting.
2. The Register of Members and Share Transfer book of the company will Remain closed from 28th September, 2011 to 30th September,2011 (both days inclusive).
3. Members are also required to intimate change in their addresses, if any, immediately to the company.
4. Members desirous of making nomination in terms of Section 109A of the Act, 1956 in respect of their shareholding may approach the Company for assistance.
5. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking re-appointment at this AGM, is separately annexed

By Order of the Board  
**For Uni-Tubes Limited**

S/d-	S/d-
Parimal Shah	Umesh Gandhi
Director	Director

**Date : 31<sup>st</sup> August 2011**

**Place : Vadodara**

**Exploratory Statement pursuant to Sec. 173 (2) of the Companies Act, 1956**

**AGENDA NO. 4**

In terms of Section 260 of the Company Act, 1956 Mr. Shaileshchandra Naik was appointed as a Additional Director of the Company w.e.f.01-04-2011 by the Board of Directors of the company to hold the office up to the ensuing Annual General Meeting of the members of the company and as envisaged by 257 of the companies Act, 1956. The Notice proposing the candidature of Mr. Shaileshchandra Naik as a Director of the company has been received from a member in terms of Section 255 of the companies Act, 1956. It is necessary to obtained the consent of members to his appointment as a director retiring by rotation. Mr. Shaileshchandra Naik has been milestone performer for success of the company looking after the administration and other corporate functions . His appointment shall go a long way to provide the guideline in the future. The Resolution is therefore recommended for your approval. No director is deemed to be directly or indirectly deemed to be interested in the passing the Resolution.

**AGENDA NO. 5**

In terms of Section 260 of the Company Act, 1956 Mr. Dilip Gajjar was appointed as an Additional Director of the Company w.e.f.01-04-2011 by the Board of Directors of the company and will be holding the office up to the ensuing Annual General Meeting of the members of the company. As envisaged by 257 of the companies Act, 1956. The Notice proposing the candidature of Mr. Dilip Gajjar as a Director of the company has been received from a member. In terms of Section 255 of the companies Act, 1956. It is necessary to obtain the consent of the members to be appointed as director's rotation. Mr. Dilip Gajjar has been milestone performer for success of the company looking after the finance and other corporate functions his appointment shall go a long way to provide the guideline in the future. The Resolution is therefore recommended for your approval. No director is deemed to be directly or indirectly deemed to be interested in the passing the Resolution.

## **DIRECTOR'S REPORT**

### **TO THE MEMBERS, UNI-TUBES LIMITED**

Your Directors have pleasure in presenting the **Twenty Second Annual Report** together with the Audited Accounts for the year ended **31<sup>st</sup> March, 2011**.

#### **FINANCIAL RESULTS**

	(Rs. In Lacs)	
	Year ended 31.03.2011	Year ended 31.03.2010
Turnover & Other Receipts	09.39	00.00
Profit before Interest, Depreciation & Tax	00.19	(00.24)
<b>Less :</b>		
Interest / Financial Charges	00.00	00.00
Depreciation	00.00	00.00
Deferred Development Exp written off	00.00	00.00
Preliminary Expenses written off	00.00	00.00
Profit before Tax	00.19	(00.24)
Provision for FBT	-	-
Deferred Tax Liability	00.00	00.00
Provision for Income Tax	-	-
Profit (Loss) after Tax	00.19	(00.24)

#### **OPERATION**

It gives us pleasure to share with you that your Company during the financial year started trading business in commodities. The company is considering new venture keeping in view the current economic scenario.

Particulars	2010-2011	2009 – 2010 (Rs. In Lacs)
Total Income	02.17	00.00
Profit/(Loss) before depreciation & tax	(427.29)	(427.49)
Loss on sale of investment	00.00	00.00
Profit/(Loss) before tax	(427.29)	(427.49)

#### **DIVIDEND**

Your Board of Directors do not recommend any dividend in view of the carried over losses.

#### **MANAGEMENT DISCUSSION AND ANALYSIS**

##### **Industry Structure and Development**

The global economic and financial situation is recovering slowly. The large fiscal deficits and high debt ratios coupled with slow economic growth have created unsettling conditions for business and have potential for causing great volatility in financial markets. It is hard to visualize strong economic growth in the advanced economies in 2010 and to a large extent in 2011. The implications of this, for India's strategy to return to the 9.0 per cent growth trajectory, are that public policy must promote business confidence and facilitate increased investment.

##### **Opportunities & Threats**

The Company is also in a business of trading in copper and other e-waste metal activities. Trading in copper activities need lot of experience, skills and passion as well as timely exit decision. Gain from trading in copper and other e-waste metal activities the investment decision and wise person with timely and accurate decision can perform better than a person investment

without vision. On the other hand changes in regulatory frameworks, slowing down of demand for copper, increase in inflation and decrease in earning of common consumer can lead to the loss in investment business.

## **Segment wise performance**

### **Income from Trading in Copper**

The Company has done well in this segment of business and the board of director optimistic to turn the former earned. This has become possible only because of its focus on quality Copper and timely decision of entry and exit. Remember slowness in the Demand for copper triggered loss to many of its investors and there are very few who have earned such a handsome gain from falling market. Uni-Tubes Ltd is aiming to be proud one of those winners.

### **Outlook**

Your Company is one of the better players in the market and is having its presence in different business segment viz. Trading in Copper, Other e-waste Metal activities.

In term of Trading in Copper segment, your Company's outlook is positive looking at the demand for Copper.

