



UNI- TUBES LIMITED

23nd
ANNUAL
REPORT

YEAR 2011 - 2012

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

23rd ANNUAL REPORT 2011-2012

UNI-TUBES LIMITED

BOARD OF DIRECTORS

**PARIMAL R SHAH
UMESH GANDHI
SHAILESH NAIK
DILIP GAJJAR**

**: EXECUTIVE DIRECTOR
: EXECUTIVE DIRECTOR
: NON EXECUTIVE DIRECTOR
: NON EXECUTIVE DIRECTOR**

Registered office:

UNI – TUBES LIMITED

607, WORLD TRADE CENTRE,
SAYAJIGUNJ,
VADODARA – 390 005. (GUJARAT)

ANNUAL GENERAL MEETING

Date: 30/07/2012

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

SECRETARIAL AUDITORS

Ahsok Shailat & Associates

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 23rd Annual General Meeting of the members of Uni-Tubes Limited will be held on Thursday, the 30th July-2012 at 11.00 a.m. at its Registered Office at 607, World Trade Centre, Sayajgunj, Vadodara - 390 005 to transact the following business :-

ORDINARY BUSINESS:

To receive, consider and adopt the audited Balance Sheet as at 31st March, 2012 and the Profit and Loss Account for the year ended on that date together with the Auditors and Directors Report thereon.

To appoint a Director in place of Mr. Dilip Gujjar, Director of the Company who retires by rotation and, being eligible, offers himself for reappointment.

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

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.

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-
Parimal Shah
Director

S/d-
Umesh Gandhi
Director

Date : 25th June 2012

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 July, 2011 to 30th July,2012 (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-
Parimal Shah
Director

S/d-
Umesh Gandhi
Director

Date : 25th June 2012
Place : Vadodara

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DIRECTORS' REPORT TO THE SHAREHOLDERS

Dear Shareholders,

Your Directors take immense pleasure in presenting their Thirtieth Directors' Report together with the Audited Accounts for the financial year ended 31st March, 2012.

FINANCIAL PERFORMANCE

For the Financial Year Ended 31st March, 2012

(Rs. In Lacs)

Particulars	Year Ended March 31, 2012	Year Ended March 31, 2011
Profit/(Loss) before tax	(08.85)	00.19
Less: Provision for Taxation		
— Current Tax	0.00	0.00
— Deferred Tax	0.00	0.00
— Relating to earlier years	—	—
Profit/(Loss) after tax	(08.85)	00.19
Add: Balance brought forward from last year	(427.29)	(427.49)
Surplus available for appropriation	12.58	12.58
Less: Appropriations		
Dividend on Equity Shares		
Proposed	—	—
Interim	—	—
Dividend Distribution Tax	—	—
Transfer to General Reserve		
Surplus carried to Balance Sheet	(423.57)	(414.71)

During the year under review, your Company has incurred Loss for Rs. 08.85 Lacs as against Profit After Tax for Rs. 0.19 Lacs during the previous financial year.

DIVIDEND

Your Directors not recommend dividend during this year.

RESERVES

During the year under review, your Company has not transferred any sum to General Reserves.

Management discussion analysis report

The Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section which forms part of the Annual Report.

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 2011 and to a large extent in 2012. The implications of this, for India's strategy to return to the 7.0 per cent growth trajectory, are that public policy must promote business confidence and facilitate increased investment.

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 off 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, non of the Directors of the Company are disqualified under section 274(1)(g) of the Companies Act 1956.

Auditors

Auditors M/s PARIKH SHAH CHOTALIA & ASSOCIATES Chartered Accountants, Vadodara 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.

Particulars of employees

There is no employee in the Company drawing salary beyond the limit as specified under Section 217 (2A) of Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements of section 217(2AA) of the Companies Act, 1956, your directors confirm that:

In the preparation of the annual accounts, the applicable Accounting Standards have been followed;

The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 loss of the Company for the year under review;

The Directors have taken proper and sufficient care of 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 prevention and detecting fraud and other irregularities;

The Directors have prepared the accounts for the year ended 31st March, 2012 on a going concern basis.

