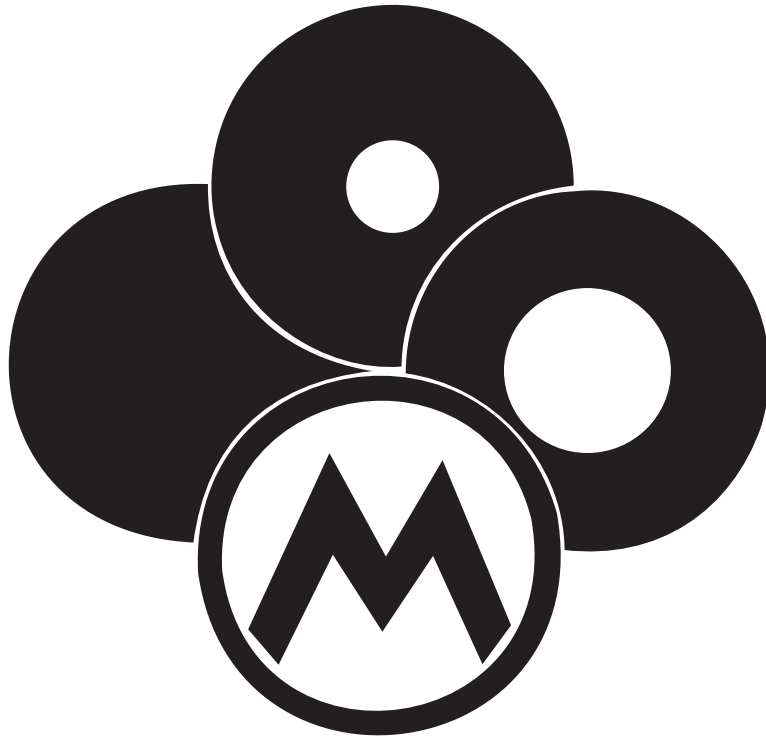
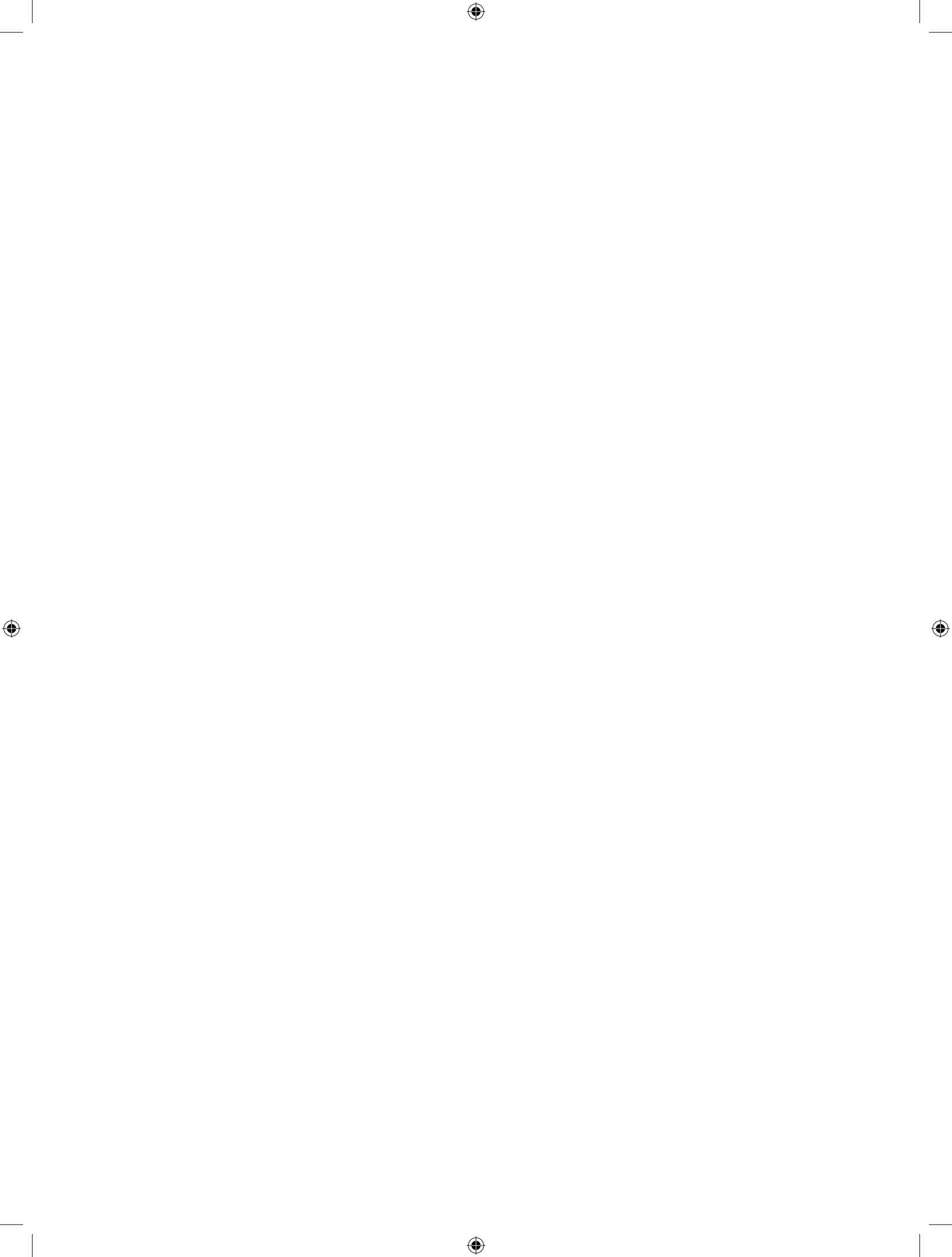


**30th  
Annual Report  
2009-2010**



**Mipco Seamless Rings (Gujarat) Limited**



# MIPCO SEAMLESS RINGS (GUJARAT) LIMITED



**BOARD OF DIRECTORS** Mr. T.M. Patel Chairman  
Mr. S.M. Patel Managing Director  
Mr. S.V. Subramania Iyer  
Mr. Jal R. Patel  
Mr. Sachendra Tummala  
Mr. Sanjiv Kumar Tandon

**AUDITORS** **Parikh & Shah**  
Chartered Accountants

**REGISTERED OFFICE AND WORKS** Plot No.109  
GIDC Industrial Estate,  
Narmadanagar,  
Bharuch – 392 015,  
(Gujarat).

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**Thirtieth Annual General Meeting on  
Thursday, the 30th December, 2010 at  
the Registered Office of the Company,  
at Plot No.109, GIDC Industrial Estate,  
Narmadanagar, Bharuch – 392 015,  
(Gujarat), at 12.00 noon.**

## Mipco Seamless Rings (Gujarat) Limited

### NOTICE

Notice is hereby given that the Thirteenth Annual General Meeting of the members of MIPCO SEAMLESS RINGS (GUJARAT) LIMITED will be held at the Registered Office of the Company at Plot no. 109, GIDC Industrial Estate, Narmadanagar, Bharuch - 392 015 on Thursday the 30th of December, 2010 at 12.00 noon to transact the following business:

1. To receive consider and adopt the Audited Balance Sheet as at 31st March, 2010 and the Profit and Loss Account for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. T.M Patel, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 224(6)(a) and other applicable provisions, if any of the companies Act, 1956 and the Articles of Association of the company, M/s Ganesh Venkat & Associates, Chartered Accountants, Hyderabad, be and are hereby appointed as the Auditors of the Company to hold the office from the date of this meeting until the conclusion of the next annual general meeting of the Company for Audit of Accounts for the year ended 31.03.2011, at such remuneration as may be decided by the Board Of Directors of the company and who have given their certificate under section 224(1B) of the companies Act, 1956 about their eligibility to be so appointed in place of M/s Parikh & Shah, Chartered Accountants, Mumbai who have expressed their inability to continue as Auditors."