E-waste management: India produces approximately 50 million tons of urban solid waste annually. While there have been some initiatives to set regulations for e-waste management, hazardous wastes are still typically being dismantled and recycled by hand, in unorganized scrap yard settings that lack safeguards and government guidelines. Recycling workers are poorly-protected, as e-waste from Desktops/Laptops, monitors, PCBs, CDs, motherboards, cables, toner cartridges, other Electronic/Telecom Equipments are used for landfills, burnt/disposed in the open, releasing lead, mercury toxins into the air.

Apart from environmental and health concerns, the corporate industry is plagued by issues like secure destruction of computer hard drives and security of data held on those hard drives; brand devaluation with IT hardware running the risk of being sold into the grey market; storage of E-Waste under bonded areas/ STP's/ BPO's due to customs regulation on depreciation of IT hardware; and the lack of guarantee of disposal process being environmentally friendly or socially sound. Though there have been efforts to organize and manage e-waste recycling by various Govt. Bodies and agencies but the awareness and strict implementation still seems very far. For e-waste disposal— companies struggle to define the process, identify suitable disposal mechanisms, and follow acceptable process. That's where Uni-Tubes ltd comes in.

The demand of E-waste is increasing tremendously and this will create an opportunity to the Company to provide value added services like

- Waste Collection and Reverse Logistics
- De-bonding of E-waste under Custom Bonded Area
- De-Manufacturing and Secure Destruction of E-waste

Company will increase its profitability in the new sector of business also and thus the outlook of the Company on its new business segment is positive.

### **Risk & Concerns**

Despite new risks, the global economic recovery is gaining strength and the IMF projected a 4.5% world growth in 2011 and 2012. While growth in emerging economies remains strong, while in the US and European region is slowly gaining momentum. Some of economies of the developed nations are still a concern with the Euro zone being the most vulnerable as rating agencies continue to downgrade the sovereign rating of many of economies in this region. The natural disaster in Japan, sharp increase in oil prices consequent to the turmoil in the Middle East and North America is fuelling uncertainty to the pace of global recovery. Globally, elevated food and commodity prices accompanied by the spike in oil prices have endangered inflation concerns.

The Indian Economy registered improved growth and was amongst the better performer aid emerging market economies. Central statistical Organizations' recent estimated Indian GDP growth rate of 8.6% for 2010-11 is consistent with the RBI's projections for the same period. While the area sown under the Rabi Crop is higher than last year which augurs well for agricultural production, the index of industrial productions continues to be volatile. The other indicators such as latest Purchasing Managers' Index, direct and indirect tax collections, merchandise exports and bank credit suggest that growth

momentum persists. However, continuing uncertainty about energy and commodity prices may vitiate the investment climate, posing a threat to the current growth trajectory. Inflation remains a challenge for the Indian Economy and the key risks are tighter monetary conditions and rising prices eating into the customer's disposable income.

#### **Internal Control Systems and Adequacy**

Your Company believes in formulating adequate and effective internal control systems and implementing the same strictly to ensure that assets and interests of the Company are safeguarded and reliability of accounting data and accuracy are ensured with proper checks and balances. The Internal Control systems is improved and modified continuously to meet the changes in business conditions, statutory and accounting requirements.

The Audit Committee of the Board of Directors, Statutory Auditors and Business Heads are periodically apprised of the Internal Audit findings and corrective actions taken.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of Internal Control system and suggests improvements for strengthening them. The Company has a robust Management Information System which is an integral part of the control mechanism.

#### **Material Development in Human Resources**

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. Various HR Initiatives are taken to align the HR Policies to the growing requirements of the business.

The Company has a structured induction process at its business locations and management development programmes to upgrade skills of managers. Objective appraisal systems based on Key Result Areas (KRAs) are in place for senior management staff.

Technical and safety training programs are given periodically to its lower grade staff. Relations with its employees remain cordial entirely during the year.

#### **Cautionary Statement**

Statements in the Management Discussions and Analysis describing the Company's objectives, projections, estimates, expectations may be forward looking statements. Actual results may differ materially from those expressed or implied. Important factors that could make a difference to the Company's performance include economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government Regulations, tax laws, statutes and other incidental factors.

#### **Management**

There is no Change in Management of the Company during the year under review.

#### **Directors**

There is no change in composition of Board during the year under review.

In accordance with the requirements of the Companies Act, 1956 and as per the provisions of Articles of Association of the Company, Mr. Umesh Gandhi is liable to retire and eligible, offers himself for re-appointments in the forthcoming Annual General Meeting. Mr. Umesh Gandhi is looking after the Secretarial and legal function of the company as Director. Mr. Shaileshchandra Naik and Mr. Dilip Gajjar have been appointed additional directors to hold the office in the ensuing Annual General Meeting of members of the company. In light of the notice Under Section 257 of the Companies Act, 1956 received from the members Mr. Shaileshchandra Naik and Mr. Dilip Gajjar will be appointed director retiring by rotation. Further, none of the Directors of the Company are disqualified under section 274(1)(g) of the Companies Act 1956. Mr. Rakesh Shah has resigned as a Director w.e.f. 01-04-2011.

#### **Auditors**

Auditors M/s PARIKH SHAH CHOTALIA & ASSOCIATES Chartered Accountants, Vadodra holds the office until the conclusion of ensuing Annual General Meeting. Your Company has received certificate from the Auditors under section 224(1B) of the Companies Act, 1956 to the effect that their reappointment if made, will be within the limit prescribed. The shareholders are requested to appoint the Auditors and fix their remuneration.