AUDITORS' REPORT

The Auditors' Report to the shareholder does not contain any reservation, qualification or adverse remark.

SECRETARIAL AUDIT

In order to strengthen the internal audit of the secretarial department of your Company, a comprehensive audit is being conducted by M/s. Ashok Shailat Associates, Company Secretaries, Vadodara at specified intervals. The recommendations made by the Secretarial Auditors are implemented in order to improve the processes in the Secretarial Department.

ACKNOWLEDGEMENTS

Your Directors would like to thank various bodies and statutory authorities including bankers, SEBI, RBI, ROC, Stock Exchanges, etc. for their co-operation. Thanks are also due to the Shareholders for their co-operation and the confidence they reposed in the management.

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 31ST MARCH, 2011.

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

By Order of the Board
For Uni-Tubes Limited

S/d-
Parimal Shah
Director

S/d-
Umesh Gandhi
Director

Date : 25th June 2012

Place : Vadodara

MANAGEMENT DISCUSSION ANALYSIS

Segment wise performance

Income from Trading in Agro-Commodities

The Company physically trades Agro-Commodities, Metals and other allied products. It facilitates procurement from low-cost producer markets for distribution in high-demand consumer markets. The company manages a strong sourcing network in all major commodity growing states of India.

Outlook

Your Company is one of the better players in the market and is having its presence in different business segment viz Agro-Commodities, Metals and other allied products.

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.

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 structures induction process at its business locations and management development programmers 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.

Subsidiary companies:

Your Company has no subsidiary Company.

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.

Corporate Social Responsibility (CSR)

Corporate Social Responsibility (CSR) is 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 stake holders 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 issue the 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.

LISTING OF SHARES, PAYMENT OF LISTING FEES

The Company's Equity Shares are presently listed on Bombay Stock Exchange Limited (BSE) and Vadodara Stock Exchange Limited (VSE). The Company has paid the annual listing fees for the year 2011-12 to BSE.

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-
Parimal Shah
Director

S/d-
Umesh Gandhi
Director

DATE: 25/05/2012

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, 2012.

For Uni-Tubes Limited

s/d
Parimal Shah
Managing Director

DATE: 25/05/2012

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 30th 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 2011, 30th July 2011, 30th September 2011, 30th October 2011, 30th January 2012.

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	Non-Executive Director Independent	Nil	Nil	Nil	Nil
Dilip Gajjar	Non-Executive/ Independent	Nil	Nil	Nil	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 2011-2012 on 25th April 11, 30th May 11, 24th July 11, 11th Sept.11, 23rd Dec., 2011, 28th March 12.

All the complaints received from the Shareholders have been attended.

6. General Body Meetings:

Date of AGM	Location
30 th September 2006	At the Registered office of the Company
29 th September 2007	At the Registered office of the Company
30 th September 2008	At the Registered office of the Company
30 th September 2009	At the Registered office of the Company
30 th September 2010	At the Registered office of the Company
30 th September 2011	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 partly 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 July-2012
2.	Dates of Book-closure	28th July to 30th July-2012 (Both days inclusive)
3.	Record Date	--
4.	Dividend Payment date	N.A.
5.	Listed on Stock Exchange	MUMBAI , VADODARA
6.	Stock Code	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 31st March 2012

Shares Holding	No. of Shareholder	Shareholders in %	No of Shares	Shares in %
upto 500	1557	65.84%	380800	11.70%
501-1000	347	14.67%	311700	9.58%
1001-2000	194	8.20%	304510	9.36%
2001-3000	138	5.84%	344500	10.58%
3001-4000	32	1.35%	113400	3.48%
4001-5000	34	1.44%	163700	5.03%
5001-10000	26	1.1%	199100	6.12%
10001-Above	37	1.56%	1437290	44.16%
	2365	100%	3255000	100%

11) Shareholding pattern as on 31st March, 2012

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/-

Category	No. of Shares	% of Shareholding
Indian Promoters & Group	453900	13.94
Mutual Funds & UTI	00	00
FII's	00	00
Banks & Financial Institution	00	00
Corporate Bodies	130000	3.99
Indian Public	2618000	80.44
NRIs/OCBs	53100	1.63
Total	3255000	100

12) Market Price data

Month	High Price	Low Price	No. of Shares
Oct-11	15.00	10.05	200
Jan-12	14.30	13.00	300

Feb-12	12.40	7.20	1200
Mar-12	6.85	5.89	600
Apr-12	5.60	5.33	1000
Jun-12	5.10	5.10	200

Dematerialization of Shares as on 31st March, 2012 and Liquidity.

