



Mipco Seamless Rings (Gujarat) Ltd.

Regd. Office: 34, Corpus Techno park, AVS Compound, 4th block, Koramangala, Bangalore, Karnataka-560034
CIN: L72900KA1980PLC080581:www.mipco.co.in

Date: 16th October, 2017

To,
The Manager- Listing Department
Bombay Stock Exchange
1st floor, Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Scrip Code: - 505797

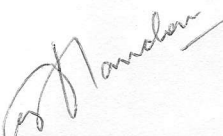
Subject: Annual Report of 37th Annual General Meeting of the Company for the year ended March 31, 2017.

Dear Sir,

Please find enclosed copy of Annual Report of Mipco Seamless Rings (Gujarat) Limited held on 29th September, 2017.

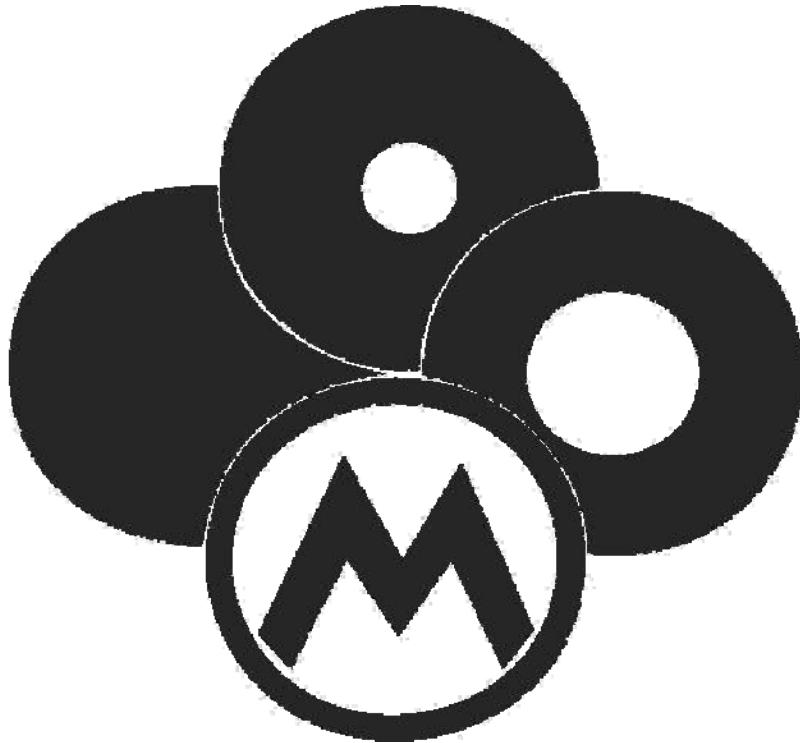
You are requested to take the same on record.
Thanking You

For MIPCO SEAMLESS RINGS (GUJARAT) LIMITED


SANJIV KUMAR TANDON
DIRECTOR,
DIN: 02579261



37th
ANNUAL REPORT
2016-17



Mipco Seamless Rings (Gujarat) Limited

**MIPCO SEAMLESS
RINGS (GUJARAT)
LIMITED**

**BOARD OF
DIRECTORS**

Mr. Sachendra Tummala	Managing Director
Mr. S. M. Patel	Director
Mr. Sanjiv Kumar Tandon	Director
Mr. Ravi Kumar Chennupati	Director
Mr. Surya Chilukuri	Director
Ms. Sridevi Nadella	Director

AUDITORS

Ganesh Venkat & Co.
Chartered Accountants
Hyderabad

**REGISTERED
OFFICE AND
WORKS**

34, Corpus Techno Enclave
AVS Compound, 4th Block
Koramangala, Bangalore
Karnataka- 560095

**Thirty Seventh Annual
General Meeting on
Friday, the 29th September,
2017 at the registered
office of the Company at
34, Corpus Techno Park,
AVS Compound, 4th Block,
Koramangala, Bangalore,
Karnataka-560095 at 1.30
P.M.**

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NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of **MIPCO SEAMLESS RINGS (GUJARAT) LIMITED** (CIN: L72900KA1980PLC080581) will be held on Friday the 29th day of September 2017 at 1.30 P.M at Registered Office of the Company at 34, Corpus Techno park, AVS Compound, 4th block, Koramangala, Bangalore, Karnataka – 560095 to transact the following business items:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2017, and the Reports of the Board of Directors and the Auditors thereon, by passing the following Resolution with or without modification:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board and Auditors thereon be and are hereby received, considered and adopted:”

2. To appoint a Director in place of Mr. Sanjiv Kumar Tandon (DIN: 02579261), who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT Mr. Sanjiv Kumar Tandon (DIN: 02579261), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

3. To re-appoint Statutory Auditors of the Company:

To consider, and if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules) including any statutory modifications or re-enactments thereof for the time being in force, M/s Ganesh Venkat & Co, Chartered Accountants (ICAI Firm Registration No.005293S; M.No 025104), Hyderabad, retiring auditor of the Company be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of Thirty-seventh (37th) Annual General Meeting until the conclusion of the Fortieth (40th) Annual General Meeting of the Company, subject to ratification of the appointment by the Members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013, at such remuneration as may be agreed upon between the Auditors and the Board of Directors, in addition to actual out-of-pocket expenses incurred by them for the purpose of audit and the applicable taxes.”