### **Comments On Auditor's Report:**

The notes referred to in the Auditor's Report are self explanatory and as such they do not call for any further explanation as required under section 217(3) of the Companies Act, 1956.

### **Public Deposits**

Your Company has not accepted any deposits from the Public during the year under review.

### **Corporate Governance**

Your Company follows the principles of the effective corporate governance practices. The Clause 49 of Listing Agreement deals with the Corporate Governance requirements which every publicly listed Company has taken steps to comply with the requirements of the revised Clause 49 of the Listing Agreement with the Stock Exchange.

A separate section on Corporate Governance forming part of the Directors' Report and the certificate from the Company's Auditors on Corporate Governance as stipulated in Clause 49 of the Listing Agreement is included in the Annual Report.

### **Statutory Information**

The Company being basically in the media sector, requirement, regarding and disclosures of Particulars of conservation of energy and technology absorption prescribed by the rule is not applicable to us.

### **Particulars of Employees**

People are the backbone of our operations. It is a matter of great satisfaction for our Company that our employees have been very supportive of the Company's plan. By far the employee's relations have been cordial throughout the year.

The information as required by provisions of section 217(2A) of the Companies Act, 1956 read with the companies (Particular of employees) amendments rules, 1988 is reported to be NIL.

### **Particulars under section 217 (1) (e) of the Companies Act, 1956**

The Company is engaged in the business of media products hence the information regarding conservation of energy, Technology Absorption, Adoption and innovation, the information required under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988, is reported to be Nil.

The Company has not earned or used foreign exchange earnings/outgoings during the year under review.

### **Cash Flow Statement**

The Cash Flow Statement for the year ended 31st March 2011 pursuant to Clause 32 (as amended) of the Listing Agreement with Stock Exchanges is annexed herewith.

### **Directors Responsibility Statement**

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2004 the Directors confirm that:

1. In the preparation of the Annuals Accounts, for the year ended 31st March 2011, all the applicable accounting standards prescribed by the Institute of Chartered Accountants of India have been followed;
2. The Directors had adopted such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors had prepared the annual accounts on a going concern basis.



## **Corporate Social Responsibility (CSR)**

Corporate Social Responsibility (CSR) is a commitment of the Company to improve the quality of the workforce and their families and also the community and society at large. The Company believes in undertaking business in such a way that it leads to overall development of all stakeholders and Society.

### **Audit committee**

As required under Section 292A of the Companies Act, read with clause 49 of the listing requirement 1956 Audit Committee comprising Parimal Shah, Umesh Gandhi and Rakesh Shah has been formed. The Committee met 4 times during the year on 28th April, 2010, 31st July, 2010, 31st October, 2010, 31st January, 2011.

### **Secretarial Audit**

In terms of Sec. 383 A of the Companies Act as Mr. Ashok Shelat, Vadodara is appointed to verify a Secretarial Audit Report. He is qualified to be appointed as such.

As Directed by Security and Exchange Board of India (SEBI) secretarial audit is being carried out at the specific periodicity by a practicing Company Secretary. The findings of the secretarial audit were entirely satisfactory.

### **ACKNOWLEDGMENT**

Yours Directors place on record their sincere appreciation of the co-operation and assistance extended by the bankers of the Company. They also on record their appreciation of the devoted services rendered by Directors.

By Order of the Board  
**For Uni-Tubes Limited**

S/d-	S/d-
Parimal Shah	Umesh Gandhi
Director	Director

**Date : 31<sup>st</sup> August 2011**

**Place : Vadodara**

### **CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT**

I, Parimal Shah Managing Director of the Company, hereby declare that the Company has adopted a code of conduct for its Board Members and senior management, at a meeting of the Board of Directors held on 29th September, 2008 and the Board Members and senior management have affirmed compliance with the Code of Conduct as applicable to them for the year ended 31st March, 2011.

**For Uni-Tubes Limited**

s/d  
**Parimal Shah**  
Managing Director

Date : 21st Aug, 2011

Place: Vadodara

## ANNEXURE TO DIRECTORS REPORT

INFORMATION UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN REPORT OF BOARD OF DIRECTORS), RULES, 1988 AND FORMING PART OF THE DIRECTORS REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2010.

### 1. CONSERVATION OF ENERGY

#### FORM "A"

Your Company falls out of the purview of the list of Industries which are required to furnish the necessary information in Form A.

### II Disclosure of Particulars with respect to Technology Absorption, Adaptation and Innovation (To the extent applicable)

#### Form "B"

	Current year	Previous year
1) Research & Development ( R & D )	NIL	NIL
2) Technology absorption, Adaptation and innovation	NIL	NIL
III Foreign Exchange		
Earnings	NIL	NIL
Outgo	NIL	NIL

For Uni-Tubes Limited

s/d

**Parimal Shah**

Managing Director

Date : 31st Aug, 2011

Place: Vadodara

### **COMPLIANCE WITH CODE OF CONDUCT**

The Company has put in place a code of conduct for its Board of Directors and senior management personnel. Declarations of compliance with the code of conduct have been received from all Board members and senior management personnel. A certificate to this effect from Mr.Parimal Shah, Managing Director forms part of this Report.

## **CODE OF CONDUCT FOR BOARD MEMBERS & SENIOR MANAGEMENT**

### **Introduction**

Uni-Tubes Limited has a vision for total customer satisfaction and enhancing stakeholders' value. The Company's philosophy on corporate governance revolves around fair and transparent governance and disclosure practices. This includes respect for human values, individual dignity, and adherence to honest, ethical and professional conduct.