Shares Demaed in NSDL: 33500 Application is pending at CDSL.for Dematerialization of Shares.

By Order of the Board
For Uni-Tubes Limited

S/d-
Parimal Shah
Director

S/d-
Umesh Gandhi
Director

DATE: 25/05/2012

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: 25/05/2012

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

PARTNER

PLACE: VADODARA

DATE: 28/05/2012

UNI-TUBES LTD.
BALANCE SHEET AS AT 31/03/12

	PARTICULARS	Note No.	On 31/03/12 Rs.	Rs.	On 31/03/11 Rs.	Rs.
I.	EQUITY AND LIABILITIES					
1.	Shareholder's funds					
	(a) Share Capital	2	32550000		28701500	
	(b) Reserves and Surplus	3	-42357198		-41471418	
	(c) Money received against share warrants		0		0	
				-9807198		-12769918
2.	Share application money pending allotment (To the extent not refundable)					
3.	Non- current liabilities					
	(a) Long-term borrowings	4	5561510		5450932	
	(b) Deferred Tax liabilities (Net)		0			
	(c) Other Long term liabilities		0			
	(d) Long-term Provisions		0			
				5561510		5450932
4.	Current Liabilities					
	(a) Short term borrowings	5	18807863		18927127	
	(b) Trade payables	6	83153		166200	
	(c) Other current liabilities		0			
	(d) Short term provisions		0			
				18891016		19093327
	TOTAL			14645328		11774341
II	ASSETS					
1.	Non-current assets					
	(a) Fixed assets		0			
	(i) Tangible assets					
	(ii) Intangible assets					
	(iii) Capital work-in-progress		0			
	(iv) Intangible assets under development					
	(b) Non-current investments		0			
	(c) Deferred tax assets (net)		0			
	(d) Long-term loans and advances		0			
	(e) Other non-current assets	7	9016262		9694536	
				9016262		9694536
2.	Current assets					
	(a) Current investments		0			
	(b) Inventories		0			
	(c) Trade receivables		0			
	(d) Cash and Bank Balances	8	3688603		139343	
	(e) Short-term loans and advances	9	1923062		1923062	
	(f) Other current assets	10	17400		17400	
				5629065		2079805
	TOTAL			14645327		11774341

Significant accounting policies and notes to accounts
As per our report of even date attached

FOR PARIKH SHAH CHOTALIA & ASSOCIATES

CHARTERED ACCOUNTANTS

s/d

V.M. PARIKH

PARTNER

PLACE: VADODARA

DATE: 28/05/2012

For and on behalf of the Board

UNI-TUBES LIMITED

s/d

PARIMAL SHAH

DIRECTOR

s/d

UMESH GANDHI

DIRECTOR

PLACE: VADODARA

DATE: 28/05/2012

UNI-TUBES LTD.