#### SPECIAL BUSINESS:

4. **To alter the Main objects of the Memorandum of Association of the Company and to consider and if thought fit, to pass with or without modification, following resolution as Special resolution:**

"RESOLVED THAT pursuant to section 17 and other applicable provisions of the Companies Act, 1956, and subject to confirmation by the Registrar of Companies, the existing clauses of the Main Objects be and are hereby altered and that before the existing Clause 1 and the Main Objects Clause the following be of inserted as New Clauses 1 to 6 of the Main Objects Clause and the numbering of existing clauses is changed accordingly:

1. To carry on business of media, Communication and entertainment in film, television, mobile, music, radio, print media, live entertainment, software, hardware or any other category of media, communication and entertainment, and to produce, distribute or exhibit in India or abroad through satellite or by way of any other mode of communication or through buy, sell, run, import, export and to act as brokers, agents, distributors, proprietors of all kinds of cinematography motion pictures, television software, print media, advertisement, production promotion, Tele films, Documentary films, advertisement films, video films, online gaming software, Publicity, Marketing facilities and other activities relating to multiple entertainment television serials, cine films, slides and other entertainment software in all languages prevailing in India and abroad, and to acquire the necessary interest, rights, licenses quotas, benefits, permission, patent rights, secrets for these business and to provide solutions and services relating to Application Development, Business Intelligence Services, content management services, Application maintenance and support, DBA Services, Web operations support, Infrastructure management Services, Re-engineering Services, Verification and Validation Services, CRM Maintenance and support, Website Maintenance and Enhancements or any other activity for Media and entertainment business.
2. To undertake the designing and development of systems, network, telecommunication and application software either for sale in India or for export outside India or for its own use to design and develop such systems, network, telecommunication and application software for or on behalf of manufacturers, owners and users of computer systems and digital/electronic components in India or elsewhere in the world.
3. To develop service and sell/lease data through direct or electronic media, to develop a wide area communication network or sell/lease the network or provide value added services on the network to design, develop, service, buy/sell computers, network hardware, software, peripherals and related products, to provide marketing services comprising direct as well as electronic media for sale in India or for export outside India.
4. To carry on the business of development, marketing, import, export, maintenance and service of all kinds of manufactured goods and products for all kinds of business including manufacturers and dealers in modem and accessories, hardware and accessories of every description for use in providing Internet, Intranets, private Telecommunication Networks, or by any other means, E-Mail service, facsimile service, education and training services, websites, electronic market places, integral service digital networks, video conferencing, including renting, maintaining repairing and, for the purpose, to setup plants, purchase, import or otherwise acquire the same and to run, maintain all such plants, machinery and to undertake all activities, directly or indirectly related to electronic commerce right from conception to transition, training, implementation, and modification and services related to Electronic-Commerce business, including developing content-based programs to exploit the Internet, Intranets and Private Telecommunication Networks or any other means for serving the cause of companies, groups of companies, industries, service organizations and government and quasi-government undertakings whether in India/abroad.



5. To conduct sponsor or otherwise participate in training programs, courses, seminar conferences in respect of any of the objects of the company and for spreading or imparting the knowledge and use of computers, networking and computer programming languages including the publication of books, journals, bulletins, study/course materials, circulars and newsletters and to undertake the business as agents, stockiest, distributors, franchise holders or otherwise for trading or dealing in computer systems, network hardware peripherals, accessories, parts and computer consumables, continuous and non-continuous stationery, ribbons and other allied products and things and standard software packages.
6. To undertake all activities relating to software development for any industry, business, application, product, device, computer, microprocessor, including design and implementation of hardware and software for all such services whether in India/abroad.

“FURTHER RESOLVED that Board of Directors be and are hereby authorized to do all such acts, deeds, things as may be necessary in this regard to give effect to above alteration.”

**5. To consider and if thought fit, to pass with or without modification, following resolution as special resolution for shifting the registered office of the company from the state of Gujarat to the state of Karnataka:**

“RESOLVED THAT pursuant to section 17 of the Companies Act, 1956 and other applicable provisions of the Act and subject to approval of Company Law Board, registered office of the Company be and is hereby shifted from State of Gujarat to the State of Karnataka and the Clause 2 of Memorandum of Association be altered to read as :

“The Registered Office of the company will be situated in the State of Karnataka”.

“FURTHER RESOLVED that Board of Directors be and are hereby authorized to file the petition with Company Law Board and to do all such acts, deeds, things as may be necessary in this regard.”

**6. To approve the appointment of Mr. Sachendra Tummala and to consider and if thought fit, to pass with or without modification following resolution as an Ordinary resolution:**

“RESOLVED THAT Mr. Sachendra Tummala who was appointed as additional director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a Notice in writing, proposing his candidature for the office of a Director, under the provisions of Section 257 of the Companies Act, 1956 and who is eligible for appointment to the office of a Director be and is hereby appointed as director of the company.”

**7. To approve the appointment of Mr. Sanjiv Kumar Tandon and to consider and if thought fit, to pass with or without modification following resolution as an Ordinary resolution:**

“RESOLVED that Mr. Sanjiv Kumar Tandon, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, and in respect of whom the Company has received a Notice in writing, proposing his candidature for the office of a Director, under the provisions of Section 257 of the Companies Act, 1956 and who is eligible for appointment to the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

Place : Mumbai  
Dated: 04.12.2010

Sd/-  
**BY ORDER OF THE BOARD  
DIRECTOR**

**NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 27th December, 2010 to Thursday, the 30th December, 2010 (both days inclusive).
3. Members are requested to notify their change of address, if any.
4. Members, who are holding shares in identical order of names in more than one folio, are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
5. Members are requested to write to the Company for any queries, regarding Accounts, so as to reach the Company at least ten days before the meeting, to enable the management to keep the information ready at the Meeting.
6. Explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of Item Nos. 4 to 7 is annexed hereto.

## **Mipco Seamless Rings (Gujarat) Limited**

### **EXPLANATORY STATEMENT U/s 173(2) and 192A of the Companies Act, 1956:**

#### **ITEM No. 4:**

The Company has been carrying on the business of Manufacturing piston Rings . Due to heavy competition from the unorganized sector it incurred huge losses and as a result the Plant & Machinery and other assets were sold off to pay the debts from Financial Institutions/ Banks. Subsequently, the Management has entered into a Share Purchase Agreement and the Open offer for Takeover of the Company is in progress at present. The incoming Management proposes to carry on the business of providing software services related to media and entertainment space as per the new Main Objects Clauses 1to 6 proposed.

To reflect the main business activity it is proposed for alteration of Main Objects Clause of the Memorandum of Association of the Company by adding the new objects mentioned in 1 to 6 in the relevant resolution before the existing clauses & renumbering the same.

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

#### **ITEM No. 5:**

As the new business activity of providing software services in the fields of media, communication, entertainment in film, television, mobile, music, radio, print media, live entertainment in India and abroad is to be carried out in the State of Karnataka as it provides better infrastructure and client visibility and also for the purpose of smooth running of the business of the Company and effective administrative execution and moreover due to the change in management of the Company and the seat of new Management being at Bangalore, it is proposed to shift the registered office to Bangalore in the State of Karnataka.. As per Section 17 of the Companies Act 1956 read with Companies (Passing of Resolutions by Postal Ballot) Rules, 2001, it requires passing the Special resolution by way of Postal Ballot and also confirmation of the Hon'ble Company Law Board, Western Region Bench.

Your Board recommends the shifting of the Registered office of the Company , to the state of Karnataka.

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

Pursuant to Section 192A, in respect of Item Nos. 4 and 5, the following is also stated:

Since the proposals in Item nos. 4 and 5 come under the purview of Section 17 your approval is being sought as under the provisions of Section 192A of the said Act, read with Companies (Passing of Resolutions by Postal Ballot) Rules, 2001 through a resolution to be passed by Postal Ballot as set out in the Notice.

You are requested to carefully read the instructions contained in the Postal Ballot Form and send the same after exercising your vote to the Scrutinizer Mr. Ajay S Shrivastava, Practicing Company Secretary, 303, Durga Apartments, Rd. No. 10, Surya Nagar Colony, Somajiguda, Hyderabad – 500 082

The Board has appointed him as Scrutinizer for the Postal Ballot Programme.

Please note that after recording your vote, please sign the postal form and forward it to the Scrutinizer in the enclosed prepaid self-addressed envelope so as to reach to the Scrutinizer on or before 28th December, 2010 to be able to announce the result of the Postal Ballot by the Chairman at the annaul General Meeting on 30th December, 2010.

#### **ITEMS 7 & 8:**

Mr. Sachendra Tummala and Mr. Sanjiv Kumar Tandon were appointed as Additional Director in the meeting of the Board held on 04.12.2010. A notice under section 257 of the said Act has been received from members signifying their intention to propose the abovementioned names for their appointment as a Directors of the company, subject to the retirement by rotation under the Articles of Association of the Company.

Your Board of directors recommends their appointment as regular directors of the Board, in the interest of the Company.

None of the Directors is in any way concerned or interested in the resolutions except for the appointees.

Brief profiles of the appointees are given below.

#### **Profile of Mr. Sachendra Tummala:**

Sachendra Tummala is B.S. - Electronics & Communications and as Corpus's founder, is a world-class entrepreneur with dynamic vision who possesses the breadth of experience to ensure that his company's customers receive the attention to detail and customer support that they require to ensure their success. He is technologically savvy, having started his career as a technical specialist with Silicon Graphics and then moving on to Imation and finally on to Lucent Technologies where he served as a financial consultant. Previous to starting Corpus, he was a founding partner of a highly successful technology solutions company located in Houston, Texas.

Corpus's track record has secured itself a lofty place in business history as one of the true successes in the DFW area. From a five-man startup to a current employee base of around 300, with domestic operations in Dallas, Atlanta, NY, Denver and Global operations in London, Holland, Singapore, Delhi, Bangalore and Hyderabad, India, Corpus has evolved into a major player in the



IT business community. Sachendra has built his organization on a set of personal principles that every one inside the company emulates and shares. From day one, his management team was directed to follow the premise that everyone who joins Corpus, belongs as a family member, not simply another face or employee.

