



**UTL Industries limited**

*Creating Resources... generating Leads*

**Formally Known as Uni Tubes Limited**

**CIN: L27100GJ1989PLC012843**

**27<sup>th</sup> ANNUAL REPORT**

**(YEAR 2015 – 2016)**

**Email: [utlindustries@gmail.com](mailto:utlindustries@gmail.com)**

**Website: [www.utlindustries.com](http://www.utlindustries.com)**

## **BOARD OF DIRECTORS**

**PARIMAL R SHAH** : EXECUTIVE DIRECTOR  
**LIMESH GANDHI** : NON-EXECUTIVE DIRECTOR :  
**BHAVIK PATEL** :EXECUTIVEDIRECTOR  
**SHAILESHNAIK** :INDEPENDENT DIRECTOR  
**PINTUBEN SHAH** :INDEPENDENT DIRECTOR  
**SAMIR D VORA** :INDEPENDENT DIRECTOR

### **IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Company Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail 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 their e-mail ID with PurvaShareRegistry (India) Limited  
9 Shiv Shakti Industrial Estate, Lower Parel (E)  
Mumbai-400 011  
Email : [bukcomp@gmail.com](mailto:bukcomp@gmail.com)

**Registered Office: UTL INDUSTRIES LIMITED**  
**607, WORLD TRADE CENTRE,**  
**SAYAJIGUNJ, VADODARA - 390 005.**  
**(GUJARAT) INDIA**

**Registered office:**  
**UTL INDUSTRIES LIMITED**  
**607, WORLD TRADE CENTRE,**  
**SAYAJIGUNJ,**  
**VADODARA – 390 005. (GUJARAT)**  
**Phone: 91-265-2363496/97**  
**Email: [utilindustries@gmail.com](mailto:utilindustries@gmail.com)**  
**Website: [www.utilindustries.com](http://www.utilindustries.com)**

### ***Annual General Meeting***

***Date: 25/07/2016***

***Time: 11.00 am***

***Venue: At Regd. Office***

***Address As above***

### ***Auditors:***

**Parthiv Shah Chotalla & Associates**  
**105 Gajanan Complex Opp. Tube**  
**Company, Old Padara Road.**  
**Vadodara -390020**  
**Ph: 0265-2341174**

### ***Share transfer Registrar*** **( R.T.A )**

**Purva Share Registry (India) Limited**  
**9 Shiv Shakti Industrial Estate,**  
**Lower Parel (E)**  
**MUMBAI-400 011**  
**Tel: 022-23018261**  
**Email : [bukcomp@gmail.com](mailto:bukcomp@gmail.com)**

## **DIRECTORS' REPORT**

Dear Members,

The Board of Directors hereby submits the report of business and operation of your Company (UTL Industries Limited), along with audited financial statement for year ended March 31, 2016.

### **RESULT OF OUR OPERATION:**

(Amount in Lacs)

<b>Particulars</b>	<b>Current year (31-03-2016)</b>	<b>Previous year (31-3-2015)</b>
Profit/(Loss) before tax	(7.89)	(13.19)
Less: Provision for Taxation	0	0.55
Current Tax	0	0.55
Deferred Tax	0	0.00
Relating to earlier years	0	0.00
Profit/(Loss) after tax	(7.89)	(13.19)
Add: Balance brought forward from last year	(153.25)	(433.01)
Surplus available for appropriation	0.00	0.00
Less: Appropriations	0.00	0.00
Dividend on Equity Shares	0.00	0.00
Proposed	0.00	0.00
Interim	0.00	0.00
Dividend Distribution Tax	0.00	0.00
Transfer to General Reserve	0.00	0.00
Loss carried to Balance Sheet	(161.14)	(153.25)

### **OPERATIONS & STRATEGIC PLANNING:**

During the year under review, your company was engaged only in trading activities of Ferrous and Non Ferrous Metals. Due to the paucity of the working capital requirement the company could not undertake the manufacturing activities. During the year under reviewed, the Company has incurred loss of Rs. 7.89 Lacs compared with previous year of Rs. 13.19 Lacs. Further, total loss carried to Balance Sheet is Rs. 161.14 Lacs compared to previous year Rs. 153.25 Lacs.

### **FUTURE BUSINESS PROSPECTS:**

The business activity is largely influenced by several external factors including the international financial markets. During the year the international financial markets has remained sub-due and many times stagnant. It is therefore a note of caution to jump into the financial commitments.

### **DIVIDEND:**

Due to loss, the Board of Directors of the Company has not recommended any Dividend.

### **TRANSFER TO RESERVES:**

The Company has not transferred any amount to reserves.

### **DEPOSITS:**

The Company has not accepted any deposits during the year under reviewed.

### **SUBSIDIARY COMPANY:**

As on March 31, 2016, your Company has no Subsidiary.

**BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:**

Mr. Umesh Gandhi (Din 01894891) will be retiring by the rotation at ensuing annual general meeting of the members of the company. Further, Mr. Gandhi has showing unwillingness for re-appoint himself.

As envisaged by the provisions of section 149 (6) read with companies (Appointment and Qualification of Director) Rules, 2014, The board based on nomination and remuneration committee's recommendation, had appointed Mr. Shaileshchandra Naik (DIN. 00892216) and Mr. Dilipbhai Gajjar (DIN. 02002777) as independent directors to hold office as such for five years upto 31<sup>st</sup> March ,2019 and approved by the members at their Annual General Meeting held on 30<sup>th</sup> September 2014. The said independent directors will not be liable to retire by rotation.

During the Year under reviewed, Mr. Bhavik Vasantbhai Patel has been appointed as Executive Director of the Company w.e.f. 10th May, 2016 subject to approval of the Members of the Company. Further, Miss. Pintuben Sanjive Shah and Mr. Samir Dineshkumar Vora have been appointed as independent Directors of the Company w.e.f. 25th April, 2016.

During the Year under reviewed, Mr. Dilip Gajjar has resigned from the office of Director w.e.f. 25th April, 2016. Moreover, Ms. Sejal Dholkiya also resigned from the office of Director w.e.f. 25th April, 2016. The Board of Directors of the Company has appreciated from their valuable time given to the Company and their Co-operation.

In terms of the provision of section 196,197 read with scheduled V of companies Act, 2013 read with companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Mr. Parimal R Shah (DIN 00569489) has been holding the office as whole time director designated as Managing Director effective from 01<sup>st</sup> October, 2014. The board of directors by placing the special resolution recommends the approval the terms and conditions of appointment and the payment of remuneration as permissible under the companies Act, 2013.

Mr. Bhavik Vasantbhai Patel has appointed as Executive Director and Chief Financial Controller of the Company w.e.f. 10<sup>th</sup> May, 2016

**DECLARATION BY INDEPENDENT DIRECTORS**

The Bank has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), that they meet the criteria of independence laid down in the Companies Act, 2013 and Listing Regulations.

**NUMBER OF MEETINGS OF THE BOARD:**

Regular meetings of the Board are held to discuss and decide on various business policies, strategies and other businesses. The schedule of the Board/Committee meetings to be held in the forthcoming financial year is being circulated to the Directors in advance to enable them to plan their schedule for effective participation in the meetings.

The Board met five (5) times during FY 2015-16 viz. 30th May, 2015, 28th June, 2015, 14th August, 2015, 10th November, 2015, 13rd February, 2016

**CORPORATE SOCIAL RESPONSIBILITY:**

Section 135 of the Companies Act, 2013 is not applicable.