### **Applicability**

This Code of Conduct is applicable to the Members of the Board of Directors of the Company and Senior Management, defined as members of core management team excluding Board of Directors but including all functional heads (hereinafter collectively referred to as Senior Officers).

The Senior Officers shall confirm that they have received, read and understood the Code of Conduct, and agree to comply with the Code annually in the format specified.

## **The Code**

Following are the covenants of the Code of Conduct for board members and senior management

### **Honest and Ethical Conduct:**

Senior Officers are expected to comply with all applicable laws, rules and regulations and all applicable policies and procedures adopted by the Company with the highest standard of personal and professional integrity, honesty and ethical conduct.

### **Confidential Information:**

Senior Officers have to secure, preserve, safeguard and use discreetly, confidential information in the best interest of the Company. They should not divulge or communicate such information to third parties except when authorized for the business reasons.

### **Related Parties:**

Senior Officers should avoid conducting company business in any significant way with a relative (as defined in the Companies Act, 1956), or with a business in which a close relative is associated, without intimation to the Board of Directors.

### **Exclusivity:**

Senior Officers are expected to devote their full attention with integrity and honesty to the business interests of the Company. They are prohibited from engaging in any activity that interferes with his proper discharge of responsibilities of the Company, or is in conflict with or prejudicial to the interests of the Company.

### **Gratuities and Gifts:**

The Company's policy prohibits the receipt of gifts and gratuities, particularly from individuals or firms with which the Company has business dealings. The only exception is the receipt of complementary items that carry Company's name printed or embossed on it so as to clearly establish that it is a sales promotional item. To the extent possible all such gifts or hospitalities must be declined so as to ensure that Senior Officers are not put in an obligatory position vis-à-vis the company customer, supplier or trader.

### **Protection and Proper Use of Company's Assets:**

Senior Officers are responsible for effective control and appropriate use of all Company's resources entrusted to them in the official discharge of their duty. Company's assets should be used only for legitimate business purposes.

### **Insider Trading:**

Senior Officers should abide by company's insider trading policy in compliance with the SEBI (Prohibition of Insider Trading) Regulations 1992, as adopted by the Board of Directors of the Company.

### **Anti Harassment Policy:**

The Senior Officers should adhere to and facilitate effective functioning of the Company's mechanism for redressal of complaints of harassment of any nature as per laid down policies and principles.

### **Compliance with the Code:**

Any Senior Officer who knows or suspect violation of applicable laws, rules or regulations or this Code of Conduct, must immediately report such information to the HR Department. This will help safeguard company's assets and reputation.

The Board of Directors of the Company shall designate appropriate person to determine appropriate action in case of violation of the Code.

### **Disclosures**

- (a) There are no transactions with related parties i.e. with Promoters, Directors, Management, Subsidiaries or Relatives that may have potential conflict of interest with the Company at large.
- (b) There has been no instance of non-compliance by the Company on any matter related to Capital Markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority does not arise.

- (c) In Compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading Regulations, 1992) as amended till date, on Prohibition of Insider Trading, the Company has a comprehensive Code of Conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. However whistle blower policy has not been formed during the year under review. Further, we affirm that no personnel have been denied access to the Audit Committee.
- (d) Share Reconciliation Statement (Formerly known as Secretarial Audit Report):- A qualified Practicing Company Secretary carried out Secretarial Audit on quarterly basis to reconcile the total issued and listed capital. The secretarial audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and/or the total number of dematerialized shares held with NSDL and CDSL.

#### **Disclosures on Non-Mandatory Requirements**

The Company has adopted/complied with the following non-mandatory requirements as prescribed in Annexure I D to Clause 49 of Listing Agreement with the Stock Exchange :-

- a) The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.
- b) We publish our quarterly results and half yearly results in widely circulated newspapers whereas we did not send half yearly results to any of shareholders.
- c) The financial statements of the Company are unqualified.
- d) The Board of Directors of the Company at its meeting held on 30<sup>th</sup> June 2009 has adopted the Whistle Blower Policy and appointed an ombudsperson. Employees can report to the Management concerned unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy. No Employee has been denied access to the Audit Committee.

### **CORPORATE GOVERNANCE REPORT**

Pursuant to clause 49 of the listing agreement, a report on corporate governance is given below :

#### **1) Company's philosophy on code of governance.**

Corporate Governance deals with the laws, procedures, and practice to determine Company's ability to take managerial decisions and in particular relations with Shareholders, Customers/Suppliers and Employees. The objective of Good Corporate Governance is to enhance the long-term shareholders value and maximize interest of other Shareholders. This in turn will lead to corporate growth and the actions of the management arising out of this Corporate Governance would create wealth for the Company as well as for Society at large.

#### **2) Board of Directors**

##### **a) Composition**

The present strength of the Board is 4 Directors. The Board comprises of non-executive Directors.

During the year five Board meetings were held and the gap between two meetings did not exceed 4 months. The Board meetings were held on 30th April 2010, 30th July 2010, 30th September 2010, 30th October 2010, 30th January 2011.

None of the Directors on the Board is a member of more than 10 Committees & more than 5 Committees as Chairman.

The names and category of Directors on the Board, their attendance at Board meetings during the year and at the last Annual General Meetings and also the number of Directorships and Committee Memberships/Chairmanships held by them in other Companies are give below :

Name	Category / Designation	No. of outside Directorship and Committee membership / Chairmanship			
		Public Company	Private Company	Committee Membership	Chairmanship
Parimal Shah	Promoters/Executive Director	1	1	2	Nil
Umesh Gandhi	Non-Executive Director	Nil	2	3	Nil
Shailesh Naik w.e.f.01-04-2011	Non-Executive Director Independent	Nil	Nil	Nil	Nil
Dilip Gajjar w.e.f.01-04-2011	Non-Executive/ Independent	Nil	Nil	Nil	Nil
Rakesh Shah Upto.01-04-2011	Independent	1	1	3	Nil

3) As Clause 49 (i)(B) of the Listing Agreement, the Company has no pecuniary relationship or transaction with the non-executive Directors vis-à-vis the Company.