He is a distinguished Graduate of the SMU Cox School of Business having earned an Executive MBA degree. This valuable program has equipped him with state-of-the-art sales, and marketing skills. This program has also provided him with exposure to the latest in business finance tools, and enhanced his entrepreneurial skills.

**Profile of Mr. Sanjiv Kumar Tandon:**

Sanjiv is a Chartered accountant having more than 15 years of rich experience in the field of Accounts & Finance in different types of organizations mainly in IT and related sectors. He has worked extensively on all the core functions of Accounts and Finance which includes: Handling of IPO, Involved in Merger and acquisition, Finalization of Accounts, Consolidation of accounts, Transfer Pricing, Direct and Indirect Taxation, Statutory compliances, Internal Control Procedures, Process Automation, Budget, MIS Reporting, Staff training and Development etc.

He has also headed the HR and Administration function in various organizations. He has contributed in design, development & implementation of performance & people growth related programs and other core function of HR for more than 8 years, that include: conceptualizing, designing and executing various HR policies and processes like Talent Acquisition, Performance Management, Compensation Management, Competency mapping, career progression, pay roll management, statutory compliances etc.

# Mipco Seamless Rings (Gujarat) Limited

## DIRECTORS' REPORT

Dear Members,

The Directors present herewith their 30th Annual Report and the Audited Accounts of the Company for the year ended 31st March, 2010.

### FINANCIAL RESULTS:

	Rs. in lacs.	
	Year ended	Year ended
	31.03.2010	31.03.2009
Gross Profit/(Loss) before Interest, Depreciation and Tax	(8.31)	(6.76)
Less: Depreciation	--	--
Loss for the year	(8.31)	(6.76)
Extraordinary Items(Net of tax expense Rs.Nil) Interest Remission on one time settlement		
Sundry Balances of Creditors written off	--	403.78
Less: Provision for Tax:		
Fringe Benefit Tax Refund	0.17	--
Deferred Tax charge/credit	--	(0.14)
Add: Balance Brought forward from previous year	(1299.46)	(1696.34)
Loss carried to Balance Sheet	<u>(1307.60)</u>	<u>(1299.46)</u>

### OPERATIONS:

The Company has closed its manufacturing operations for the last two years. It does not have any other business activity.

### DIVIDEND:

In view of the loss, your Directors do not recommend any dividend for the year under review.

### DIRECTORS:

Mr. T.M. Patel, a Non-Executive Director of the Company, retires by rotation and being eligible, offers himself for re-appointment. Necessary resolution for his re-appointment is being placed before the members for your approval.

### DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act 1956, your Directors report that:

1. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanatory statement relating to material departures, if any.
2. such accounting policies have been selected and applied consistently and the judgments and estimates made are reasonable and prudent so as to give a true and fair view

of the state of affairs of the Company at the end of the financial year and of the Loss of the Company for that year.

3. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. the accounts have been prepared on a going-concern basis since the Directors are considering and evaluating ways and means to restructure operations by taking into account appropriate business strategies and financial viabilities.

### AUDITORS REPORT:

In regard to the qualification at Sr. No.6 of the Auditors Report, your Directors state that item No.4 of Directors Responsibility Statement hereto is self-explanatory.

### CORPORATE GOVERNANCE:

Your Company has complied with the requirements of the Code of Corporate Governance in accordance with Clause 49 of the Listing Agreement with Bombay Stock Exchange Limited. A separate report on Corporate Governance along with Auditors' certificate on its compliance is attached to this Report. Management Discussion and Analysis, as prescribed by the Listing Agreement, also forms a part of the Annual Report.

### ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information relating to Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo as required to be disclosed under section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is not given as the Company has no business activities.

### AUDITORS:

M/s. Parikh & Shah, Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment. The Company has received confirmation that their appointment, if made, will be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

### PARTICULARS RELATING TO EMPLOYEES:

Information pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, is not applicable to the Company.

For and on behalf of the Board

Place : Mumbai  
Date : 4th May, 2010

**S.V.S. Iyer**                      **S.M. Patel**  
**Director**                      **Managing Director**





## CORPORATE GOVERNANCE REPORT:

Your Company comes within the purview of Clause 49 of the Listing Agreement and accordingly a Report on Corporate Governance, in the manner specified, is given here below:

### Company's Philosophy on Code of Governance

Your Company has always adhered to the tenets of good Corporate Governance with a clear sight of the right to information by Shareholders with respect to Company's activities.

### Board of Directors

The Board of Directors consists of four members, comprising three Non-Executive Directors and a Managing Director. The Company has a Non-executive Chairman with the number of Non-executive Directors being more than 50% of the total number of Directors and the number of Independent Directors are two.

Particulars of the Directorships, Chairmanships and Memberships of Board/Committees and attendance at Board/General Meeting of the Company are given herebelow:

Name of the Director	Executive/Non-Executive/ Independent	No. of outside Directorships in Public Companies	Membership held in Committee of Directors	Chairman-ship held in Committee of Directors	No. of Board Meetings attended	Whether attended last AGM
Mr. T.M. Patel	Non-Executive Chairman	3	4	1	3	Yes
Mr. S.M. Patel	Managing Director	2 *	3	1	4	Yes
Mr.S.V.Subramania Iyer	Non-Executive – Independent	-	-	1	4	Yes
Mr. Jal R. Patel	Non-Executive – Independent	6	5	3	4	No

\* In addition, Mr. S.M. Patel is Alternate Director in a Public Limited Company.

During the financial year 2009-10, four Board meetings were held on 8th May, 2009, 21st July, 2009, 23rd October, 2009 and 22nd January, 2010 and the AGM was held on 17th July, 2009.

### CODE OF CONDUCT:

The Board of Directors has adopted the Code of Business conduct and Ethic for Directors. The said Code has been communicated to the Directors.

The Code has been circulated to all the members of the Board and the compliance of the same has been affirmed by them. A declaration signed by the Managing Director is given below:

I hereby confirm that:

The Company has obtained from all the members of the Board affirmation that they have complied with the Code of Business Conduct and Ethics for Directors in respect of Financial Year 2009-2010.

**S.M. Patel**  
**Managing Director**

### AUDIT COMMITTEE:

The Audit Committee of the Company has such powers as are detailed under Section 292A of the Companies Act, 1956, and also as are detailed in terms of Clause 49 of the Listing Agreement.

The responsibilities of the Audit Committee include inter-alia, overseeing the financial reporting process to ensure proper disclosure of financial statements, recommending appointment/removal of external auditors and fixing their remuneration, reviewing the quarterly, half yearly and annual financial statements before submission to the Board, and discussing the scope of audit with external auditors.

The composition of the Audit Committee is in consonance with the Listing Agreement and is as given hereunder:

Name of the Director	Category	No. of Audit Committee Meetings Attended
Mr. S.V. Subramania Iyer	Independent-Non-Executive (Chairman)	4
Mr. Jal R. Patel	Independent-Non-Executive (Member)	4
Mr. T.M. Patel	Non-Executive (Member)	3

During the Financial year ended 31st March, 2010, four Audit Committee Meetings were held on 8th May, 2009, 21st July, 2009, 23rd October, 2009 and 22nd January, 2010.

## Mipco Seamless Rings (Gujarat) Limited

### REMUNERATION COMMITTEE:

The general scope of work entrusted to the Remuneration Committee includes recommendation of remuneration packages for the Managing Director and review thereof, based on performance and achievements, within the provisions of the Companies Act, 1956 and amendments thereto.

The Remuneration Committee has not held any meeting during the financial year 2009-10, as there was no issue relating to Managerial Personnel. The composition of the Remuneration Committee is as under:

Name of the Director	Category
Mr. S.V. Subramania Iyer	Independent Non-executive Director (Chairman)
Mr. Jal R. Patel	Independent Non-executive Director (Member)
Mr. T.M. Patel	Non-Executive Director (Member)

The remuneration structure of the Managing Director consists of salary, perquisites, and contribution to Provident Fund, Superannuation and Gratuity. The tenure of re-appointment of the Managing Director/details of salary and perquisites and contribution to Provident Fund for the financial year ended 31st March, 2010 are as given below:

Name	Tenure	Salary (Rupees)	Perquisites (Rupees)	Contribution to Provident Fund (Rupees)	Total (Rupees)
Mr. S.M. Patel	Reappointed for 3 years from 01.08.2009	Nil	Nil	Nil	Nil

Managing Director was reappointed for a period of three years with effect from 01.08.2009 without any remuneration.

The Non-Executive Directors do not draw any remuneration from the Company including sitting fees. The Board of Directors waived the sitting fees payable for attending Board/Committee Meetings in view of stoppage of business activities.