Date: 31.08. 2017.
Place: Hyderabad

By Order of the Board

Registered office:
34, Corpus Techno Park, AVS Compound,
4th block, Koramangala,
Bangalore, Karnataka – 560095
CIN: L72900KA1980PLC080581
Email: Srishti.agarwal@corpus.com

SD/-
Sachendra Tummala
Managing Director
DIN: 02317514
Hyderabad

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members are requested to update their preferred e-mail ids with the Company / DPs / RTA, which will be used for the purpose of future communications. Members whose e-mail id is not registered with the Company are being sent physical copies of the Notice of 37th Annual General Meeting, Annual Report, notice of e-voting etc. at their registered address through permitted mode.

Members whose e-mail ids are registered with the Company/ Depository Participant and who wish to receive printed copy of the Annual Report may send their request to the Company at its registered office address.

4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during the business hours up to the date of the Meeting.
7. The Company has notified that the Register of Members and Share Transfer Books will be closed from 26th September, 2017 to 29th September, 2017, (both days inclusive) in connection with the ensuing Annual General Meeting.
8. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Share Transfer Agents to enable them to consolidate their holdings into one folio.
9. Brief resume of Directors including those proposed to be appointed/ reappointed, nature of their expertise in specific functional areas, name of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 are provided in the Corporate Governance Report forming part of the Annual Report.
10. Members requiring any clarification/information on any report/ statements are requested to send their queries to the Registered Office of the Company, at least 10 days before the date of the AGM.
11. Members are requested to quote their folio numbers/ DP ID and Client ID numbers in all correspondence with the Company and the Registrar and the Share Transfer Agent.
12. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA

13. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of The Companies (Management and Administration) Amendment Rules, 2015 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically, through the electronic voting service facility arranged by Central Depository Services Limited. The facility for voting through ballot paper will also be made available at the meeting and the Members attending the Meeting who have already cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their vote again. The instructions for e-voting are annexed hereto.
19. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper.
20. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
21. Notice of the 37th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same.
22. For members who have not registered their email address, physical copies of the Notice of the 37th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.
23. Mrs. R.V.N Padmaja,, Practicing Company Secretary (M.NO: 16596; CP: 5176) H.No: 6-3-609/134, Flat No.102, Srinivasam Apartments, Anand Nagar Colony, Khairatabad, Hyderabad - 500004 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and she has communicated his willingness to be appointed and will be available for same purpose.
24. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 10:00 a.m. (IST) on 26.09.2017
End of remote e-voting : Upto 5:00 p.m. (IST) on 28.09. 2017

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period
25. The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. 22nd September, 2017
26. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off date i.e. 22nd September, 2017 shall only be entitled to avail the facility of remote e-voting / physical voting.
27. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 22nd September, 2017 may obtain the User Id and password in the manner as mentioned below:

28. The instructions for voting electronically are as under:-

- i. The voting period begins on 26.09.2017 at 10.00 A.M and ends on 28.09.2017 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.

- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant Company Name i.e. Mipco Seamless Rings (Gujarat) Limited on which you choose to vote.

EVSN	170901070
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- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

- xix. **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

SHAREHOLDERS MAY PLEASE NOTE THAT NO GIFTS/ COMPLIMENTS SHALL BE DISTRIBUTED AT THE VENUE OF THE MEETING

MIPCO SEAMLESS RINGS (GUJARAT) LIMITED

(CIN: L72900KA1980PLC080581)

Regd. Office: 34, Corpus Techno park, AVS Compound, 4th block, Koramangala, Bangalore, Karnataka – 560095

ATTENDANCE SLIP

(Please fill attendance slip and hand it over at the entrance of the Meeting Hall)

DP Id & Client Id *	
Folio No.	
No. of Shares	
Names and Address of the Shareholder	

I hereby record my presence at the 37th Annual General Meeting of the Company held on 29th September, 2017 at 1.30 PM at 34, Corpus Techno Park, AVS Compound, 4th block, Koramangala, Bangalore, Karnataka – 560095

Signature of Shareholder / proxy

**Applicable for investors holding shares in electronic form.*

Form No. MGT-11
MIPCO SEAMLESS RINGS (GUJARAT) LIMITED
 (CIN: L72900KA1980PLC080581)