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31/03/12

No	PARTICULARS	Note	Upto 31/03/12 Rs.	Rs.	Upto 31/03/11 Rs.	Rs.
I	Revenue from operations:	11				
	Sale of Products		38,03,053		9,39,900	
	Sale of Services		-		-	
	Other Operating Revenues		-		-	
	Less: Excise Duty		-	38,03,053		9,39,900
II	Other Income	12	(32,571)			-
III	Total Revenue (I + II)			37,70,482		9,39,900
IV	Expenses					
	Cost of Materials Consumed	13			7,23,000	
	Purchases of Stock in Trade		35,41,605			
	Changes in inventories of finished goods, work in progress and Stock-in- trade					
	Employee benefits expense	14	1,17,000		36,000	
	Finance Costs		-			
	Depreciation and amortization expense		-			
	Other expense	15	9,97,658		1,61,305	
	Total Expense			46,56,263		9,20,305
V	Profit before exceptional and extraordinary items and tax (III-IV)			(8,85,780)		19,595
VI	Exceptional Items					
VII.	Profit before extraordinary items and tax (V-VI)			(8,85,780)		19,595
VIII	Extraordinary items					
IX	Profit before tax (VII-VIII)			(8,85,780)		19,595
X	Tax expense:					
	(1) Current tax					
	(2) Deferred tax					
XI	Profit/(Loss) for the period from continuing operations (IX - X)			(8,85,780)		19,595
XII	Profit/(Loss) for the period from discontinuing operations					
XIII	Tax expense of discontinuing operations					
XIV	Profit/(Loss) from discontinuing operations (after tax) (XII-XIII)				-	-
XV	Profit/(Loss) for the period (XI + XIV)			(8,85,780)		19,595
XVI	Earnings per equity share:					
	(1) Basic					
	(2) Diluted					

See accompanying notes to the financial statements

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FOR PARIKH SHAH CHOTALIA & ASSOCIATES

CHARTERED ACCOUNTANTS

s/d

V.M. PARIKH

PARTNER

PLACE: VADODARA

DATE: 28/05/2012

For and on behalf of the Board

UNI-TUBES LIMITED

s/d

PARIMAL SHAH

DIRECTOR

s/d

UMESH GANDHI

DIRECTOR

PLACE: VADODARA

DATE: 28/05/2012

NOTES FORMING PART OF ACCOUNTS

Particulars	On 31/03/12		On 31/03/11	
	Rupees	Rupees	Rupees	Rupees
NOTE `2' SHARE CAPITAL				
-Authorised				
35,00,000 Equity Shares of Rs.10/- each [Previous Year :3500000 Equity Shares of Rs.10/- each]		35000000		35000000
-Issued, Subscribed and Paid up				
*32,55,000 Equity Shares of Rs.10/- each fully paid-up. [Previous Year : 3255000 Equity Shares of Rs.10/- each]		32550000		32550000
Less : Calls in arrears		0		3848500
TOTAL		32550000		28701500

List of Shareholders having 5% or more Shares (In Nos)

Name Of Shareholders	In Nos	In %	In Nos	In %
Mr Parimal R Shah	275620	8.47	275620	8.47

Particulars	On 31/03/12		On 31/03/11	
	Rupees	Rupees	Rupees	Rupees
NOTE `3' RESERVES AND SURPLUS				
Profit and Loss Account				
Opening Balance		-42729887		-42749482
Add/Less: Loss/ Profit During The Year		-885780		19595
Less: Proposed Dividend (Incl .Tax) (Disclose Amt of Dividend Per Share)				
Transfer to Reserves				
Bonus Shares				
Closing Balance		-43615667		42729887
Other reserve				
Subsidy		1258469		1258469
TOTAL		-42357198		-41471418

Particulars	Rupees	Rupees	Rupees	Rupees
	SHARE APPLICATION MONEY PENDING ALLOTMENT			
Share Application Money To the extent Not Refundable (Disclose Terms and Condition)		-		-
TOTAL				
Particulars	On 31/03/12		On 31/03/11	
	Rupees	Rupees	Rupees	Rupees
NOTE `4'				
LONG TERM BORROWINGS				
-Secured				
-From Gujarat State Financial Corporation		3958778		3958778
[Secured by way of Hypothecation of all movable assets of the Company both future and present and personal guarantee of one of the Directors of the Company) [Repayable within one year Rs 3958778/]				
- Unsecured				
- From Gujarat Industrial Development Corporation		89154		89154
Loans & Advance from Related Parties				
From Directors		1513578		1403000
<i>There is a continuing default in repayment of dues to Gujarat State Financial Corporation and Gujarat Industrial Development Corporation</i>				
TOTAL		5561510		5450932
Particulars	On 31/03/12		On 31/03/11	
	Rupees	Rupees	Rupees	Rupees
DEFERRED TAX LIABILITY				
Deferred Tax Liabilities				
Deferred Tax Assets				
Deferred Tax Liabilities (Net)				
TOTAL		0		0