The details of Non-Executive Directors' shareholdings in the Company during the year under report, are as given below:

Name of the Non-Executive Director	No. of shares held As on 31st March, 2010 (Nos.)
Mr. T.M. Patel	-
Mr. S.V. Subramania Iyer	512
Mr. Jal R. Patel	225

### SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE:

The "Transfer-Cum-Shareholders'/Investors' Grievance Committee held its meetings on 17th April, 2009, 29th April, 2009, 29th May, 2009, 22nd June, 2009, 9th July, 2009, 23rd July, 2009, 21st August, 2009, 1st September, 2009, 30th September, 2009, 30th October, 2009, 27th November, 2009, 31st December, 2009, 29th January, 2010, 26th February, 2010 and 31st March, 2010.

The members of the Committee are:

Name	Category	No. of Committee Meetings attended
Mr. T.M. Patel	Non-Executive Director [Chairman]	15
Mr. S.M. Patel	Managing Director (Member)	15

The Transfer-cum-Shareholders'/Investors' Grievance Committee redresses all investors' grievances with due diligence. The powers of approving the issue of duplicate certificates and all matters connected with securities' transfers, transmissions, sub-divisions, consolidations etc. vests with the Committee. At every meeting of the Transfer-Cum-Shareholders'/Investors' Grievance Committee, a periodic summary statement, depicting transfer, transmission, etc of the securities of the Company, is placed before the Committee and a thorough review thereof is made.

Mr. Sanjay B. Desai is the Compliance Officer. All complaints received from shareholders/investors have been generally resolved to the satisfaction of the complainants.

During the year 01.04.2009 to 31.03.2010, there were no complaints received from the shareholders and there were none pending as on 31st March, 2010.



## GENERAL BODY MEETINGS:

Location and time where the last three Annual General Meetings were held are as under:

Financial Year	Date	Location of the Meeting	Time
2006-2007	17th July, 2007	Conference Room of the Registered Office of the Company at 109, GIDC Industrial Estate, Narmadanagar, Bharuch – 392 015.	3.00 p.m.
2007-2008	25th July, 2008	Conference Room of the Registered Office of the Company at 109, GIDC Industrial Estate, Narmadanagar, Bharuch – 392 015.	12.00 noon
2008-2009	17th July, 2009	Registered Office of the Company at Plot No.109, GIDC Industrial Estate, Narmadanagar, Bharuch – 392 015, (Gujarat).	11.00 a.m.

The Company has passed Special Resolution in the Annual General Meeting held for the year 2008-09.

No Special Resolution requiring Postal Ballot as required by the Companies (passing of the resolution by postal ballot) Rules, 2001/Clause 49 of the Listing Agreement has been placed for Shareholders' approval at the last Annual General Meeting..

### DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS:

Mr. T.M. Patel, aged 56 years is a B.S. from U.S.A. and has been associated with the Company in the capacity of Director since 1989. He is also a Director of the following public limited companies:-

Sr. No.	Name of the Company	Designation/Membership of Board Committees
1	ABC Bearings Limited	Director/Member of Transfer-cum-Shareholders'/Investors' Grievance Committee
2	Shri Dinesh Mills Ltd.	Director/Member of Audit Committee/Member of Investor Grievance Committee/Member of Remuneration Committee
3	NSK-ABC Bearings Ltd.	Director

### DISCLOSURES:

During the year 2009-10, the Company had no materially significant related party transaction, which is considered to have potential conflict with the interests of the Company at large.

There has not been any non-compliance, penalties or strictures imposed on the Company by the Stock Exchange, SEBI or any other statutory authority, on any matter relating to the capital markets, during the last three years.

The Company has complied with all mandatory requirements and it is in the process of compliance with various non-mandatory requirements.

### MEANS OF COMMUNICATION:

The Board of Directors of the Company approves and takes on record the unaudited financial results of the Company within one month of the close of the quarter/half year and announces forthwith the results to the Bombay Stock Exchange Limited, where the shares of the Company are listed, as also the same are published within 48 hours in two newspapers as prescribed. As the Company has published the audited annual results within the stipulated period of 60 days, as required by the Listing Agreement with the Bombay Stock Exchange Limited, the unaudited results for the last quarter of the financial year are not published.

Management Discussion and Analysis Report forms part of this Annual Report.

### GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting

Date : 30 December, 2010

Time : 12.00 a.m.

Venue : Registered Office of the Company at Plot No.109, GIDC Industrial Estate, Narmadanagar, Bharuch – 392 015, (Gujarat).

### Financial Year:

The Company follows April-March as its financial year. The results for every quarter are declared in the month following the quarter except for the quarter January-March, for which the audited results are declared in May/June as permitted under the Listing Agreement.

## Mipco Seamless Rings (Gujarat) Limited

### Date of Book Closure

Monday, the 27th December, 2010 to Thursday, the 30th December, 2010 (both days inclusive).

### Dividend Payment Date

There is no dividend recommended for the year due to the losses.

### Listing on Stock Exchanges

The Company's shares are listed on Bombay Stock Exchange Limited, Mumbai.

### Stock Code

Scrip Code No.: 505797

### Stock Price Data

Bombay Stock Exchange Limited, Mumbai (BSE)

There was no trading of Company's shares during the year 2009-10.

### Registrar and Transfer Agents

The Company has not appointed any Registrar and Transfer Agents for the share transfer work. The Company has an in-house share transfer facility at its Registered Office.

### Distribution of Shareholding:

Categories of Shareholding as on 31st March, 2010.

Category	Shares	
	Number	% to Total
Promoters and Promoters Group	1304372	36.38
Mutual Funds & UTI	204613	5.71
Banks, Financial Institutions, Insurance Companies	2300	0.06
Foreign Institutional Investors	0	0
Private Corporate Bodies	107301	3.00
Indian Public	1962514	54.75
NRIs/OCBs	3700	0.10
Others (Shares in Transit)	0	0
<b>Total</b>	<b>3584800</b>	<b>100.00</b>

Distribution of shareholding as on 31st March, 2010.

No. of equity shares held	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
1 - 500	18574	97.38	1236405	34.49
501 - 1000	317	1.66	249228	6.95
1001 - 2000	99	0.52	142483	3.98
2001 - 3000	28	0.15	70035	1.95
3001 - 4000	11	0.06	36602	1.02
4001 - 5000	11	0.06	49620	1.39
5001 - 10000	16	0.08	114005	3.18
10001 and above	18	0.09	1686422	47.04
<b>Total</b>	<b>19074</b>	<b>100.00</b>	<b>3584800</b>	<b>100.00</b>

Dematerialisation of Shares and Liquidity: The Equity shares of the Company are in physical form as on 31st March, 2010.

The Company has not issued any GDRs/ADRs/Warrants or any Convertible Instruments.



**Plant Location**

--

**Address for Correspondence**

Shareholders may correspond on all matters relating to transfer/dematerialisation of shares, payment of dividend, and any other query relating to shares of the Company, to the Registered Office of the Company at Plot No.109, GIDC Industrial Estate, Narmadanagar, Bharuch – 392 015, (Gujarat).

For and on behalf of the Board

Sd/-  
**S.V.S. Iyer**  
Director

Sd/-  
**S.M. Patel**  
Chairman

**Auditors' Certificate regarding compliance of Corporate Governance**

To the Members of Mipco Seamless Rings (Gujarat) Limited

We have examined the compliance of the conditions of Corporate Governance by Mipco Seamless Rings (Gujarat) Limited for the year ended 31st March 2010, as stipulated in Clause 49 of the Listing Agreement of the said company with Stock Exchange.

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 the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have conducted our review on the basis of the relevant records and documents maintained by the Company. Based on such review and as per the information and explanations given to us by the Company, in our opinion, the Company has complied with the conditions of Corporate Governance, as stipulated in Clause 49 of the said Listing Agreement.

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

**For PARIKH & SHAH**  
Chartered Accountants

Mumbai, 4th May, 2010.

Sd/-  
**H.K. DESAI**  
Partner

## **Mipco Seamless Rings (Gujarat) Limited**

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

**a) Outlook:**

The Directors are exploring possibilities of alternative business proposals.

**b) Segmentwise Performance:**

The Company does not have business activity.

**c) Internal Control Systems and their Adequacy:**

The Company does not have any manufacturing activity.

**d) Financial performance with respect to operations:**

During the year, the Company incurred losses in the absence of business activity.

**e) Human Resources and Industrial Relations:**

The Company does not have any employee except the Managing Director.

## AUDITORS' REPORT



To  
The Members of  
MIPCO SEAMLESS RINGS (GUJARAT) LIMITED

We have audited the attached Balance Sheet of Mipco Seamless Rings (Gujarat) Limited as at 31st March, 2010 and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 and on the basis of such checks of books and records of the Company as considered appropriate and as per the information and explanations given to us, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.