**4) Audit Committee :**

The Company has no business activity; hence the Directors have not considered the formation of Audit Committee.

**5) Remuneration Committee:**

The company has no business activity, and none of the Directors take any remuneration. Hence the Directors have not considered the formation of Remuneration Committee.

Details of Remuneration paid to the Directors: NIL

The Directors have also decided not to receive the sitting fees in view of the financial position of the Company.

**The Transfer and Investor Grievance Committee:**

The investors/shareholders grievance committee comprises entirely of non-executive Directors. The Share transfer and investor grievance committee meeting were held during the year 2010-2011 on 25th April 10, 30th May 10, 24th July 10, 11th Sept.10, 23rd Dec., 2010, 28th March 11.

All the complaints received from the Shareholders have been attended.

**6. General Body Meetings:**

**Date of AGM**

**Location**

30 <sup>th</sup> September 2005	At the Registered office of the Company
30 <sup>th</sup> September 2006	At the Registered office of the Company
29 <sup>th</sup> September 2007	At the Registered office of the Company
30 <sup>th</sup> September 2008	At the Registered office of the Company
30 <sup>th</sup> September 2009	At the Registered office of the Company
30 <sup>th</sup> September 2010	At the Registered office of the Company

No Special Resolution was put through postal ballot during the previous year.

**7. Disclosures:**

a) There are no applicable Disclosure of related party transactions as required by the Accounting Standard 18. There are no material significant transactions with its promoters, as a Director or the management or relatives or subsidiaries that may have potential conflicts with the interest of the Company.

b) There is no non-compliance by the Company except the circumstantial delay caused, penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to Capital market during the last 4 years.

## 8. General Shareholders information

Sr. No.	Particulars	Date
1.	Annual General Meeting	30th September 2011
2.	Dates of Book-closure	28th September to 30th September-11 (Both days inclusive)
3.	Record Date	--
4.	Dividend Payment date	N.A.
5.	Listed on Stock Exchange	MUMBAI , VADODARA
6.	Stock Code	Physical : 500426 BSE

### Address for communication :

Registered Office :607, World Trade Centre, Sayajigunj, **Vadodara – 390 005**. Phone : 0265-2363496

**Share Transfer System:** All transfer requests are received and processed by Share transfer Registrar( R.T.A. ) Purva Sharegistry (India) Limited after a careful scrutiny of the same for transfer or rejection, as the case may.

## 9. Distribution of Share Holding as on 31<sup>st</sup> March 2011

Shares Holding	No.of Shareholder	Shareholders in %	No of Shares	Shares in %
upto 500	1519	64%	369320	11.35%
501-1000	330	14%	298800	9.18%
1001-2000	161	10%	208600	6.41%
2001-3000	173	7%	431780	13.27%
3001-4000	35	1%	123400	3.79%
4001-5000	39	2%	189500	5.82%
5001-10000	32	1%	237900	7.31%
10001-Above	25	1%	1395700	42.87%
	<b>2392</b>	<b>100%</b>	<b>3255000</b>	<b>100%</b>

## 10) Shareholding pattern as on 31<sup>st</sup> March, 2011

Total Nominal Value : Rs.32550000 Total No. of Shares : 3255000

Nominal Value of each Shares : Rs/10/- Paid up Value of each Shares Rs.10/-

<b>Category</b>	<b>No. of Shares</b>	<b>% of Shareholding</b>
Indian Promoters & Group	666200	20.47
Mutual Funds & UTI	00	00
FII's	00	00
Banks & Financial Institution	00	00
Corporate Bodies	556400	17.09
Indian Public	1978000	60.76
NRIs/OCBs	54400	1.67
<b>Total</b>	<b>3255000</b>	<b>100</b>

## 12) Market Price data

Rs. NIL High NIL and Rs. NIL Low during each Month for financial year 2010 – 2011 Not Traded  
The Securities of the Company were not traded on the Stock Exchanges.

## Dematerialization of Shares as on 31<sup>st</sup> March, 2011 and Liquidity.

The Company's Shares are not traded in Dematerialized form since the application is still pending with CDSL and NSDL

By Order of the Board  
**For Uni-Tubes Limited**

S/d- S/d-  
Parimal Shah Umesh Gandhi  
Director Director

**Date : 31<sup>st</sup> August 2011**

**Place : Vadodara**

## CEO CERTIFICATE

We hereby certify that for the financial year ending 31st March, 2011 on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that :-

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws, regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2010-11 which are fraudulent, illegal or violate the Company's code of conduct.
4. 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 those deficiencies of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.
5. We further certify that :-
  - a. There have been no significant changes in internal control during this year.
  - b. there have been no significant changes in accounting policies during this year
  - c. there have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control systems.

**For Uni-Tubes Limited**

s/d

**Parimal Shah**

Managing Director

Date : 21st Aug, 2011

Place: Vadodara

## AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of

**UNI-TUBES LIMITED**

607, World Trade Center

Sayajigunj, VADODARA

We have examined the compliance of conditions of corporate governance by Uni-Tubes Limited (the Company) for the year ended 31st March, 2011 as stipulated in clause 49 of the listing agreement of the Company with Stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above-mentioned listing agreements.