**CORPORATE GOVERNANCE:**

As per the Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance is not application to the Company.

**CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

All related party transactions that were entered during the financial year were in the ordinary Course of the business of the Company and were on arm's length basis. There were no materially significant related party transactions entered by the Company with Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the Company. All Related Party Transactions are placed before the Audit Committee for approval.

The policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions as approved by the Audit Committee and the Board of Directors is uploaded on the website of the Company and the link for the same is [www.utlindustries.com](http://www.utlindustries.com).

Since all related party transactions entered into by the Company were in the ordinary course of business and were on an arm's length basis, form AOC-2 is not applicable to the Company.

**INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

Your Company has implemented adequate procedures and internal controls which provide reasonable assurance regarding reliability of financial reporting and preparation of financial statements. The Company also ensures that internal controls are operating effectively.

**VIGIL MECHANISM:**

The Company has put in place a 'Whistle Blower Policy' in compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile Clause 49 of the Listing Agreement entered with the Stock Exchanges, the Companies Act, 2013, other applicable laws and in accordance with principles of good corporate governance.

**LOANS, GUARANTEES OR INVESTMENTS IN SECURITIES:**

Pursuant to Section 186(11) of the Companies Act, 2013, guarantees given by company in the ordinary course of its business are exempted from disclosure requirements under Section 134(3)(g) of the Companies Act, 2013.

**AUDITORS:**

**a) Statutory Auditors**

M/s Parikh Shah Chotalia & Associates, Chartered Accountants (FRN 118493W) appointed as the Statutory Auditors by the members at the 26<sup>th</sup> Annual General Meeting of the Company to hold office till the conclusion of the 27<sup>th</sup> annual general meeting. They have expressed their unwillingness to get reappointed as the statutory auditor of the Company. Moreover, the Company has received consent letter from M/s Shirish Desai & Co., Chartered Accountants, and also has furnished a certificate of their eligibility and consent under section 141 of the companies act 2013, the necessary resolution for the appointment Statutory Auditors is placed before you for transaction. The resolution to appoint the statutory auditors upto subsequent General Meeting is placed for your necessary approval.

The auditors' report for the year ended 31<sup>st</sup> March,2016 are free from any qualifications , reservation or adverse remarks and hence do not call for any additional explanations or comments by the board.

**b) Report Secretarial Auditors and Secretarial Audit**

Pursuant to Section 204 of the Companies Act, 2013, your Company had appointed Jatin Kapadia, Practicing Company Secretaries, as its Secretarial Auditors to conduct the secretarial audit of the Company for 2015-16. The Company provided all assistance and facilities to the Secretarial Auditor for conducting their audit. The Report of Secretarial Auditor for FY 2015-16 is annexed to this report as **Annexure 2**.

There is Audit Qualifications in the Statutory Auditors Report and in the Secretarial Audit Report as annexed elsewhere in this Annual Report:

The company has a business finance controller, who is discharging a function of chief financial officer. However, the company has appointed the chief Financial officer with effect from 10<sup>th</sup> May, 2016. The Company has endeavored to appoint company secretary to guide the corporate affairs;

Ordinarily the company has complied with the Listing requirements/Regulation from time to time. The statutory filings under company's act 2013 were affected with additional fees and now the filings are updated.

The Company has not appointed Company Secretary as the Company is in the process of appointment of Company Secretary.

**MATERIAL CHANGES AND COMMITMENT AFFECTING FINANCIAL POSITION OF THE COMPANY:**

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year of the Company i.e. March 31, 2016 and the date of the Directors' report.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS:**

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Bank's operation in future.

**REMUNERATION POLICY:**

The company has adopted a remuneration policy of directors and senior management personnel, detailing inter alia the procedure for director appointment and remuneration including the criteria for determining qualification.

The policy ensures that (a) the level and composition of remuneration is reasonable and sufficient to attract , retain , and motivate the directors of the quality require to run the company successfully ; (b) relationship of remuneration to the performance is clear and meets appropriate performance benchmarks; and (c) remuneration to directors and key managerial personnel and senior management involves a balance fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goal. The policy has been approved by the nomination and remuneration committee and the board. The remuneration policy document as approved by the board is uploaded on the company's website [www.utlindustries.com](http://www.utlindustries.com)

**PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:**

Rule 5(1) (i) and (ii) the ratio and percentage increase of remuneration of the directors and employees: **The Detailed particulars of employee is available on the website of the company.**

- a. Rule 5(1)(iii) and (v) comparison of the remuneration of the employees with company performance .

Remuneration of the employees	% increase
Rs. 88,800=00	10 %

Company performance	% increase
The company has just under gone restructuring process and is now exploring to diversify its operations beyond current trading business	-- N.A. --

b. Rule 5(1)(vi)& (ix) comparison of KMP remuneration with company performance

particulars	Rs.
Mr. Parimal R. Shah	3,60,000=00
Mr. Umesh R, Gandhi	1,44,000=00

Company performance	Rs.in Lacs
Revenue –sales & other incomes	18.20
Profit before tax	(13.07)

- c. the Number of permanent employees on rolls of the company 02 (Two)
- d. variations in the market capitalization of the company, price earnings ratio of the company as at the closing date 31<sup>st</sup> March 2016 and previous financial year and percentage increase/decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with last public offer;

Particulars	Previous year	Current year	Increase/(decrease)
No of shares	32,55,000 of Rs. 1/- each	32,55,000 of Rs.1/- each	- -
EPS (IN RS)	(0.42)	(0.24)	100%
P/E RATIO (BASED ON AUDITED RESULT)	-	-	-
COMPANY'S MARKET CAP	NIL	1.57 (In Cr)	100%

Note: The price of equity shares and the company's market cap could not be determined as on 31<sup>st</sup> March, 2015 because of the temporary procedural suspension caused due to the Reduction in Capital under Clause 24 (f) of Listing Agreement.

**REPORT ON ENERGY CONSERVATION, FOREIGN EXCHANGE EARNING AND OUTGO RESEARCH AND DEVELOPMENT:**

Information relating to energy conservation, foreign exchange earned and spent and research and development activities undertaken by the company in accordance with the provision of section 134 of the companies act, 2013 read with companies (accounts) Rules, 2014 are given herein below.

**CONSERVATION OF ENERGY:**

Your company is conscious to conserve the energy and for the purpose adequate measures are taken.

**TECHNOLOGY ABSORPTIONS:**

Your company continues to use adequate technological application in the operation of the company.

**EXTRACTS OF ANNUAL RETURN:**

Pursuant to sub-section 3(a) of Section 134 and subsection (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extracts of the Annual Return as at March 31, 2016 forms part of this report as **Annexure 1**.

**DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, it is hereby confirmed that:

- i) That in the preparation of the annual accounts for the financial year ended 31st March 2016, the applicable accounting standards have been followed and that there were no material departures;
- ii) That the Directors had 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 the affairs of the company at the end of the financial year and of the profit of the company for the year under review;
- iii) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting a fraud and other irregularity;
- iv) That the Directors have prepared the annual accounts for the year ended 31<sup>st</sup> March 2016 on a "going concern basis.";
- v) That the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- vi) That the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that systems were adequate and operating effectively.