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

1. We have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary, for the purpose of our audit;
2. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
3. The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report, are in agreement with the books of account of the Company;
4. In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
5. On the basis of written representations received from the Directors of the company and taken on record by the Board of Directors, we report that none of the Directors are disqualified as on 31st March, 2010 from being appointed as a Director in terms of Section 274 (1) (g) of the Companies Act, 1956;
6. **Though the accounts for the year have been prepared on the assumption of going concern basis, the company's ability to continue as a going concern, however is dependent upon restructuring of operations by considering appropriate business strategies and financial viabilities.**

Subject to the foregoing, in our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a. in the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2010;
- b. in the case of the Profit and Loss Account, of the Loss for the year ended on that date; and
- c. in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For PARIKH & SHAH  
Chartered Accountants

Sd/-  
(H. K.Desai)  
Partner

Membership No. 13719  
Firm Registration No. 107528W.

Mumbai: 4th May, 2010.

## Mipco Seamless Rings (Gujarat) Limited

### RE : MIPCO SEAMLESS RINGS (GUJARAT) LIMITED

#### ANNEXURE TO AUDITORS' REPORT ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2010

1. a) The Company has maintained proper records showing full particulars including quantitative details and location of its fixed assets (viz. wind mill).  
b) The only Fixed Assets ( viz Wind mills ) have been disposed off during the year consequently commenting on maintenance of records and physical verification of assets dose not arise.  
c) The going concern status of the company is affected on disposal of the balance of assets.
- 2 There being no inventory on hand during the year/at the end of the year commenting on procedure of physical verification of inventory, maintenance of proper records and ascertaining of discrepancies does not arise.
- 3 a) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.  
b) The Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- 4 According to the information and explanations given to us, for the activities carried out during the year, there was in our opinion, adequate internal control system commensurate with the size of the Company and nature of the business. No major weakness was noticed in the course of our audit in this behalf.
- 5 In our opinion, and according to the information and explanations given to us, there are no contracts and arrangements the particulars of which need to be entered into the register maintained under Section 301 of the Companies Act, 1956.
- 6 The Company has not accepted any deposits from the public, consequently the provisions of Section 58A and 58AA of the Companies Act, 1956 and the rules framed there under are not applicable.
- 7 **The Company does not have any formal internal audit system. As informed to us this is in view of the continuing suspension of the business operations.**
- 8 The Central Government has not prescribed maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956.
- 9 a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has been generally regular in depositing with appropriate authorities undisputed statutory dues including income-tax, sales-tax, wealth-tax, service tax, custom duty, excise-duty, and other statutory dues during the year to the extent applicable. As at 31st March, 2010, there were no undisputed dues payable for a period of more than six months from the date they became payable.  
b) According to information and explanation given to us the disputed dues in respect of Sales tax and Income tax that have not been deposited by the Company are as follows:

Name of Statute	Nature of dues	Amount (Rs. in lacs) and (Period to which it relates)	Forum where the dispute is pending
Gujarat Sales Tax Act, 1969	Sales Tax	Rs.1.65 lacs (1988-1989)	Asst. Sales Tax Commissioner – Appeal 7 Circle 4 - Vadodara
		Rs.6.25 lacs (1999-2000)	The Gujarat Sales Tax Tribunal at Ahmedabad
Income Tax Act, 1961	Income Tax	Rs.39.94 lacs (2005-06)	Income Tax Appellate Tribunal - Mumbai

10. The accumulated losses of the Company exceeded fifty percent of its net worth at the end of the financial year. The Company has incurred cash loss in the current year and immediately preceding financial year.
11. The Company has not availed any loans from Banks Financial Institution or by issue of debentures.
12. The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The company is not a chit fund/nidhi/mutual benefit fund/society. Accordingly the provisions of the clause 4(xiii) of the Order are not applicable.
14. As the Company is not dealing or trading in shares, securities, debentures and other investments, paragraph 4(xiv) of the Order is not applicable.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.





16. The Company has not obtained any term loans during the year.
17. According to the information and explanations given to us, the Company has not raised any funds on short term basis during the year.
18. The Company has not made any preferential allotment of shares to any parties and companies covered under the register maintained u/s.301 of the Companies Act, 1956 during the year.
19. No security or charge is required to be created since the company has not issued any Debentures.
20. The Company has not raised any money by public issue during the year.
21. On the basis of examination of books of account and other relevant records in the course of our audit and as per the information and explanation given to us no fraud on or by the Company has been noticed or reported during the year.

**For PARIKH & SHAH**  
Chartered Accountants

Sd/-  
**(H. K. Desai)**  
**Partner**

Membership No. 13719  
Firm Registration No. 107528W

Mumbai: 4th May, 2010.

**Mipco Seamless Rings (Gujarat) Limited**  
**Balance Sheet as at 31st March 2010**

Particular	Schedules	As at 31st March 2010 Rs.In lacs	As at 31st March 2009 Rs.In lacs
<b>SOURCES OF FUNDS</b>			
<b>1. SHAREHOLDERS' FUNDS</b>			
(a) Share Capita	1	558.40	558.40
(b) Reserves and Surplus	2	778.66	778.66
<b>2. TOTAL</b>		<u><u>1,337.06</u></u>	<u><u>1,337.06</u></u>
<b>APPLICATION OF FUNDS</b>			
<b>3. FIXED ASSETS</b>	3	-	8.62
<b>4. DEFERRED TAX ASSET</b>	4	3.07	3.07
<b>5. CURRENT ASSETS, LOANS AND ADVANCES</b>			
(a) Cash and Bank Balances	5	0.01	0.08
(b) Loans and Advances	6	39.95	40.97
		<u>39.96</u>	<u>41.05</u>
<b>6. Less : CURRENT LIABILITIES AND PROVISIONS</b>	7		
(a) Current Liabilities		4.53	6.10
(b) Provisions		9.04	9.04
		<u>13.57</u>	<u>15.14</u>
<b>7. NET CURRENT ASSETS</b>		26.39	25.91
<b>8. PROFIT AND LOSS ACCOUNT</b>		1,307.60	1,299.46
<b>9. TOTAL</b>		<u><u>1,337.06</u></u>	<u><u>1,337.06</u></u>
<b>10 SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS</b>	10		

This is the Balance Sheet referred to in our report of even date.

For and on behalf of the Board

**For PARIKH & SHAH**  
Chartered Accountants

Sd/-  
**T.M. PATEL**  
Chairman

**H.K.DESAI**  
Partner

Sd/-  
**S.M. PATEL**  
Managing Director

Mumbai, 4th May, 2010

Mumbai, 4th May, 2010



## Profit and Loss Account for the Year ended 31st March 2010

Particular	Schedules	For the Year ended	
		31st March 2010	31st March 2009
		Rs.In lacs	Rs.In lacs
<b>1. INCOME</b>			
Other Income	8	-	0.03
		<u>-</u>	<u>0.03</u>
<b>2. EXPENDITURE</b>			
Administrative and Other Expenses	9	5.69	6.79
Loss on Sale of Asset		2.62	-
		<u>8.31</u>	<u>6.79</u>
<b>3. LOSS FOR THE YEAR BEFORE EXCEPTIONAL ITEMS AND TAX</b>		<b>(8.31)</b>	<b>(6.76)</b>
<b>4. EXCEPTIONAL ITEM :</b>		-	403.78
<b>5. PROFIT/ LOSS AFTER EXCEPTIONAL ITEMS AND BEFORE TAX</b>		<b>(8.31)</b>	<b>397.02</b>
<b>6. PROVISION FOR TAXATION</b>			
Fringe Benefit Tax Refund		0.17	-
Deferred Tax (charge) / credit		-	(0.14)
<b>7. PROFIT/ LOSS AFTER TAX</b>		<b>(8.14)</b>	<b>396.88</b>
<b>8. BALANCE BROUGHT FORWARD FROM PREVIOUS YEAR</b>		<b>(1,299.46)</b>	<b>(1,696.34)</b>
<b>9. BALANCE CARRIED TO BALANCE SHEET</b>		<b>(1,307.60)</b>	<b>(1,299.46)</b>

This is the Profit & Loss Account referred to in our report of even date.