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

**FOR PARIKH SHAH CHOTALIA & ASSOCIATES**

CHARTERED ACCOUNTANTS

s/d

V.M. PARIKH

PLACE: VADODARA

Date : 31st Aug, 2011

PARTNER



**UNI TUBES LTD.**  
**BALANCE SHEET FOR THE YEAR ENDED 31ST MARCH 2011**

PARTICULARS	SCHEDULE	AS AT 31/03/2011 Rupees	AS AT 31/03/2010 Rupees
<b>SOURCES OF FUNDS:</b>			
Share holders' Funds :			
Share Capital	A	28701500	28701500
Reserves and Surplus	B	1258469	1258469
		<u>29959969</u>	<u>29959969</u>
Loan Funds :			
Secured Loans	C	4958928	4958928
Unsecured Loans	D	1911418	1911418
		<u>6870346</u>	<u>6870346</u>
	<b>TOTAL Rs.</b>	<b><u>36830315</u></b>	<b><u>36830315</u></b>
<b>APPLICATION OF FUNDS:</b>			
Fixed Assets		0	0
Investments		0	0
Current Assets, Loans & Advances			
Sundry Debtors	E	9694536	9792636
Cash & Bank Balances	F	139343	16648
Loans and Advances	G	1940462	1940462
	<b>SUB TOTAL</b>	<u>11774341</u>	<u>11749746</u>
Less : Current Liabilities & Provisions	H	17673913	17668913
Net Current Assets		-5899572	-5919167
Profit and Loss Account		42729887	42749482
	<b>TOTAL Rs.</b>	<b><u>36830315</u></b>	<b><u>36830315</u></b>
Significant Accounting Policies and Notes on Accounts			
As per our report of even date attached			
<b>For Parikh Shah Chotalia &amp; Associates Chartered Accountants</b>		<b>For and on behalf of the Board</b>	
( FRN 118493W )		<b>UNI TUBES LIMITED</b>	
s/d		s/d	
( VIJAY M. PARIKH ) PARTNER Membership No: 03177		PARIMAL SHAH Director	
		UMESH GANDHI Director	
PLACE: VADODARA DATED: 31/08/2011		Place : Vadodara Date : 31/08/2011	

## UNI TUBES LTD.

### PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2011

PARTICULARS	SCHEDULE	2010-11 Rupees	2009-10 Rupees
<b>INCOME :</b>			
Sales		9,39,900	0
	<b>TOTAL</b>	<b>9,39,900</b>	<b>0</b>
<b>EXPENDITURE :</b>			
Purchases		7,23,000	
Administrative and Other Expenses	I	196,669	24,345
Bank Charges		636	0
Total Expenditure		920,305	24,345
<b>Profit/(-loss) for the year</b>		<b>19,595</b>	<b>-24,345</b>
Balance of loss brought forward		4,27,49,482	4,27,25,137
Balance Of Loss Carried Forward to Balance Sheet		<b>4,27,29,887</b>	<b>4,27,49,482</b>

#### Significant Accounting Policies AND Notes on Accounts

J

As per our report of even date  
attached

**For Parikh Shah Chotalia & Associates**

**For and on behalf of the Board**

**Chartered Accountants**

s/d

s/d

**( FRN 118493W )**

**PARIMAL SHAH**

**UMESH GANDHI**

**Director**

**Director**

s/d

**( VIJAY M. PARIKH )**

**Place : Vadodara**

**PARTNER**

**Date : 31/08/2011**

**Membership No 031773**

**PLACE: VADODARA**

**DATED:31-08-2011**

**UNI TUBES LTD.****SCHEDULES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH 2011****SCHEDULE - A  
SHARE CAPITAL**

PARTICULARS	AS AT	AS AT
	31/03/2011	31/03/2010
	Rupees	Rupees
<b>Authorised :</b>		
35,00,000 Equity Shares of Rs. 10/- each	3,50,00,000	3,50,00,000
	<b>3,50,00,000</b>	<b>3,50,00,000</b>
<b>Issued Subscribed and Paid up :</b>		
3255000 Equity Shares of Rs. 10/- each	3,25,50,000	3,25,50,000
Less : Calls in Arrears	38,48,500	38,48,500
<b>TOTAL</b>	<b>2,87,01,500</b>	<b>2,87,01,500</b>

**SCHEDULE - B  
RESERVE AND SURPLUS**

PARTICULARS	AS AT	AS AT
	31/03/2011	31/03/2010
Subsidy	12,58,469	12,58,469
<b>TOTAL</b>	<b>12,58,469</b>	<b>12,58,469</b>

**SCHEDULE - C  
SECURED LOANS**

PARTICULARS	AS AT	AS AT
	31/03/2011	31/03/2010
Term Loan from Gujarat State Financial Corporation Interest Accrued and Due ( Secured by way of Equitable Mortgage of Immovable Property of the Company{ auctioned by G.S.F.C. during F.Y. 1999- 2000} and further secured by Hypothecation of all movable assets both Present and future and personal guarantee of one of the Directors)	13,77,934	13,77,934
	25,80,844	25,80,844
Working Capital Loan From Union Bank Of India (Secured by way of first charge on Inventory & Book-Debts of the Company and also further secured by perssonel Guarantee of one of the Directors)	10,00,150	10,00,150
<b>TOTAL</b>	<b>49,58,928</b>	<b>49,58,928</b>