**EVALUATION OF THE BOARD'S PERFORMANCE:**

The board has carried out an evaluation of its own performance and that of its directors individually and its committees. The manner in which the evaluation has been carried out is explained in the corporate governance report.

The company has also devised a policy on board diversity detailing the functional, strategic and structural diversity of the board.

**PUBLIC DEPOSITS:**

The company has not accepted any deposit from the public within the meaning of section 73 to 76 of the companies' act, 2013 read with Companies (Acceptance of Deposits) Rules 2014 for the year ended 31st March, 2016

**ACKNOWLEDGEMENT:**

Your Directors place on record their sincere appreciation of the co-operation and assistance extended by the bankers of the Company. They also place on record their appreciation of the devoted services rendered by the Executives, Staff Members and Workers of the Company.

The Director concludes this Report by placing on record their gratitude to all shareholders, bankers and Govt. authorities for their continued support.

**By order of the Board of Directors,**

Place: Vadodara  
Date: 30th May, 2016

**PARIMAL R SHAH**  
Chairman & Managing Director



## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **INDUSTRY STRUCTURE AND DEVELOPMENT**

M/S. UTL INDUSTRIES LIMITED is engaged in the trading business of Ferrous and Non Ferrous Metals products. The company will resume the production on availability of the requisite working capital.

### **EMERGING TREND AND FUTURE OUTLOOK**

The business activities is largely influenced by several external factors including the international Commodities and financial markets. During the year the the demand and the market of Ferrous and Non ferrous Metal products were subdued due to financial crisis and lower margins in the manufacturing sector which adversely affected new projects and expansion plans of companies.

### **FORWARD LOOKING STATEMENTS**

The report contains forward-looking statements identified by words like Plans, expects, will, believes, Projects, estimates and so on. All statements that address expectation or projection about the future, but not limited to the Company's strategy for growth, Market position, expenditure and financial results are forward-looking statements. Since these are based on certain assumptions and expectation of future events, the company cannot give guarantee that these are accurate or will be realised.

### **BUSINESS STRATEGY**

The board of Directors of Your Company are exploring the opportunity to raise and generate the financial resources as to crystalize the plans to expand business activities in India and abroad. Merchant exports offers relatively better margins in trade as compared to the domestic sector currently.

### **RISKS AND CONCERNS**

Your company is in the business of trading in the metal sector . The operations of the company is likely to be influenced by the international factors for commodities and financial markets, the economic conditions of the metal consumers, the Government policies and economic conditions of the trade and commerce of our country. Even though the promoters are very much dedicated and concerned about the development of the company the operations of the company are largely influenced by the aforesaid external factors beyond control of the management. To that extent the investors are exposed to the risks and the concerns for the return and investments.

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

Your company has adequate internal procedure commensurate with the company's size and nature of the business. The objects of these procedures are to ensure efficient use and protection of the company's resource, accuracy in Financial Reporting and due compliances of statute and company procedure.

The existing system provides for structured work instruction, clearly laid down procedures of authorization and approvals for purchase and sale of goods, providing accurate services, reserve responsibility of custodial control with identified personnel, and used of computerized system to ensure control at source.

### **HUMAN RESOURCE MANAGEMENT**

The company because of its low activity level has few employees but still Your company firmly believes that its greatest strength lies in the quality of its manpower. The company's "People philosophy" has given it a competitive edge.

There is a conscious effort on the part of the management to develop the knowledge, skills and attitudes of its people through variety of training interventions specifically aimed at as individual's need with a specific thrust on enhancing functional / domain knowledge across disciplines.

The employees and management relations remained cordial through 2015-16.

### **OUTLOOK**

With the diversification contemplated by the management of the company in the metal trading sectors and markets, the diversification of risk and maximization of the return will be assured.

### **CAUTIONARY STATEMENTS**

Statement in the Director's Report and The Management Discussion & Analysis describing the company's objectives, projections, claims, disclaims, estimates, achievements are forward looking statements and progressive within the meaning of applicable security laws ,and regulations .Actual results may vary from these expressed or implied depending on the economic conditions, global recessionary trends Governmental policies, cost inflations, crude oil price movements and all other incidental factors affecting the performance of your company. Industry information contained in the Report, have been based on information gathered from various published and unpublished report and their accuracy, reliability and completeness cannot be assured.

<b>FORM NO. MGT 9</b>
<b>EXTRACT OF ANNUAL RETURN</b>
<b>as on financial year ended on 31.03.2016</b>
<b>Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management &amp; Administration ) Rules, 2014.</b>

**I REGISTRATION & OTHER DETAILS:**

i	CIN	L27100GJ1989PLC012843
ii	Registration Date	6th October, 1989
iii	Name of the Company	UTL Industries Limited
iv	Category/Sub-category of the Company	Public Limited
v	Address of the Registered office & contact details	607, World Trade Centre, Sayajigunj, Vadodara-390005
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	PURVA SHARGISTRY (INDIA) PVT. LTD. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai -400 011 Tele No.: 91-22-2301 6761 / 8261 E-Mail Id: busicomp@vsnl.com

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sl No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Trading of Ferrous Metal Products	51420	100

**III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
----- NIL -----					

**IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	283400	100500	383900	11.79	283400	100500	383900	11.79	0.00
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	0	0	0	0.00	0	0	0	0.00	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	5000	65000	70000	2.15	5000	65000	70000	2.15	0.00
<b>SUB TOTAL (A) (1)</b>	<b>288400</b>	<b>165500</b>	<b>453900</b>	<b>13.94</b>	<b>288400</b>	<b>165500</b>	<b>453900</b>	<b>13.94</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other...	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>288400</b>	<b>165500</b>	<b>453900</b>	<b>13.94</b>	<b>288400</b>	<b>165500</b>	<b>453900</b>	<b>13.94</b>	<b>0.00</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIS	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>SUB TOTAL (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>(2) Non Institutions</b>									
<b>a) Bodies corporates</b>									
i) Indian	7102	126800	133902	4.11	15,149	1,26,800	1,41,949	4.36	0.25
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals	0	0	0	0.00	0	0	0	0.00	0.00
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	93262	1537900	1631162	50.11	232800	2369260	2602060	79.94	29.83
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	40235	935200	975435	29.97	0	0	0	0.00	-29.97
c) Others (specify)									
Hindu Undivided Family	8001	0	8001	0.25	4706	0	4706	0.14	-0.10
NRI	500	52100	52600	1.62	780	51600	52380	1.61	-0.01
Clearing Members	0	0	0	0.00	5	0	5	0.00	0.00
<b>SUB TOTAL (B)(2)</b>	<b>149100</b>	<b>2652000</b>	<b>2801100</b>	<b>86.06</b>	<b>2,53,440</b>	<b>25,47,660</b>	<b>2801100</b>	<b>86.06</b>	<b>0.00</b>
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>149100</b>	<b>2652000</b>	<b>2801100</b>	<b>86.06</b>	<b>253440</b>	<b>2547660</b>	<b>2801100</b>	<b>86.06</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>437500</b>	<b>2817500</b>	<b>3255000</b>	<b>100.00</b>	<b>541840</b>	<b>2713160</b>	<b>3255000</b>	<b>100.00</b>	