**For PARIKH & SHAH**  
Chartered Accountants

**H.K.DESAI**  
Partner

Mumbai, 4th May, 2010

For and on behalf of the Board

Sd/-  
**T.M. PATEL**  
Chairman

Sd/-  
**S.M. PATEL**  
Managing Director

Mumbai, 4th May, 2010

**Mipco Seamless Rings (Gujarat) Limited**  
**Schedules forming part of the Balance Sheet**

	As at 31st March 2010 Rs.In lacs	As at 31st March 2009 Rs.In lacs
<b>1. SHARE CAPITAL</b>		
<b>AUTHORISED :</b>		
a) 5,000,000 Equity Shares of Rs.10/- each	500.00	500.00
b) 200,000 Cumulative Redeemable Preference Shares of Rs. 100/- each.	200.00	200.00
	<u>700.00</u>	<u>700.00</u>
<b>ISSUED &amp; SUBSCRIBED :</b>		
'35,84,800 Equity Shares of Rs.10/- each fully paid up.	358.48	358.48
Less : Calls in arrears	0.09	0.09
	<u>358.39</u>	<u>358.39</u>
Add : Forfeited Shares - 200 Equity Shares (amount originally paid up)	0.01	0.01
	<u>358.40</u>	<u>358.40</u>
'2,00,000 5% Cumulative Redeemable Preference Shares of Rs.100/- each fully paid up.	200.00	200.00
	<u>558.40</u>	<u>558.40</u>
<b>2. RESERVES AND SURPLUS</b>		
<b>CASH SUBSIDY RESERVE</b>		
Balance as per last Balance Sheet	34.12	34.12
<b>CAPITAL RESERVE</b>		
Balance as per last Balance Sheet	744.54	744.54
	<u>778.66</u>	<u>778.66</u>
<b>3. FIXED ASSETS</b>		

PARTICULARS	COST				DEPRECIATION				NET BLOCK	
	AS AT 01.04.2009	ADDITIONS	DEDUCTIONS	AS AT 31.03.2010	UPTO 31.03.2009	FOR THE YEAR	ADJUSTMENT ON ACCOUNT OF SALE	UPTO 31.03.2010	AS AT 31.03.2010	AS AT 31.03.2009
<b>PLANT AND MACHINERY</b>										
Wind Mills	172.50	-	172.50	-	163.88	-	(163.88)	-	-	8.62
<b>TOTAL</b>	172.50	-	172.50	-	163.88	-	(163.88)	-	-	8.62
Previous year 2008-09	172.50	-	-	172.50	163.88	-	-	163.88	8.62	8.62

**4. DEFERRED TAX ASSETS**

	DEFERRED TAX ASSET/ (LIABILITY) As at 1st April,2009	(CHARGE) /CREDIT FOR THE CURRENT YEAR	DEFERRED TAX ASSET (LIABILITY) As at 31st March,2010
Expenses allowabele for Tax purpose when paid	3.07	-	3.07
<b>TOTAL</b>	<u>3.07</u>	<u>-</u>	<u>3.07</u>



## Schedules forming part of the Balance Sheet

	<b>As at 31st March 2010 Rs.In lacs</b>	As at 31st March 2009 Rs.In lacs
<b>5. CASH AND BANK BALANCES</b>		
(a) Cash on Hand	-	-
(b) With Scheduled Banks : In Current Account	<u>0.01</u>	<u>0.08</u>
	<u>0.01</u>	<u>0.08</u>
<b>6. LOANS AND ADVANCES</b>		
Unsecured-Considered Good :		
(a) Advances recoverable in cash or in kind or for value to be received	<b>31.89</b>	32.91
(b) Income Tax	<u>8.06</u>	<u>8.06</u>
	<u>39.95</u>	<u>40.97</u>
<b>7. CURRENT LIABILITIES AND PROVISIONS</b>		
<b>CURRENT LIABILITIES :</b>		
(a) Sundry Creditors	-	0.04
(b) Other Liabilities	<u>4.53</u>	<u>6.06</u>
	<u>4.53</u>	<u>6.10</u>
<b>PROVISIONS</b>		
Gratuity	<u>9.04</u>	<u>9.04</u>
	<u>13.57</u>	<u>15.14</u>

## Mipco Seamless Rings (Gujarat) Limited

### Schedules forming part of the Profit and Loss Account

Particulars	Rupees in lacs	For the Year ended	For the Year ended
		31st March 2010 Rs.In lacs	31st March 2009 Rs.In lacs
<b>8. OTHER INCOME</b>			
(a) Interest Received		-	0.03
		<u>-</u>	<u>0.03</u>
<b>9. ADMINISTRATIVE AND OTHER EXPENSES</b>			
(a) Employees' Remuneration and Benifites : Compensation to Staff		2.15	-
(b) Repairs : Wind Mills		0.47	2.15
(c) Rent, Rates & Taxes		0.60	0.77
(d) Insurance		-	0.21
(e) Postage & Courier Charges		0.76	0.82
(f) Printing & Stationary		0.61	0.75
(g) Remuneration to Auditors :			
Audit Fees	0.05		0.05
For Income Tax matter	0.08		0.06
For Certification work	0.01		0.06
Service tax	0.01		0.01
		<u>0.15</u>	<u>0.18</u>
(h) Legal & Professional Fees		0.01	0.38
(i) Advertisement Expenses (Others)		0.79	0.73
(j) Directors' Fees		-	0.20
(k) Interest others		-	0.07
(l) Annual Listing Fee		0.12	0.10
(m) License and Other Fees		0.02	0.35
(n) Other Expenses		0.01	0.08
		<u>5.69</u>	<u>6.79</u>



## Schedules forming part of the Accounts

### 10. SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS

#### A SIGNIFICANT ACCOUNTING POLICIES :

##### 1. FIXED ASSETS :

- (a) Fixed Assets are stated at their historical cost.
- (b) Additions to fixed assets comprise their purchase price and directly attributable costs.
- (c) Depreciation is provided at the rates prescribed in Schedule XIV to the Companies Act, 1956

##### 2. INVENTORY VALUATION :

- (a) Stock of Stores & Spares, Raw Materials & Tools : At lower of cost (on FIFO basis) or net realizable value.
- (b) Work in Process : At lower of cost or net realizable value. Cost comprising of raw materials, manufacturing and other overheads.
- (c) Finished Goods :
  - i. At lower of cost or market value.
  - ii Excise Duty payable on finished goods stocks at the end of the year is accounted for and is considered for valuation purposes.

##### 3. RETIREMENT BENEFITS:

Retirement benefits to employees comprise of payments of gratuity, superannuation and provident fund under the approved Schemes of the Company. Gratuity liability is provided on the basis of actuarial valuation and funded with an approved Trust.

##### 4 REVENUE RECOGNITION:

- (i) Sales comprise sale of goods including excise duty and is accounted on the transfer of property in the goods to the buyer.
- (ii) Revenue from job work is recognized by the completed service contract.

#### B. NOTES TO ACCOUNTS

	<b>2009-2010</b>	<i>2008-2009</i>
	<b>Rs. In lacs</b>	<i>Rs. In lacs</i>
1. Contingent Liabilities not Provided for :		
(i) Income Tax demand contested in appeal.	<b>39.94</b>	39.94
(ii) Claims of Sales Tax disputed by the Company	<b>7.90</b>	7.90
(iii) Claim of workers pending settlement in court	-	1.50
2. Arrears of dividend on Cumulative Redeemable Preference Shares for the years 2001-02 to 2009- 10	<b>90.00</b>	80.00
3 RELATED PARTY DISCLOSURES UNDER ACCOUNTING STANDARD 18		
RELATED PARTIES		
A. (i) Associate Companies:		
ABC Bearings Ltd.,		
Mipco Investments Pvt. Ltd.,		
Manoway Investments Pvt. Ltd.,		
Maple Investments Pvt. Ltd.,		
Emsons Leasing Co.Pvt. Ltd.,		
(ii) Key Management Personnel:		
Mr. S.M. Patel (Managing Director)		

## Mipco Seamless Rings (Gujarat) Limited

B. Related Party Transactions	31.03.2010 Rs. In lacs	31.03.2009 Rs. In lacs
Associate Companies :		
(i) Sale of fixed assets	6.00	-
(ii) Rent paid	0.06	0.06
C. Outstanding balances as on 31.03.2010		
Associate Company	Dr. 0.51	-
D. Details of remuneration to Managing Director is disclosed in the Notes to Accounts.		
E. There are no write offs or write back of any amounts for any of the above related parties.		

### Schedules forming part of the Accounts

- 4 In accordance with Accounting Standard-22 Accounting for Taxes on Income.
- (I) The deferred tax Assets relates to the extent of liability for Gratuity carried forward.
- (II) Deferred tax arising on account of brought forward losses and unabsorbed depreciation is presently not recognised for want of certainty of sufficient future taxable income being generated.
- 5 a) The Company presently does not have any Manufacturing Operations and restructuring of activities is under consideration.
- b) Quantitative Details and other information therefore are not applicatble.
- 6 a) Computation of Net Profit as per Section 309(5) and Section 198 of the Companies Act, 1956  
Not applicable in absence of any business activities.
- b) Managing Director's remuneration under Section 198 of the Companies Act, 1956 - Nil

#### Notes:

- (i) The Managing Director is reappointed for a further period of three years with effect from 01.08.2009. without any remuneration.
- (ii) Rs.1.90 lacs (Previous Year Rs.1.90 lacs ) included under advances is recoverable from the Managing Director out of excess remuneration aggregating Rs. 5.44 lacs paid in earlier years.
- 7 Particulars of the Balance Sheet abstract and the Company's General Business Profile, pursuant to Part IV of Schedule VI to the Companies Act, 1956, are attached hereto.

Signature to Schedules 1 to 10  
As per our report of even date attached.