<b>SCHEDULE - D</b>		
<b>UNSECURED LOANS</b>		
<b>PARTICULARS</b>	<b>AS AT 31/03/2011</b>	<b>AS AT 31/03/2010</b>
Loan from Directors	14,03,000	14,03,000
Loan from G.I.D.C.	89,154	89,154
Loan from Others	4,19,264	4,19,264
<b>TOTAL</b>	<b>19,11,418</b>	<b>19,11,418</b>

<b>SCHEDULE - E</b>		
<b>SUNDRY DEBTORS (UNSECURED)</b>		
<b>PARTICULARS</b>	<b>AS AT 31/03/2011</b>	<b>AS AT 31/03/2010</b>
(a) Less than six months	0	0
(b) Outstanding over six months		
1) Considered Good	0	0
2) Considered Doubtful	1,88,95,650	1,89,93,750
	1,88,95,650	1,89,93,750
Less : Provision for doubtful Debts	92,01,114	92,01,114
<b>TOTAL</b>	<b>96,94,536</b>	<b>97,92,636</b>

<b>SCHEDULE - F</b>		
<b>CASH &amp; BANK BALANCES</b>		
<b>PARTICULARS</b>	<b>AS AT 31/03/2011</b>	<b>AS AT 31/03/2010</b>
Cash in hand	1,12,466	5,991
Balance In Current Account with Schedule Bank	6,656	0
Balance In Current Account with Nationalize Banks	20,220	10,656
<b>TOTAL</b>	<b>1,39,342</b>	<b>16,647</b>

<b>SCHEDULE - G</b>		
<b>LOANS &amp; ADVANCES</b>		
<b>PARTICULARS</b>	<b>AS AT 31/03/2011</b>	<b>AS AT 31/03/2010</b>
a) Advances recoverable in Cash or Kind of for value to be received including Rs. 10,434/- due from Managing Director of the company	19,23,062	19,23,062
b) Sundry Deposit	17,400	17,400
<b>TOTAL</b>	<b>19,40,462</b>	<b>19,40,462</b>

<b>SCHEDULE - H</b>		
<b>CURRENT LIABILITIES AND PROVISIONS</b>		
<b>PARTICULARS</b>	<b>AS AT 31/03/2011</b>	<b>AS AT 31/03/2010</b>
<b>A) CURRENT LIABILITIES</b>		
Sundry Creditors	1,76,52,103	1,76,47,103
<b>B) PROVISIONS</b>		
Provision for Audit Fees	21,810	21,810
<b>TOTAL</b>	<b>1,76,73,913</b>	<b>1,76,68,913</b>

<b>SCHEDULE - I</b>		
<b>ADMINISTRATIVE EXPENSES AND SELLING EXPENSES</b>		
<b>PARTICULARS</b>	<b>AS AT 31/03/2011</b>	<b>AS AT 31/03/2010</b>
Printing & Stationery	12,000	5,500
R.O.C. Filling Fees	1,500	8,675
Postage Exp.	4,000	8,000
Office Expenses	3,995	670
Salary	36,000	1,500
Listing Fees	1,29,344	0
Professional Fees	4,000	0
Audit Fees	5,000	0
Demat Account Charges	830	0
<b>TOTAL</b>	<b>1,96,669</b>	<b>24,345</b>

---

#### **SCHEDULE – J**

#### **SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**

Significant Accounting Policies:

#### **Basis of preparation of Financial Statements:**

- a) The financial statements have been prepared on historical cost convention of accounting and in accordance with the provisions of the Companies Act 1956 as amended, to the extent disclosed in the Notes. All income and expenditure having a material bearing on financial statements are recognised on accrual basis.
  - b) Accounting policies not specifically referred to otherwise be consistent and in consonance with generally accepted accounting principles.
-

**Notes on Accounts:**

---

1. Corresponding figures of the previous year have been regrouped and reclassified to make them comparable with current year's figures wherever necessary.
2. Letters seeking confirmation of balances outstanding from Banks, debtors, creditors and others are not being issued. Accordingly balances as on 31<sup>st</sup> March, 2011 as appearing in books of account have been recognised and are subject to reconciliation / adjustments, if any, when the accounts of the concerned parties are reconciled and settled.
3. No provision for Income tax liability is considered necessary in view of brought forward losses.
4. The deferred tax assets has not been recognised as provided by Accounting Standards 22 as there is no reasonable certainty of sufficient taxable income being available against which such deferred tax assets can be realised.
5. In the opinion of Board, Current Assets and Loans and Advances are at values stated in the Balance Sheet, if realisable in the ordinary course of business.
6. Term Loan from Gujarat State Financial Corporation (GSFC) is secured by way of first charge on the fixed assets of the Company, both present and future, and the personal guarantee of one of the Directors. As the Company has defaulted in repayment of dues to Gujarat State Financial Corporation, it took the possession of all the fixed assets of the Company during the 1999-2000 and realised an amount of Rs. 17,61,000/- from the sale of those assets. The balance amount including interest due thereon is still payable to GSFC. However in absence of necessary details with regard to interest charged by GSFC, no provision is made for the year 2010-11  
The Company has availed financial assistance from National Small Industries Corporation (NSIC) under Material Assistance Scheme. No interest has been provided in the books for the year 2010-11 on outstanding amount of Rs, 1,75,07,713/- as on 01-04-2010.
7. The Company is "SICK " within the meaning of clause (o) of Sub-Section (1) of Section 3 of Sick Industrial Companies (Special Provision) Act 1985 (SICA), However as the company is Small Scale Industry it is not eligible for making reference to Board for Industrial and Financial Reconstruction for declaration of Sick Industrial Undertaking.
8. ADDITIONAL INFORMATION PURSUANT TO THE PROVISIONS OF PARAGRAPHS 3 & 4 (C) & (D) OF PART - II OF SCHEDULE - VI TO THE COMPANIES ACT 1956