## (ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	PARIMAL RAMESHBHAI SHAH	273300	8.40	0	273300	8.40	0	0.00
2	RAKESH RAMESHCHANDRA SHAH	10100	0.31	0	10100	0.31	0	0.00
3	NISHABEN RAKESHBHAI SHAH	5000	0.15	0	5000	0.15	0	0.00
4	PARIMAL R SHAH	10	0.00	0	10	0.00	0	0.00
5	RITA P SHAH	10000	0.31	0	10000	0.31	0	0.00
6	K J DESAI	58300	1.79	0	58300	1.79	0	0.00
7	KRASHNAKANT J DESAI	5000	0.15	0	5000	0.15	0	0.00
8	KRISHNAKANT DESAI	5000	0.15	0	5000	0.15	0	0.00
9	PARIMAL SHAH	10	0.00	0	10	0.00	0	0.00
10	ASHOK CHUNILAL SHAH	5000	0.15	0	5000	0.15	0	0.00
11	HEMA KRISHNAKANT DESAI	5000	0.15	0	5000	0.15	0	0.00
12	JAYANTILAL BHIKHABHAI SHAH	5000	0.15	0	5000	0.15	0	0.00
13	MARUTKUMAR KANAIYALAL SHAH	5000	0.15	0	5000	0.15	0	0.00
14	NAINA MARUTKUMAR SHAH	5000	0.15	0	5000	0.15	0	0.00
15	NITA PRATIK SHAH	5000	0.15	0	5000	0.15	0	0.00
16	PRATIK AMBALAL SHAH	10000	0.31	0	10000	0.31	0	0.00
17	SANJAY JAYANTILAL SHAH	5000	0.15	0	5000	0.15	0	0.00
18	PARIMAL SHAH	300	0.01	0	300	0.01	0	0.00
19	PARIMAL R SHAH	2000	0.06	0	2000	0.06	0	0.00
20	SARMITABEN AMBALAL SHAH	10000	0.31	0	10000	0.31	0	0.00
21	SHAALESH NANUBHAI NAIK	5000	0.15	0	5000	0.15	0	0.00
22	VIJAY JAYANTILAL SHAH	5000	0.15	0	5000	0.15	0	0.00
23	VIMAL RAMESH SHAH	19880	0.61	0	19880	0.61	0	0.00
	Total	453900	13.94	0	453900	13.94	0	0.00

## (iii) CHANGE IN PROMOTERS' SHAREHOLDING

Sl. No.	Particulars	Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	No Change		No Change	
	Date wise Increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	No Change		No Change	
	At the end of the year	No Change		No Change	

## (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters &amp; Holders of GDRs &amp; ADRs)

Sl. No	Name of Shareholders	Shareholding of the beginning of the Year		Change in Shareholding (No of Shares)		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	Increase	Decrease	No. of shares	% of total shares of the company
1	KRUPESH PATEL	56100	1.72	0	0	56100	1.72
2	SUDHIRBHAI NAVINCHANDRA SHAH	53300	1.64	0	0	53300	1.64
3	KANAK PATEL	52000	1.60	0	0	52000	1.60
4	RAMESHKUMAR PANDIT	50700	1.56	0	0	50700	1.56
5	MEENA SHAH	50000	1.54	0	0	50000	1.54
6	BHARATSINGH CHAUHAN	49900	1.53	0	0	49900	1.53
7	SANGITABEN S. SHAH	49400	1.52	0	0	49400	1.52
8	YOGESHDRRA PATEL	44800	1.38	0	0	44800	1.38
9	SHAH SUNNY SUDHIR	41000	1.26	0	0	41000	1.26
10	JIMMY SUDHIR SHAH	39100	1.20	0	0	39100	1.20

## (v) Shareholding of Directors &amp; KMP

Sl. No	Name of Director	Shareholding of the beginning of the Year		Change in Shareholding (No of Shares)		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	Increase	Decrease	No. of shares	% of total shares of the company
1	PARIMAL RAMESHBHAI SHAH	273300	8.40	0	0	273300	8.40

**V INDEBTEDNESS**

Indebtedness of the Company including Interest outstanding/accrued but not due for payment			
	Secured Loans excluding deposits	Unsecured Loans	Deposits
<b>Indebtness at the beginning of the financial year</b>			
i) Principal Amount	14757713	6404182	0
ii) Interest due but not paid	0	0	0
iii) Interest accrued but not due	0	0	0
<b>Total (i+ii+iii)</b>	<b>14757713</b>	<b>6404182</b>	<b>0</b>
<b>Change In Indebtedness during the financial year</b>			
Additions	0	248575	0
Reduction	1,00,000	0	0
<b>Net Change</b>	<b>(1,00,000)</b>	<b>2,48,575</b>	<b>0</b>
<b>Indebtedness at the end of the financial year</b>			
i) Principal Amount	146,57,713	6652757	0
ii) Interest due but not paid	0	0	0
iii) Interest accrued but not due	0	0	0
<b>Total (i+ii+iii)</b>	<b>14657713</b>	<b>6652757</b>	<b>0</b>

**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole time director and/or Manager:**

Sl.No	Particulars of Remuneration	Parimal Shah	Umesh R, Gandhi	Total Amount
1	<b>Gross salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	360000	144000	504000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock option	0	0	0
3	Sweat Equity	0	0	0
4	Commission			
	as % of profit			
	others (specify)	0	0	0
5	Others, please specify	0	0	0
	<b>Total (A)</b>	<b>360000</b>	<b>144000</b>	<b>504000</b>
	<b>Celling as per the Act</b>	<b>Not Applicable</b>	<b>Not Applicable</b>	<b>Not Applicable</b>

**VII PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES NIL**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made If any (give details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

## **ANNEXURE TO THE DIRECTORS' REPORT**

**Form No. MR-3**

### **SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2016**

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

**To,**  
**The Members,**  
UTL Industries Limited  
(CIN L27100GJ1989PLC012843)

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by UTL Industries Limited (CIN L27100GJ1989PLC012843) (hereinafter called the company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>ST</sup> MARCH 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by UTL Industries Limited for the financial year ended on 31<sup>ST</sup> March 2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

I/we have also examined compliance to the extent applicable with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India effective from 01<sup>st</sup> July 2015.
- ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange, if applicable;
- iii.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

SR NO	Particulars of observations	NATURE OF OBSERVATION
01.	Appointment of the key managerial personnel as required by Sec 203 of the Companies Act 2015	It is observed that the company has not appointed Company Secretary, Chief Financial officer during the financial ended 31-03-2016. However statutory compliances are guided by the corporate law advisor.
02.	Filing of Necessary Forms with ROC within due time	The statutory filings under company's act 2013 were affected with additional fees and now the filings are updated.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

I further report that as per the explanations given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date:-30th May, 2016  
Place:- Ahmedabad

(JatinKapadia)  
Company Secretary  
COP: 12043



## **ANNEXURE TO THE SECRETARIAL AUDIT REPORT**

To,  
The Members,  
UTL Industries Limited  
(CIN L27100GJ1989PLC012843)

My secretarial audit report is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practice and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis including the compliance of the Secretarial Standards I & II to the extent applicable to ensure that correct facts are reflected in secretarial records. We believe that the process and practice, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained for reliance & reference the management representations about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**(JatinKapadia)**  
**Company Secretary**  
**COP: 12043**

**Date:-30th May, 2016**  
**Place:- Ahmedabad**

## Independent Auditors' Report

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**To the Members of  
UTL Industries Limited**

### **Report on the Financial Statements**

- 01.** We have audited the accompanying financial statements of **UTL Industries Limited** (formerly known as Uni-Tubes Ltd) ("the Company"), which comprise the Balance Sheet as at **March 31, 2016**, the Statement Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

- 02.** The Company's Board of Directors of the Company are responsible for the matters stated in the section 134(5) of the Companies Act, 2013 ('the act') with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

- 03.** Our responsibility is to express an opinion on these financial statements based on our audit.
- 04.** We have taken into account the provisions of the Act and rules made there under including accounting and auditing standards and matters which are required to be included in the audit report.
- 05.** We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.
- 06.** An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor

considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

**07.** We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### **Opinion**

**08.** In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit or loss and its cash flow for the year ended on that date.