Particulars	On 31/03/12		On 31/03/11	
	Rupees	Rupees	Rupees	Rupees
OTHER LONG TERM LIABILITIES				
Trade Payables (Out Of The Above Total Outstanding to MSM Enterprise are Rs._____) (Refere Note No .)				
Other Long Term Liability				
TOTAL		0		0
Particulars	On 31/03/12		On 31/03/11	
	Rupees	Rupees	Rupees	Rupees
LONG TERM PROVISIONS				
Provision For Employee Benefits				
Others				
TOTAL		0		0
Particulars	On 31/03/12		On 31/03/11	
	Rupees	Rupees	Rupees	Rupees
NOTE `5'				
SHORT TERM BORROWINGS				
-Secured				
Loans repayable on demand				
<i>From Union Bank of India</i>		1000150		1000150
[Secured by way of Hypothecation of Inventory and Receivables				
of the Company and also secured by way of personal guarantee				
of one of the Directors of the Company)				
<i>From National Smal Industries Corporation</i>		17507713		17507713
Other loan and advances		300000		419264
<i>There is a continuing default in repayment of dues to Union Bank of India & National Small Industries Corporation</i>		18807863		18927127

Particulars	On 31/03/12		On 31/03/11	
	Rupees	Rupees	Rupees	Rupees
NOTE '6'				
TRADE PAYABLES				
Trade Payables				
For Goods				
For Capital Goods and Capital Expenses				
For Expenses		81793		164840
Others				
For Statutory Dues		1360		1360
For Advances to Customers				
TOTAL		83153		166200
OTHER CURRENT LIABILITIES				
Current maturities of long term debt				
Current maturities of finance lease obligation				
Unpaid dividends				
Unpaid matured Deposits and Interest accrued thereon				
Interest Accrued and Due on borrowings				
Interest Accrued but not Due on Borrowings				
Income received in Advance				
Refundable Application Money received for allotment and Interest accrued thereon				
Other Payables (Specify Nature)				
TOTAL		0		0
SHORT TERM PROVISIONS				
Provision for Employee Benefits				
Other Provisions:				
Provision for Taxation				
Proposed Dividend				
Corporate Dividend Tax				
TOTAL		0		0
NON-CURRENT INVESTMENTS				
(All Quoted unless otherwise Specified)				
Number Face Value Per Unit Trade Investment (Long term) in Mutual Funds				
Number Face Value Per Unit Non - Trade Investment in				
Total Non- Current Investment		0		0

NOTE `13B'				
<p>CURRENT INVESTMENT</p> <p>Number Face Value Per Unit Trade Investment (Long term) in Subsidiary Companies</p> <p>Number Face Value Per Unit Non - Trade Investment in</p> <p style="text-align: right;">Total Non- Current Investment</p> <p>Aggregate NAV of Current Investment Aggregate amount of Quoted Investment Cost - Market Value</p> <p>Aggregate amount of Unquoted Investment</p> <p style="text-align: right;">TOTAL (14A+14B)</p>		<p>0</p> <hr/> <p>0</p> <hr/>		<p>0</p> <hr/> <p>0</p> <hr/>
<p>LONG TERM LOANS AND ADVANCES</p> <p><i>Secured Considered Good:</i></p> <p>Capital Advances Security Deposits Loans and Advances to Related Parties Other Loans and Advances (Specify Nature)</p> <p><i>Unsecured Considered Good:</i></p> <p>Capital Advances Security Deposits Loans and Advances to Related Parties Other Loans and Advances (Specify Nature)</p> <p><i>Doubtful:</i></p> <p>Capital Advances Security Deposits Loans and Advances to Related Parties Other Loans and Advances (Specify Nature)</p> <p style="text-align: right;">TOTAL</p>		<p>0</p> <hr/>		<p>0</p> <hr/>