I. In respect of products manufactured – Health Care Product  
(Rehabilitation – AIDS)

	2010-11	2009-10
i Licensed Capacity	N A	N A
ii Installed Capacity	N A	N A
iii Production:	NIL	NIL
Finished Goods Purchases	NIL	NIL
<b>A. Sales</b>		
Manufacturing Sales	NIL	NIL
Trading Sales	Rs 939900/-	NIL
<b>Opening Stock</b>	NIL	NIL
<b>Closing Stock</b>	NIL	NIL
<b>B. Purchases</b>		
Trading Items	Rs. 723000/-	NIL

<b>C. Stores and Spares consumed</b>	<u>Value / Rs. Percentage</u>	
Indigenous	NIL	NIL
Imported	NIL	NIL

**II** Material Imported during the year  
(At C.I.F Value) in respect of

a.	Raw Materials	Rs.	NIL
b.	Components and spares parts		NIL
c.	Capital Goods		NIL

**III** Expenditure in foreign currency during the financial year on account of

a.	Travelling		NIL
b.	Know – how process information Expenditure		NIL NIL

**IV** Earning in Foreign Exchange

a.	FOB value of Exports	Rs	NIL
----	----------------------	----	-----

9. .Statement pursuant to Part IV of Schedule VI to the Companies Act, 1956.

I. Registration Details: Balance Sheet Date 31.03.2011  
Registration No. : 04-12843 State Code: 04

II. Capital Raised during the year **(Amount Rupees in Thousand)**

Public Issue	:	NIL	Bonus Issue:	NIL
Right Issue	:	NIL	Private Placement:	NIL
A) Total Issue	:	NIL		
B) Capital Raised	:	NIL		

**Position of Mobilisation and Deployment of Funds**

Total Liabilities:	36830	Total Assets:	36830
--------------------	-------	---------------	-------

**Sources of Funds**

Paid-up Capital:	28702	Reserves & Surplus:	1258
------------------	-------	---------------------	------

Share Application: NIL

Secured Loans:	4959	Unsecured Loans:	1911
----------------	------	------------------	------

**Application of Funds**

Net Fixed Assets:	NIL	Net Current Assets:	-5900
-------------------	-----	---------------------	-------

Misc. Expenditure:		Investment:	
--------------------	--	-------------	--

Accumulated Losses	:	42730
-----------------------	---	-------

IV. Performance of Company

Other Income : 940  
& Other Income

Total Expenditure: 920

Profit Before Tax : 20

Profit After Tax: 20

Earning per Share: -

Dividend Rate %: NIL

Signatures to Schedule A to J

**FOR PARIKH SHAH CHOTALIA & ASSOCIATES**  
CHARTERED ACCOUNTANTS

For and on behalf of the Board  
**UNI-TUBES LIMITED**

s/d

V.M. PARIKH  
PARTNER  
PLACE: VADODARA  
Date : 31/08/2011

s/d

PARIMAL SHAH      UMESH GANDHI  
DIRECTOR              DIRECTOR  
PLACE: VADODARA  
Date : 31/08/2011



**UNI – TUBES IMITED**

Regd. Office : 607, WORLD TRADE CENTER SAYAJIGUNJ VADODARA - 5

**ATTENDANCE SLIP**

**ANNUAL GENERAL MEETING 30<sup>th</sup> SEPT. 2011**

I hereby record my presence at ANNUAL GENERAL MEETING of the Company at 607, WORLD TRADE CENTER SAYAJIGUNJ VADODARA on , 30 SEPT, 2011 at 11 a.m..

Folio No.....DP ID\*.....Client ID\*.....

No. of Shares held .....

Full name of the Shareholder/Proxy(in block Letters)

Signature\_\_\_\_\_

Note : Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand over at the entrance of the hall.

-----TEAR – HERE-----

**UNI – TUBES LIMITED**

Regd. Office : 607, WORLD TRADE CENTER SAYAJIGUNJ VADODARA - 5

**PROXY FORM**

Folio No.....DP ID\*.....Client ID\*.....

I/We.....of

.....in the district of .....being a members(s) of the above named Company, hereby appoint.....of.....in the district of .....or failing

him..... of.....in the district of ..... as my/our proxy to vote for me/us on my/our behalf at ANNUAL GENERAL MEETING of the Company at 607 WORLD TRADE CENTER SAYAJIGUNJ VADODARA on 30<sup>TH</sup> SEPT, 2011 at 11.00 a.m. and at any adjournment thereof.

Rs. 1  
Revenue

Signed this.....date of .....2011 Signature\_\_\_\_\_

Note : 1. The proxy need not be a member.

The Proxy Form duly signed across revenue stamp should be deposited at the Registered Office of the Company not later than 48 hours.

**Book-Post**

**To,**

***Important Communication to Members***

*The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by companies and has issued circular stating that service of notices/documents including Annual Report can be made by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their email address, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with Purva Sharegistry (India) Limited email: [busicomp@vsnl.com](mailto:busicomp@vsnl.com) or [contact@unitubes.co.in](mailto:contact@unitubes.co.in)*

***If undelivered to:***

Registered office:  
**UNI – TUBES LIMITED**  
607, WORLD TRADE CENTRE,  
SAYAJIGUNJ,  
VADODARA – 390 005. (GUJARAT)