#### **Report on Other Legal and Regulatory Requirements**

**09.** As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the company as we considered appropriate and according to information and explanations given to us, we give in the Annexure B a statement on the matter specified in paragraphs 3 and 4 of the Order.

**10.** As required by Section 143(3) of the Act, we report that:

- a.** We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b.** In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c.** The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d.** In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
- e.** On the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- f.** With respect to adequacy of the internal financial control over the financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- g.** With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the

Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:

- i. The Company has disclosed the impact, if any of pending litigations as at March 31, 2016 on its financial position in its financial statements as referred to in Note No. 28. The National Small Industries Corporation Limited (NSIC) has filed suit against the company in City Civil Court Ahmedabad in the year 1997 for recovery of its dues. NSIC has agreed to accept ₹. 110.00 Lacs. under One Time Settlement Scheme in October 2014 and in the opinion of directors the said OTS Scheme is still operative. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
- iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

**For Parikh Shah Chotalia & Associates**  
**Chartered Accountants**

**CA Vijay Parikh**  
**(Partner)**  
**Membership No: 031773**  
**F.R.N: 118493W**

**Place: Vadodara**  
**Date: 30<sup>th</sup> May, 2016**

## **Annexure – A to the Auditors’ Report**

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

We have audited the internal financial controls over the financial reporting of UTL Industries Limited (formerly known as Uni-Tubes Ltd) (“the Company”), as on 31<sup>st</sup> March, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial controls**

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

#### **Auditors’ Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that

transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles , and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

The Company has meager business transactions during the year and the management of the Company, as we have been informed, was closely connected with most of these transactions, and in view of these facts in our opinion, the Company have, in all material respects, adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

**Place: Vadodara**  
**Date: 30<sup>th</sup> May, 2016**

**For Parikh Shah Chotalia & Associates**  
**Chartered Accountants**

**CA Vijay Parikh**  
**(Partner)**  
**Membership No: 031773**  
**F.R.N: 118493W**

## **ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT**

**Referred to in paragraph 9 of the Independent Auditor's Report of even date to the members of UTL Limited on the financial statements for the year ended March 31, 2016.**

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation, of fixed assets.  
(b) The fixed assets are physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- ii. The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and no material discrepancies have been noticed on such physical verification as compared to book records.
- iii. The Company has granted unsecured loans to 1 company covered in the register maintained under Section 189 of the Act. There are no firms /LLPs/ other parties covered in the register maintained under Section 189 of the Act.
  - (a) In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.
  - (b) In respect of the aforesaid loans, the principal amounts are repayable on demand and there is no schedule of repayment of principal.
  - (c) In respect of the aforesaid loans, an amount of Rs.5,68,120 is overdue for more than ninety days.
- iv. As the company has not made any loans to Directors or not made any loans and investment or given guarantees the provisions of Section 185 and 186 of the Companies Act, 2013 are not applicable to the company in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits from the public within the meaning of Section 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- vi. As informed to us, the Company is not required to maintain the cost records pursuant to the Rules made by the Central Government for maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013.
- vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the statutory dues in respect of sales tax including value added tax and is regular in depositing undisputed statutory dues, as applicable, with the appropriate authorities.  
(b) According to the information and explanations given to us and records of the Company examined by us, there are no dues of income tax, service-tax, Sale Tax, Value Added Tax etc. which have not been deposited on account of any dispute.
- viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has defaulted in repayment of its dues to National Small Industries Corporation amounting to Rs.1,46,57,713 (Without interest) since F.Y.1997 – 98 (Refer Note No.28) as at the balance sheet date.
- ix. The company has neither raised any money by way of public offer nor by way of any term loan.

- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi. The Company has paid/ provided for managerial remuneration in accordance with the provisions of Section 197 read with Schedule V to the Act.
- xii. The provisions of Clause 3(xii) of the Order are not applicable to the Company as the Company is not a Nidhi Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. ( Refer Note No.23)
- xiv. The provisions of Clause 3(xiv) of the Order are not applicable to the Company as it has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. The provisions of Clause 3(xv) of the Order are not applicable to the Company the Company has not entered into any non cash transactions with its Directors or persons connected with him.
- xvi. The provisions of Clause 3(xvi) of the Order are not applicable to the Company as it is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**Parikh Shah Chotalia & Associates**

**Chartered Accountants**

**Firm Registration Number: 118493W**

**Date: 30/05/2016**



**UTL INDUSTRIES LTD.**  
(FORMERLY KNOWN AS UNI TUBES LTD.)  
**BALANCE SHEET AS AT 31/03/2016**

SR. NO.	PARTICULARS	Note No.	ON 31/03/2016		ON 31/03/15	
<b>I. EQUITY AND LIABILITIES</b>						
1.	<b>Shareholder's funds</b>					
	(a) Share Capital	2	32,55,000		32,55,000	
	(b) Reserves and Surplus	3	(148,55,181)		(140,66,251)	
	(c) Money received against share warrants		-		-	
				(116,00,181)		(108,11,251)
2.	<b>Share application money pending allotment</b> (To the extent not refundable)					
3.	<b>Non-current liabilities</b>					
	(a) Long-term borrowings					
	(b) Deferred Tax liabilities (Net)					
	(c) Other Long term liabilities		-			
	(d) Long-term Provisions		-			
4.	<b>Current Liabilities</b>					
	(a) Short term borrowings	4	213,10,470		211,61,895	
	(b) Trade payables	5	5,65,092		16,30,215	
	(c) Other current liabilities	6	-		89,154	
	(d) Short term provisions	7	20,000		20,000	
				218,95,562		229,01,264
				102,95,382		120,90,013
	<b>TOTAL</b>					
<b>II ASSETS</b>						
1.	<b>Non-current assets</b>					
	(a) Fixed assets					
	(i) Tangible assets	8	20,888		41,125	
	(ii) Intangible assets					
	(iii) Capital work-in-progress		-			
	(iv) Intangible assets under development					
	(b) Non-current investments					
	(c) Deferred tax assets (net)					
	(d) Long-term loans and advances	9	19,40,462		19,40,462	
	(e) Other non-current assets	10	56,69,888		57,40,388	
				76,31,238		77,21,975
2.	<b>Current assets</b>					
	(a) Current investments		-			
	(b) Inventories		-			
	(c) Trade receivables					
	(d) Cash and Bank Balances	11	2,39,502		16,73,404	
	(e) Short-term loans and advances	12	24,24,642		26,94,634	
	(f) Other current assets		-		-	
				26,64,144		43,68,038
				102,95,382		120,90,013
	<b>TOTAL</b>					
	Significant accounting policies and notes to accounts	1				
	Notes on Accounts	2 to 28				

As per our report of even date  
Parikh Shah Chotalla & Associates  
Chartered Accountants