Particulars	On 31/03/12		On 31/03/11	
	Rupees	Rupees	Rupees	Rupees
NOTE '7'				
OTHER NON CURRENT ASSETS				
Long term Trade Receivables				
Secured Considered Good				
Unsecured Considered Good				
Doubtful		18217376		18895650
Less Provision for Doubtful Debts		9201114		9201114
TOTAL		9016262		9694536
INVENTORIES				
Raw Material				
Packing Material				
Work In Process				
Stock-in-Trade				
Stores and Spares				
TRADE RECEIVABLES				
Over Six Months				
Good				
Doubtful				
Below Six Months				
Good				
Doubtful				
Less:				
Provision for Doubtful Debts				
(Debts Due by Directors and Other Related Parties To be disclosed)				
TOTAL		0		0
NOTE '8'				
CASH AND BANK BALANCES				
-Cash and Cash Equivalentents				
Cash on Hand		1787706		112467
Balance with Banks				
-In Current Accounts		1900897		26876
-In Fixed Deposit Accounts				
- As Margin Money				
- Other Bank Balances				
Balance with Banks		0		0
TOTAL		3688603		139343

	Rupees	Rupees	Rupees	Rupees
NOTE '12'				
OTHER INCOME				
Interest				
Foreign Exchange Rate Difference				
Other non-operating income (net of expenses)				
Insurance Claim Received				
Net loss on sale of share Trading		-32570.72		
Dividends				
TOTAL		-32570.72		

Particulars	For the period As On 31/03/12		For the period As On 31/03/11	
	Rupees	Rupees	Rupees	Rupees
NOTE '13'				
Cost of Trading Materials Sold				
Stock at Commencement		0		0
Purchase of Trading Materials				
Vegetables		3145206		723000
Shares		225560		
Freight and Octroi on Trading Materials		133190		
STT on Shares		37648		
Less : Stock at Close		0		
TOTAL		3541605		723000
Stock Decreased /(Increased) by				

Particulars	For the period As On 31/03/12		For the period As On 31/03/11	
	Rupees	Rupees	Rupees	Rupees
NOTE '14'				
EMPLOYEE BENEFITS EXPENSES				
Salaries, Wages, Bonus etc.		117000		36000
Contribution to P.F, E.S.I and Other Statutory Funds				
Workmen and Staff Welfare Expenses		117000		36000
Expense on ESOPs				
TOTAL				

Particulars	For the period As On 31/03/12		For the period As On 31/03/11	
	Rupees	Rupees	Rupees	Rupees
FINANCE COSTS				
Interest Expense				
Interest on Term Loan				
Interest on Working Capital				
Interest on Car Loan				
Interest on Unsecured Loans				
Interest Others				
Net gain/loss on foreign currency transaction Relating to Loans				
Other Borrowing Costs				
Interest on Income Tax				
TOTAL		0		0

NOTE'27' Significant accounting policies and notes to accounts

Basis of Presentation

The accounts have been prepared using historical cost convention and on the basis of a going concern, with revenues recognised and expenses accounted for on accrual (including for committed obligations), in accordance with the accounting standard prescribed in the Companies (Accounting Standards) Rules, 2006 issued by the Central Government, in consultation with the National Advisory Committee on Accounting Standards, to the extent applicable.

Where changes in presentation are made, comparative figures for the previous year are regrouped accordingly.

Recognition of Incomes:

- a) Revenues/Incomes are generally accounted on accrual, as they are earned.
- b) Sale of goods is recognized on transfer of property in goods or on transfer of significant risks and reward of ownership to the buyer, which is generally on despatch of goods.

Employee Benefits:

Gratuity and Earned Privilege Leaves are the retirement benefits available to the employees and the same have been determined on accrual basis There are no eligible employees entitled for such benefits and therefore no provision have been made in respect of such benefits.

Contingencies and Events Occurring after the date of Balance Sheet

- a) Accounting for contingencies (gains and loss) arising out of contractual obligations are made only on the basis of mutual acceptances.
- b) Where material, events occurring after the date of Balance sheet are considered up to the date of adoption of the accounts.

Use of Estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

Accounting for Taxes on Income

No provision for Current tax is made, as the company has incurred Loss during the year 2011-12.

Segment Reporting:**2. Accounting for Deferred Taxes**

In compliance with Accounting Standard 22 on Taxes on income issued by the Institute of Chartered Accountants of India, the Company has not disclosed net deferred tax liability as there is no certainty of sufficient taxable income being available against which such differed tax assets can be realised.