**For PARIKH & SHAH**  
Chartered Accountants

**H.K.DESAI**  
Partner

Mumbai, 4th May, 2010

For and on behalf of the Board

Sd/-  
**T.M. PATEL**  
Chairman

Sd/-  
**S.M. PATEL**  
Managing Director

Mumbai, 4th May, 2010





## Cash Flow Statement for the year ended 31st March, 2010

	Rupees in lacs	2009-2010 Rs.In lacs	2008-2009 Rs.In lacs
<b>A CASH FLOW FROM OPERATING ACTIVITIES :</b>			
<b>NET PROFIT / (LOSS) FOR THE YEAR</b>		(8.31)	397.02
Adjustments for :			
Interest Income	-		(0.03)
Loss on Sale of Fixed Assets	2.62		-
Sundry creditors balances written off	-		(403.78)
		<u>2.62</u>	<u>(403.81)</u>
		(5.69)	(6.79)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>			
Trade and other receivables	1.02		0.49
Inventories	-		-
Trade Payable	(1.57)		(5.25)
		<u>(0.55)</u>	<u>(4.76)</u>
		(6.24)	(11.55)
<b>CASH GENERATED FROM OPERATIONS</b>			
Refund Fringe Benefit Tax		0.17	9.82
		<u>(6.07)</u>	<u>(1.73)</u>
<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>			
Extra Ordinary item		-	-
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	(A)	(6.07)	(1.73)
<b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>			
Sale of Fixed Assets	6.00		-
Interest received	-		0.03
		<u>6.00</u>	<u>0.03</u>
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	(B)	6.00	0.03
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>			
Repayment of Borrowings		-	-
<b>NET CASH USED FROM FINANCING ACTIVITIES</b>	(C)	-	-
<b>NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>		<u>(0.07)</u>	<u>(1.70)</u>
<b>CASH &amp; CASH EQUIVALENTS (OPENING BALANCE)</b>		0.08	1.78
<b>CASH &amp; CASH EQUIVALENTS (CLOSING BALANCE)</b>		0.01	0.08
<b>NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS</b>		<u>(0.07)</u>	<u>(1.70)</u>

This is the Cash Flow Statement referred to in our report of even date. .

**For PARIKH & SHAH**  
Chartered Accountants

**H.K.DESAI**  
Partner

Mumbai, 4th May, 2010

For and on behalf of the Board

Sd/-  
**T.M. PATEL**  
Chairman

Sd/-  
**S.M. PATEL**  
Managing Director

Mumbai, 4th May, 2010

# Mipco Seamless Rings (Gujarat) Limited

## MIPCO SEAMLESS RINGS (GUJARAT) LIMITED

Information pursuant to part IV of the Companies Act, 1956.  
Balance Sheet Abstract and Company's General Business Profile

### I Registration details

Registration No.       State Code

Balance Sheet Date

Date Month Year

### II Capital Raised during the year ( Amount inRs. Thousands)

Public Issue	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	Right Issue	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>
Bonus Issue	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	Private Placement	<input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>

### III Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities	<input type="text" value=""/> <input type="text" value="1"/> <input type="text" value="3"/> <input type="text" value="3"/> <input type="text" value="7"/> <input type="text" value="0"/> <input type="text" value="6"/>	Total Assets	<input type="text" value=""/> <input type="text" value="1"/> <input type="text" value="3"/> <input type="text" value="3"/> <input type="text" value="7"/> <input type="text" value="0"/> <input type="text" value="6"/>
Sources of Funds			
Paid Up Capital	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="5"/> <input type="text" value="5"/> <input type="text" value="8"/> <input type="text" value="4"/> <input type="text" value="0"/>	Reserves & Surplus	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="7"/> <input type="text" value="7"/> <input type="text" value="8"/> <input type="text" value="6"/> <input type="text" value="6"/>
Secured Loans	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	Unsecured Loans	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>
Application of Funds			
Net Fixed Assets	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	Investments	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>
Net Current Assets			
+ -			
<input type="text" value=""/> <input type="text" value="-"/>	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="2"/> <input type="text" value="6"/> <input type="text" value="3"/> <input type="text" value="9"/>	Misc. Expenditure	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>
Deferred Tax Assets	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="3"/> <input type="text" value="0"/> <input type="text" value="7"/>		
Accumulated Losses	<input type="text" value=""/> <input type="text" value="1"/> <input type="text" value="3"/> <input type="text" value="0"/> <input type="text" value="7"/> <input type="text" value="6"/> <input type="text" value="0"/>		

### IV Performance of the Company ( Amount in Rs. Thousands)

Turnover	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	Total Expenditure	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="8"/> <input type="text" value="3"/> <input type="text" value="1"/>
+ - Profit/Loss		+ - Profit/Loss	
<input type="text" value=""/> <input type="text" value="-"/> before Tax and	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="(-)"/> <input type="text" value="8"/> <input type="text" value="3"/> <input type="text" value="1"/>	<input type="text" value=""/> <input type="text" value="-"/> after Tax and *	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value="(-)"/> <input type="text" value="8"/> <input type="text" value="1"/> <input type="text" value="4"/>
exceptional item		exceptional item	
Earning Per Share in Rs.	<input type="text" value=""/> <input type="text" value="(-)"/> <input type="text" value="0"/> <input type="text" value="."/> <input type="text" value="2"/> <input type="text" value="3"/>	Dividend Rate %	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>

### V Generic Names of Three Principal Products/Services of the Company (As per monetary Terms)

Item Code No (ITC Code)

Product Description



**MIPCO SEAMLESS RINGS (GUJARAT) LIMITED**

Regd. Office: Plot No.109, GIDC Industrial Estate, Narmadanagar, Bharuch – 392 015, (Gujarat).

**ATTENDANCE SLIP**

To be handed over at the entrance of the meeting hall

Full Name of the

Member attending\_\_\_\_\_

Full Name of the

First JointHolder\_\_\_\_\_

(To be filled in if first named joint-holder does not attend the meeting)

Name of

Proxy\_\_\_\_\_

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the THIRTIETH ANNUAL GENERAL MEETING of the Company held on Thursday, the 30th December, 2010 at 12.00 noon at the Registered Office of the Company at Plot No.109, GIDC Industrial Estate, Narmadanagar, Bharuch – 392 015, Gujarat.

Regd. Folio No. \_\_\_\_\_

No. of Shares held\_\_\_\_\_

Member's/Proxy's signature  
(to be signed at the time of  
handing over this slip)

(Please-cut here)

**MIPCO SEAMLESS RINGS (GUJARAT) LIMITED**

Regd. Office: Plot No.109, GIDC Industrial Estate, Narmadanagar, Bharuch – 392 015, (Gujarat).