For and on behalf of the Board of Directors

Vijay M. Parikh.  
Partner  
Membership No.: 031773  
Firm Registration No.: 118493W  
Place : Vadodara  
Date: 30/05/2016

Parimal Shah  
Director

Umesh Gandhi  
Director

Place: Vadodara  
Date: 30/05/2016

**UTL INDUSTRIES LTD.**  
(FORMERLY KNOWN AS UNI TUBES LTD.)  
**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31.03.2016**

SR. NO.	PARTICULARS	Note No.	Upto 31.03.2016		UPTO 31.03.2015	
I	Revenue from operations:					
	Sale of Products	13	11,23,302		15,46,584	
	Other Operating Revenues		-		-	
	Less: Excise Duty			11,23,302		15,46,584
II	Other Income	14	2,78,140	2,78,140	2,73,539	2,73,539
III	Total Revenue (I + II)			14,01,442		18,20,123
IV	Expenses					
	Cost of Materials Consumed					
	Purchases of Stock in Trade	15	10,37,032		15,05,809	
	Employee benefits expense	16	5,34,000		5,92,800	
	Depreciation and amortization expense	8	20,237		20,866	
	Other expense	17	5,99,103		10,19,350	
V	Total Expense			21,90,372		31,38,825
VI	Loss / Profit before exceptional and extraordinary items and tax (III-IV)			(7,88,930)		(13,18,703)
VII	Extraordinary items			-		-
VIII	Loss / Profit before tax (VII-VIII)			(7,88,930)		(13,18,703)
IX	Tax expense:					
	(1) Current tax		-		-	
	(2) Deferred tax					
				-		-
X	Loss / Profit for the year from continuing operations (IX - X)			(7,88,930)		(13,18,703)
XI	Profit for the period from discontinuing operations					
XII	Tax expense of discontinuing operations					
XIII	Profit/(Loss) from discontinuing operations (after tax) (XII-XIII)			-		-
XIV	Loss / Profit for the year (XI + XIV)			(7,88,930)		(13,18,703)
XV	Earnings per equity share:					
	(1) Basic			(0.24)		(0.41)
	(2) Diluted			(0.24)		(0.41)
	Number of Equity Shares ( Face value Rs 10/ Each)					
	Significant accounting policies and notes to accounts	1				
	Notes on Accounts	2 to 28				

As per our report of even date  
Parikh Shah Chotalia & Associates  
Chartered Accountants

For and on behalf of the Board of Directors

Vijay M. Parikh,  
Partner

Parimal Shah  
Director

Umesh Gandhi  
Director

Membership No.: 031773  
Firm Registration No.: 118493W  
Place : Vadodara  
Date: 30/05/2016

Place: Vadodara  
Date: 30/05/2016

**NOTE 1: Statement of Significant Accounting Policies and Practices**

(Annexed to and forming part of the financial statement for the year ended 31<sup>st</sup> March, 2016)

**A. 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.

**B. 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.

**C. Recognition of Income and Expenditure:**

- a) Revenues/Incomes and Costs/ Expenditure are generally accounted on accrual, as they are earned or incurred.
- 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.

**D. 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 has been made in respect of such benefits.

**E. Accounting for Taxes on Income**

Provision for current year Income Tax Expense comprises of Minimum Alternate Tax made on the basis of the assessable income at the tax rate applicable to the relevant assessment year.

**F. 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 deferred tax assets can be realised.

**G. 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.

**NOTES FORMING PART OF ACCOUNTS**

Particulars	March 31, 2016	March 31, 2015
	-	-

**NOTE '2'**

**SHARE CAPITAL**

**-Authorised**

35,00,000 Equity Shares of Rs.10/- each [Previous Year :3500000 Equity Shares of Rs.10/- each]	3,50,00,000	3,50,00,000
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**-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]		-
32,55,000 Equity Shares of Rs.1/- each fully paid-up. [Previous Year : 3255000 Equity Shares of Rs.10/- each] Refer Note No.	32,55,000	32,55,000

<b>TOTAL</b>	<u>32,55,000</u>	<u>32,55,000</u>
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**A) TERMS AND RIGHT ATTACH TO EQUITY SHARES**

i) The Company has only one class of Equity Share having a par value of Rs 1/- per Shares. Each holder of equity share is entitled to one vote per share.

ii) In the event of liquidation, the holder of the equity shares will be entitled to receive remaining assets of the company after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the Shareholders.

**Reconciliation of Equity Shares**

Particulars	In Nos	In Nos
Equity Shares at the beginning of the Year	32,55,000	32,55,000
Add: Shares Issued	-	-
<b>Equity Shares at the end of the Year</b>	<b>32,55,000</b>	<b>32,55,000</b>

In Value	Amount	Amount
Equity Shares at the beginning of the Year	32,55,000	325,50,000
Less: Reduction in Capital as per the order of the High Court of Gujarat, Ahmedabad dated 21.07.2014	-	292,95,000
Add: Shares Issued/ Calls in arrears	-	-
<b>Equity Shares at the end of the Year</b>	<b>32,55,000</b>	<b>32,55,000</b>

**List of Share holders having 5% or more Shares (In Nos)**

Name Of Shareholders	In Nos	In %	In Nos	In %
Mr. Primal R Shah	2,75,620	8.47	2,75,620	8.47

Particulars	March 31, 2016	March 31, 2015
	-	-

**NOTE '3'**

**RESERVES AND SURPLUS**

**Profit and Loss Account**

Opening Balance ( Debit )	(153,24,720)	(433,01,016)
Add/Less : Loss/Profit during the year	(7,88,930)	(13,18,704)
Less : Diminution in value of share as per order of High Court of Gujarat confirming reduction in Capital	-	292,95,000
Closing Balance ( Debit )	(161,13,650)	(153,24,720)
<b>Other reserve</b>		
Subsidy:		
Opening Balance	12,58,469	12,58,469
Add: Addition during the Year	-	-
Less: Utilisation during the Year	-	-
Closing Balance	12,58,469	12,58,469
<b>TOTAL</b>	<u>(148,55,181)</u>	<u>(140,66,251)</u>

The provisions of Clause 3(xvi) of the Order are not applicable to the Company

Particulars	March 31, 2016	March 31, 2015
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**NOTE '4'**

**SHORT TERM BORROWINGS**

*-Secured*

From National Small Industries Corporation (Refer Note No. "28")	146,57,713	147,57,713
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*Unsecured*

Loans repayable on demand		
Loans and advances		
From Related Parties	52,757	4,182
From Others	3,00,000	3,00,000
From Companies	63,00,000	61,00,000
	66,52,757	64,04,182

*There is a continuing default in repayment of dues to National Small Industries Corporation since F.Y. 1997-98*

	<u>213,10,470</u>	<u>211,61,895</u>
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Particulars	March 31, 2016	March 31, 2015
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**NOTE '5'**

**TRADE PAYABLES**

Trade Payables

For Goods	3,67,217	14,72,312
For Expenses	1,97,875	1,47,717
	5,65,092	16,20,029

Others

For Statutory Dues	-	10,186
For Advances from Customers	-	-
	-	10,186

<b>TOTAL</b>	<u>5,65,092</u>	<u>16,30,215</u>
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Particulars	March 31, 2016	March 31, 2015
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**NOTE '6'**

**OTHER CURRENT LIABILITIES**

Current maturities of long term debt

- From Gujarat Industrial Development Corporation	-	89,154
<b>TOTAL</b>	<u>-</u>	<u>89,154</u>