There was no employee throughout the financial year or for a part of the financial year, who was in receipt of remuneration in aggregate of Rs. 60/- Lacs or more, per annum or Rs. 5/- Lac or more, per month.

3. Calculation of Earnings Per Share (Basic - EPS)

Sr No.	Particulars	2011-2012	2010-2011
A	Net Loss/ Profit attributable to Equity Share Holders	-885781	19555
B	Avg. Number of Equity Shares	3255000	3255000
C	Basic Earnings Per Share and	-0.27	0.006

4. Closing Balances of Unsecured Loans of the related parties

Name of the Party	Balance As on 31.03.2012	Balance As on 31.03.2011
Key Management Personnel Mr, Parimal R Shah	1513578	1403000
Relatives of Key Management Personnel		

5. Details of Auditors' Remuneration

Sr.No.	Fees in respect of	2011-2012 Rupees	2010-2011 Rupees
i)	Statutory Audit	10000	5000
ii)	Tax Audit	5000	
iii)	Taxation Matters Others		
	Total *	15000	5000

* Service Tax is applicable at prescribed rates

Particulars	Sales Values F.Y.2011-12	Closing Inventory F.Y.2011-12	Opening Inventory F.Y.2011-12	Sales Values F.Y.2010-11	Closing Inventory F.Y.2010-11	Opening Inventory F.Y.2010-11
Traded Goods						
Traded Goods A Vegetables	3543950	NIL	NIL	939900	NIL	NIL
Traded Goods B Shares	35579671	NIL	NIL	NIL	NIL	NIL
Others	NIL	NIL	NIL	NIL	NIL	NIL
Total	39123621	NIL	NIL	939900	NIL	NIL

6. Sales Value in respect of each class of goods dealt with, by the Company

7. Value in regard to class of goods purchased by the Company:

Particulars	Purchases F.Y.2011-12	Purchases F.Y.2010-11
Goods Purchased		
Traded item A Vegetables	3145206	723000
Traded item B Shares	35623317	NIL
Others	NIL	NIL
Total	38768523	723000

8. Earnings and recoveries in Foreign Currency : NIL

9. Expenses in Foreign Currency : NIL

10. In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated if realised in the ordinary course of business. Provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.

11. Letters seeking confirmation of balances outstanding from Banks , Debtors ,Creditors and others are not being issued. Accordingly balances as on 31st March 2012 as appearing in books of account have been recognised and are subject to reconciled / adjustment if any , when the accounts of the concerned parties are reconciled and settled.

12. Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force on October, 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. Since the relevant information is not readily available, no disclosures have been made in the Books of Accounts.
13. The company has availed facilities under Raw Material Assistance Schema from National small Industries Corporation (NSIC) during the year 1996. The Company has defaulted in making payment to NSIC since 1997-1998. No interest has been provided in the books for the year 2011-12 on outstanding amount of Rs.17507713/- as on 01.04.2011 in absence of details.
14. 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.1761000/- 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 2011-12
15. The Company is "SICK" within the meaning of clause (0) 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 Financial Reconstruction for declaration of "Sick Industrial Undertaking".
16. Figures of the previous year have been regrouped, rearranged and reclassified wherever necessary.

Signatures to Schedule A to J

FOR PARIKH SHAH CHOTALIA & ASSOCIATES
CHARTERED ACCOUNTANTS

s/d
V.M. PARIKH
PARTNER

PLACE: VADODARA
DATE: 28/05/2012

For and on behalf of the Board
UNI-TUBES LIMITED

s/d
PARIMAL SHAH
DIRECTOR

s/d
UMESH GANDHI
DIRECTOR

PLACE: VADODARA
DATE: 28/05/2012

UNI – TUBES IMITED

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

ATTENDANCE SLIP

ANNUAL GENERAL MEETING 30th 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 ofor 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

30TH SEPT, 2011 at 11.00 a.m. and at any

adjournment thereof.

Rs. 1

Revenue

Signed this.....date of2011 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 Shareregistry (India) Limited email: busicomp@vsnl.com or contact@unitubes.co.in

If undelivered to:

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