**PROXY FORM**

I/We\_\_\_\_\_

of \_\_\_\_\_ in the district of\_\_\_\_\_

\_\_\_\_\_ being member(s) of the above named Company, here-

by appoint\_\_\_\_\_

of \_\_\_\_\_ in the district of\_\_\_\_\_

or failing him\_\_\_\_\_

of \_\_\_\_\_ in the district of\_\_\_\_\_

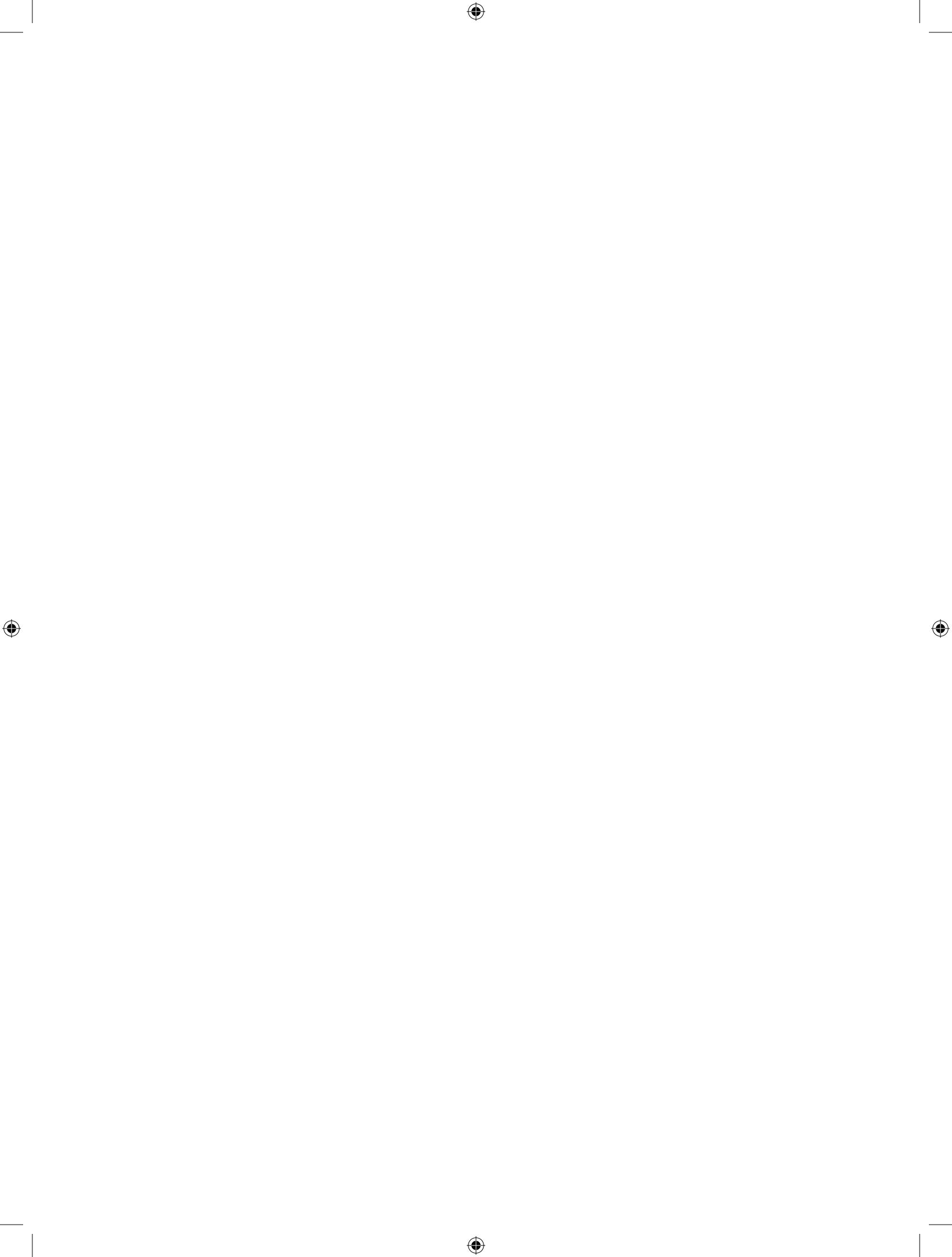
as my/our proxy and to vote for me/us on my/our behalf at the THIRTIETH ANNUAL GENERAL MEETING of the Company to be held on Thursday, the 30th Dec, 2010, at 12.00 noon at the Registered Office of the Company at Plot No.109, GIDC Industrial Estate, Narmadanagar, Bharuch – 392 015, Gujarat, or any adjournment thereof.

Signed this \_\_\_\_\_day of \_\_\_\_\_ 2010.

Regd. Folio No.\_\_\_\_\_ No. of Shares held\_\_\_\_\_

Please  
affix  
15 Paisa  
Revenue  
Stamp

The Companies Act, 1956 lays down that an instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.





S.No \_\_\_\_\_

**MIPCO SEAMLESS RINGS (GUJART) LIMITED****REGD OFFICE: PLOT NO. 109, GIDC INDUSTRIAL ESTATE, NARMADANAGAR, BAHARUCH, GUJARAT****POSTAL BALLOT FORM**

S.No \_\_\_\_\_

1. Name of the shareholder ( in BLOCK letters) including Joint holder(s)	
Registered Address of the First/ sole named shareholder	
Registered Folio No./ Client ID No. (Applicable to members holding shares in Demat Form)	
No. of Shares held	
I / We hereby exercise my/our vote in respect of the Special resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my/ our assent / dissent to the said resolution(s) by placing tick (*) mark at the appropriate box given below.	

Item No. 4 Special Resolution under Section 17 of the Companies Act, 1956 for alteration of Main Objects Clause of Memorandum of Association of the Company.	No. of Shares		Please tick(*) in the appropriate box below
		I / We Assent to the resolution	
		I / We Assent to the resolution	

Item No. 5 Special Resolution under Section 17 of the Companies Act, 1956 for Shifting of Registered Office from State of Gujarat to State of Karnataka.	No. of Shares		Please tick(*) in the appropriate box below
		I / We Assent to the resolution	
		I / We Assent to the resolution	

Place:

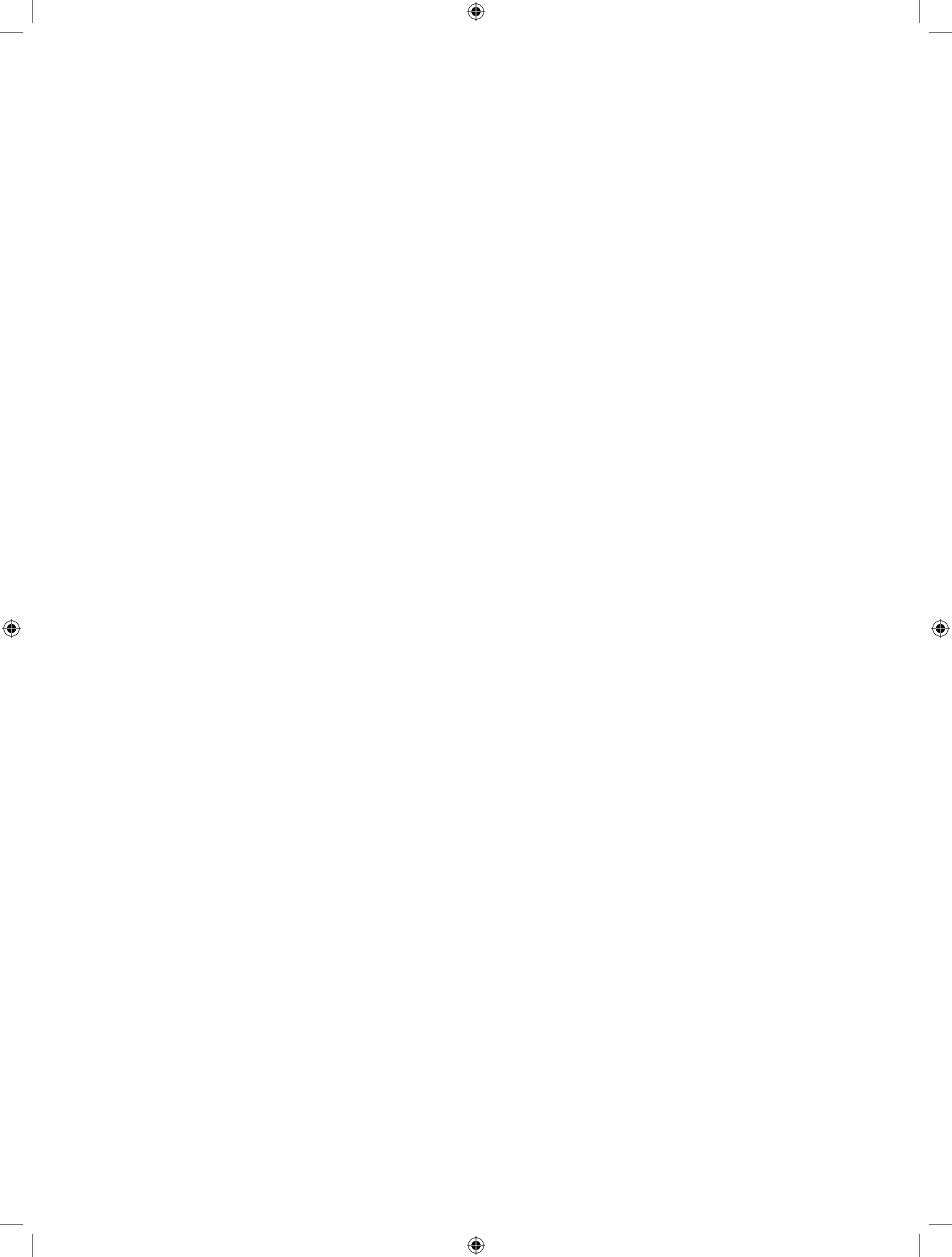
Date:

**Signature of the shareholder***Please read the instructions printed overleaf before exercising the vote*

## **Mipco Seamless Rings (Gujarat) Limited**

### **INSTRUCTIONS:**

1. A member desiring to exercise vote by Postal Ballot may complete this Form and send to the Registered Office in the self addressed pre-paid envelope. Envelopes containing Postal Ballot Form, if sent by courier at the expense of Shareholder will also be accepted.
2. The self addressed postage pre-paid envelope bears the address of Scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be signed by the First name shareholder. In case of Joint holding, by the First named holder and in his absence by the next holder ( as per the registered Specimen signatures).
4. Unsigned Postal Ballot Forms will be rejected.
5. Duly completed Postal Ballot Forms should reach the Company not later than the close of working hours on 28th December, 2010. All Forms received after the said date will strictly be treated as if the reply from the member has not been received.
6. In case of shares held by Trusts, Societies, Companies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution giving requisite authority to the person voting on the Postal Ballot Form.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on the date of dispatch of the Notice for the said meeting .i.e. 6th December, 2010.
8. Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed Pre-paid envelope as the same will be sent to the Scrutinizer and any extraneous paper found in the envelope would be destroyed by the Scrutinizer.



BOOK-POST

To,

*If undelivered, please return to :*

**Mipco Seamless Rings (Gujarat) Limited**

Registered Office : Plot No. 109, GIDC Industrial Estate,  
Narmadanagar, Bharuch - 392 015, (Gujarat)