Particulars	March 31, 2016	March 31, 2015
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**NOTE '7'**

**SHORT TERM PROVISIONS**

Provision for Employee Benefits

Provisions for Audit Fees	20,000	20,000
Provision for Taxation	-	-
	20,000	20,000

<b>TOTAL</b>	<u>20,000</u>	<u>20,000</u>
--------------	---------------	---------------

**NOTE -B FIXED ASSETS**

SR NO	DESCRIPTION OF ASSETS	GROSS BLOCK (AT COST)			DEPRECIATION				NET BLOCK		
		BALANCE AS ON 01.04.2015	ADDITION	DEDUCTION /SALE	BALANCE AS ON 31.03.2016	TOTAL UP TO 01.04.2015	PROVIDED DURING THE YEAR	(DEDUCTIO N)/ADJUST MENTS	TOTAL UP TO 31.03.2015	AS ON 31st MARCH-	AS ON 31st MARCH-2015
1	Computers	53,000	-	-	53,000	19,166	16,785	-	35,951	17,049	33,834
2	Printer	10,900	-	-	10,900	3,609	3,452	-	7,061	3,839	7,291
	<b>TOTAL</b>	<u>63,900</u>	<u>-</u>	<u>-</u>	<u>63,900</u>	<u>22,775</u>	<u>20,237</u>	<u>-</u>	<u>43,012</u>	<u>20,888</u>	<u>41,125</u>

Particulars	March 31, 2016	March 31, 2015

**NOTE '9'**

**LONG TERM LOANS AND ADVANCES**

**Unsecured Considered doubtful:**

Security Deposits	1,06,842	1,06,842
Other Loans and Advances	18,33,620	18,33,620
<b>TOTAL</b>	<b><u>19,40,462</u></b>	<b><u>19,40,462</u></b>

Particulars	March 31, 2016	March 31, 2015

**NOTE '10'**

**OTHER NON CURRENT ASSETS**

**Long Term Trade Receivables**

**Unsecured Considered Doubtful**

Over Six Months	148,71,002	149,41,502
Less: Provision for Doubtful Debts	92,01,114	92,01,114
<b>TOTAL</b>	<b><u>56,69,888</u></b>	<b><u>57,40,388</u></b>

Particulars	March 31, 2016	March 31, 2015

**NOTE '11'**

**CASH AND BANK BALANCES**

**-Cash and Cash Equivalents**

Balance with Banks	29,758	15,98,832
Cash on Hand	2,09,743	74,573
<b>TOTAL</b>	<b><u>2,39,502</u></b>	<b><u>16,73,404</u></b>

Particulars	March 31, 2016	March 31, 2015

**NOTE '12'**

**SHORT TERM LOANS AND ADVANCES**

**Unsecured, Considered Good**

Loans and Advances to Related Parties	-	0	3,24,120
Security Deposit			
VAT Deposit	22,820	35,000	
Other Loans and Advances	24,01,822	23,35,514	
<b>TOTAL</b>	<b><u>24,24,642</u></b>	<b><u>23,70,514</u></b>	<b><u>26,94,634</u></b>

Particulars	March 31, 2016	March 31, 2015

**NOTE '13'**

**REVENUE FROM OPERATION**

**Indigenous Sales**

Manufactured Goods	-	-		
Traded Goods				
Ferrous and Non-Ferrous Metals	11,23,302	11,23,302	15,46,584	15,46,584

**Export Sales**

Other Operating Revenues	-	-		
<b>TOTAL</b>	<b><u>11,23,302</u></b>	<b><u>15,46,584</u></b>		

Particulars	March 31, 2016	March 31, 2015
<b>NOTE '14'</b>		
<b>OTHER INCOME</b>		
Liabilities Written Back	91474	
Interest on Loan and Advances	1,86,666	2,73,539
<b>TOTAL</b>	<b>2,78,140</b>	<b>2,73,539</b>

Particulars	March 31, 2016	March 31, 2015
<b>NOTE '15'</b>		
<b>Cost of Goods Sold</b>		
Stock at Commencement	-	-
Purchase of Trading Materials/ Shares		
Ferrous and Non Ferrous Metal	10,37,032	15,05,809
Less : Stock at Close	-	-
<b>TOTAL</b>	<b>10,37,032</b>	<b>15,05,809</b>

Particulars	March 31, 2016	March 31, 2015
<b>NOTE '16'</b>		
<b>EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, Wages, Bonus etc.	96,000	88,800
Director's Remuneration	4,38,000	5,04,000
<b>TOTAL</b>	<b>5,34,000</b>	<b>5,92,800</b>

Particulars	March 31, 2016	March 31, 2015
<b>NOTE '17'</b>		
<b>OTHER EXPENSES</b>		
Office Expenses	7,425	2,41,058
Printing & Stationery	44,476	50,478
Postage, Courier and Telephone Expenses	49,278	1,44,455
Rates and Taxes		5,618
Conveyance Expenses	600	11,980
Advertisement Expenses		40,528
Rent Expense	1,56,000	1,56,000
Interest Expenses	1,147	970
Bank charges & Commission	1,149	1,279
Listing Fees	2,24,720	1,19,382
Demat Account Charges		1,685
Loss on Derivative Activities	9,615	-
ROC Filing Fees	13,200	8,400
Audit Fees	10,000	10,000
Custodian Fees		6,741
Professional Fees	54,043	1,86,941
Income Tax		10,350
Processing Fees to BSE	26,454	23,484
Discount and Kasar	995	2
<b>TOTAL</b>	<b>5,99,103</b>	<b>10,19,350</b>

**18. Contingent Liabilities:**

<b>Contingent Liabilities :</b>	0	0
a. Claims against the company not acknowledged as debt		
b. Guarantees	0	0
c. Other money for which the company is contingently liable	0	0

**19. Details of Auditors' Remuneration**

Sr. No.	Fees in respect of .....	2015-16 Rupees	2015-16 Rupees
i)	Statutory Audit	10,000	10,000
ii)	Tax Audit	0	0
iii)	Taxation Matters	0	0
iv)	Others	0	0
	<b>Total</b>	<b>10,000</b>	<b>10,000</b>

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

(Amount in Rupees)

Particulars	Sales Values 2015-16	Closing Inventory 2015-16	Opening Inventory 2015-16	Sales Values 2014-15	Closing Inventory 2014-15	Opening Inventory 2014-15
<b>Traded Goods</b>						
Ferrous and Non Ferrous Metals	11,23,302	NIL	NIL	15,46,584	NIL	NIL
<b>Total</b>	<b>11,23,302</b>	<b>NIL</b>	<b>NIL</b>	<b>15,46,584</b>	<b>NIL</b>	<b>NIL</b>

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

(Amount in Rupees)

Particulars	Purchases 2015-16	Purchases 2014-15
<b>Goods Purchased</b>		
Ferrous and Non Ferrous Metals	10,37,032	15,05,809
<b>Total</b>	<b>10,37,032</b>	<b>15,05,809</b>



**22. Calculation of Earnings Per Share (Basic - EPS)**

Sr No.	Particulars	2015-16	2014-15
A	Net Profit / (Loss) attributable to Equity Share Holders	(7,88,930)	(13,18,704)
B	Avg. Number of Equity Shares	3255000	3255000
C	Basic Earnings Per Share	(0.24)	(0.41)

**23. Related party Disclosures:**

Sr. No.	Name of Related Parties	Nature of Relationship
1	Parimal R Shah	Key Management Personnel
2	Umesh Gandhi	Key Management Personnel
3	Pro Leasing and Finance Limited	Company in which Director is Director

Nature of transaction:	Key Management Personnel/ Director	Company in which Director is Director	As on 31.03.2016
<b>Transaction During the Year:</b> Remuneration (Referred No. 1 and 2)	4,38,000	-	<b>4,38,000</b>
Office Rent	-	1,56,000	<b>1,56,000</b>
<b>Balance as at 31<sup>st</sup> March, 2016</b>			
<b>Unsecured Loans:</b> Referred above No. 1	52,757	-	<b>52,757</b>
<b>Short Term Advances</b> Referred above No. 3	-	5,68,120	<b>5,68,120</b>

24. 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. Provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary.
25. 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 2016 as appearing in books of account have been recognised and are subject to reconciliation / adjustment if any, when the accounts of the concerned parties are reconciled and settled.
26. The company has availed facilities under Raw Material Assistance Scheme from National Small Industries Corporation (N.S.I.C.) during the year 1996. The Company has defaulted in making

payment to N.S.I.C. since 1997-1998. No interest including arrears of interest has been provided in the books up to 2014-15 on outstanding amount of Rs 1,75,07,713/- in absence of details.

NSIC has filed suit against the company in City Civil Court Ahmedabad in the year 1997 for recovery of its dues and has agreed to accept Rs. 110.00 Lacs. under One Time Settlement Scheme in October 2014 in full and final settlement of its dues. The Company has started repayment under the One Time Settlement Scheme offered by NSIC. In the opinion of Board of Directors the said One Time Settlement Scheme is still in operative.

27. 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 Company as "Sick Industrial Undertaking".
28. Figures of the previous year have been regrouped/ rearranged/ reclassified wherever necessary to correspond with the classification of the current period .

As per our attached Report of even date  
For Parikh Shah Chotalia & Associates  
Chartered Accountants

CA. Vijay Parikh  
Partner  
Membership No.: 031773  
F.R.N.:118493W  
Place: Vadodara.  
Date: 30<sup>th</sup> May, 2016

For and on behalf of the Board  
UTL Industries Limited

Parimal Shah      Umesh Gandhi  
Director              Director

Place: Vadodara  
Date: 30.05.2016

**UTL INDUSTRIES LTD.**

(FORMERLY KNOWN AS UNI TUBES LTD.)

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

PARTICULARS	2015-16	2014-15
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/Loss Before tax as per Profit & Loss A/C	-7,88,930	-13,18,703
ADJUSTMENTS FOR :		
Depreciation	20,865	1,910
Interest paid	0	0
Interest Income	0	0
Sale of Fixed Assets	-7,68,065	-13,16,795
<b>Operating Profit Before Working</b>		
<b>Capital Changes and Extraordinary Items</b>		
ADJUSTMENTS FOR :		
Trade Receivables	116,53,176	-116,53,178
Short Term Loans and Advance	482,91,852	-495,63,000
Other Current Assets	0	90,000
Other Non Current Assets	13,96,279	13,51,011
Short Term Borrowings	-8,34,299	-75,097
Creditors	-601,77,763	616,79,475
Other Current Liabilities	0	-30,87,492
Short Term Provision	-44,000	19,000
<b>Cash Generated From Operations</b>	<b>2,85,245</b>	<b>-12,39,281</b>
Interest paid	0	0
<b>Cash Flow Before Extraordinary Items</b>	<b>-4,82,820</b>	<b>-25,56,074</b>
<b>Extraordinary Items</b>		
Depreciation	0	0
Taxation	0	44,000
<b>Net Cash From Operating Activities (A)</b>	<b>-4,82,820</b>	<b>-26,00,074</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed assets	0	63,900
Interest Income	0	0
Sale of Fixed Assets	0	0
<b>NET USED IN INVESTING ACTIVITIES (B)</b>	<b>0</b>	<b>63,900</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Long Term Loans and Advances	0	0
Borrowings	0	0
Share Capital	0	0
<b>NET CASH FROM FINANCING ACTIVITIES (C)</b>	<b>0</b>	<b>0</b>
<b>NET CHANGES IN CASH AND CASH EQUIVALENT(A+B+C)</b>	<b>-4,82,820</b>	<b>-26,63,974</b>
Cash and Cash Equivalents (Opening)	11,35,904	37,99,878
Cash & Cash Equivalents (Closing)	6,53,084	11,35,904

As per our attached Report of even date

For Parikh Shah Chotalia & Associates

Chartered Accountants

CA. Vijay Parikh (Partner )

Membership No.: 031773 F.R.N.:118493W

Place: Vadodara Date: 30.05.2016

For and on behalf of the Board

UTL Industries Limited

Parimal Shah Umesh Gandhi

Director Director

Place: Vadodara Date: 30.05.2016

**Reg. Post/Speed Post/Courier**




**To,**

***If undelivered to:***

Registered office:  
UTL INDUSTRIES LIMITED  
607, WORLD TRADE CENTRE,  
SAYAJIGUNJ,  
VADODARA – 390 005. (GUJARAT)  
Email : utlindustries@gmail.com

**FORM B**

Format of covering letter of the annual audit report to be filled with the Stock Exchange

1.	Name of the Company	<b>UTL INDUSTRIES LIMITED</b>
2.	Annual financial statements for the year ended	<b>31<sup>st</sup> March, 2016</b>
3.	Type of Audit observation	<b>Qualified</b>
4.	Frequency of observation	Whether appeared first time <b>No.</b> Repetitive <b>Yes.</b> Since how long period <b>More than 12 Years</b>
	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:	<p><b>01. Provision for <u>Doubts Debts</u></b> The Management of the Company is trying very hard to recover the old dues. The amount to be realized is outstanding for more than 11 years and the Management is putting their best efforts to realize the same by using personal influence.</p> <p><b>02. Interest to N.S.I.C. - Note no. 26</b> The Company availed facilities under Raw Material assistance scheme from National Small Industries Corporation during the year 1996. Due to liquidity crunch caused by non realization of debtors, the Company was not in a position to make payment to N.S.I.C. since last 17 years. In view of the present financial position the Company opted for One Time Settlement (OTS) proposal to N.S.I.C. in October, 2014. The company has started repaying the dues of N.S.I.C. under OTS. In absence of confirmation from N.S.I.C. regarding the details of interest from N.S.I.C. the auditor put a remark regarding <b>non provision of interest on dues to N.S.I.C.</b></p>
	Additional comments from the board / committee chair:	This may relate to nature of the qualification including materially, agreement / disagreement on the qualification, steps taken to resolve the qualification, etc.
5.	To be signed by	<div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <ul style="list-style-type: none"> <li>• CEO / Managing Director</li> <li>• Auditor of the Company</li> <li>• Audit Committee Chairman</li> </ul> </div> <div style="width: 50%; text-align: right;">  <p><i>Parimal R. Shah</i> Parimal R. Shah (CEO/Managing Director)</p>  <p>Parikh Shah Chotalia &amp; Associates <i>Vijay Parikh</i> Vijay Parikh-CA (Auditor)</p>  <p><i>Umesh R. Gandhi</i> Umesh R. Gandhi (Audit Committee Chairman)</p> </div> </div>