Regd. Office: 34, Corpus Techno park, AVS Compound, 4th block, Koramangala, Bangalore, Karnataka – 560095

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member(s):	e-mail ID:
Registered address:	Folio No/ Client Id*: DP Id*:

I/we, being the member(s) of _____ shares of Mipco Seamless Rings (Gujarat) Limited, hereby appoint:

1. _____ of _____
 having e-mail id _____ Signature _____ or failing him

2. _____ of _____
 having e-mail id _____ Signature _____ or failing him

3. _____ of _____
 having e-mail id _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on 29th September 2017 at 1.30 PM at 34, Corpus Techno park, AVS Compound, 4th block, Koramangala, Bangalore, Karnataka – 560095 and at any adjournment thereof in respect of such resolutions are as indicated below:

Sl.No.	Resolutions	For	Against
Ordinary Business			
1	Adoption of Audited Standalone Financial Statements for the year ended 31 st March, 2017 and the Reports of Board of Directors and the Auditors.		
2	To appoint a Director in place of Mr. Sanjiv Kumar Tandon (DIN: 02579261, who retires by rotation and being eligible, offers himself for re-appointment.		
3	To re-appoint Statutory Auditors of the Company.		

Signed this..... day of..... 2017

Affix Revenue Stamp _____

Signature of shareholder / Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 37th Annual Report and Audited Accounts for the year ended 31st March 2017.

1. FINANCIAL RESULTS:

	(Rs. in Lakhs)	
	Year ended 31.03.2017	Year ended 31.03.2016
Revenue from operations	0	0
Other income	0	0
PBDIT	(10.46)	(19.75)
Interest and finance charges	0	0
Depreciation	0	0
Net profit/(Loss) before tax	(10.46)	(19.75)
Less: Provision for Tax:	0	0
Net profit/(Loss) after tax	(10.46)	(19.75)
Add: Balance Brought forward from previous year	(1363.25)	(1343.49)
Loss carried to Balance Sheet	(1373.71)	(1363.25)

2. OPERATIONS:

Currently the Company is not carrying its activities. The management of the Company evaluating opportunities available in current market scenario to revive its activities.

3. DIVIDEND:

During the year under review, the Company has not recommended any dividend for financial year 2016-17.

4. PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposits hence the provisions of Chapter V of the Companies Act, 2013 and The Companies (Acceptance of Deposit) Rules, 2014 are not applicable.

5. SHARE CAPITAL:

During the year under review, there is no change in Authorised and Paid-up share capital of the Company

6. PROMOTER OF THE COMPANY:

During the year under review, there is no change in promoters of the Company.

7. DIRECTORS:

Further there were no changes in composition of Board of Directors of the Company. The Board consists of Executive and Non-executive Directors including Independent Director as per section 149 of the Companies Act, 2013 and rules made thereunder read with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The number and details of the meetings of the Board and other Committees are furnished in the Corporate Governance Report.

The Independent Directors have furnished declaration of independence under Section 149 of the Companies Act 2013.

Familiarization Programme for Independent Directors

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes on a continuing basis. The Familiarisation programme for Independent Directors is disclosed on the Company's website.

Separate Meeting of Independent Directors

A separate meeting of Independent Directors of the Company was held on 27th March, 2017 as required under Schedule IV to the Companies Act, 2013 (Code for Independent Directors) and Regulation 25 of the SEBI (Listing Obligations And Disclosure Requirements), Regulations, 2015. At the Meeting, the Independent Directors:

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors;

All the Independent Directors attended the Meeting of Independent Directors and Mr. Ravi Kumar Chennupati was the Lead Independent Director of that Meeting.

Board & Directors' Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Board, its Committees and the Directors have carried out annual evaluation / annual performance evaluation, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The Directors expressed their satisfaction with the evaluation process.

Directors' Appointment and Remuneration Policy

The Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company and formulates the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirement). The Board has, on the recommendations of the Nomination & Remuneration Committee framed a policy for remuneration of the Directors and Key Managerial Personnel.

8. PARTICULARS OF EMPLOYEES AND REMUNERATION

The information required under Section 197 (12) of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is NIL

9. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as '**Annexure' I**.

10. AUDITOR'S AND AUDITOR'S REPORT:

M/s. Ganesh Venkat & Co., Chartered Accountants (Registration No. 005293S; M.No. 025104), Hyderabad, Statutory Auditors of the Company, who was appointed as Statutory Auditors of the Company by shareholders of the Company vide resolution dated 29.09.2014 until the conclusion of Annual General Meeting for the financial year ended 31st March, 2017.

The Company has received written consent along with a certificate under 141 of the Companies Act, 2013 expressing their eligibility to be re-appointed as Statutory Auditors of the Company until the conclusion of the Fortieth (40th) Annual General Meeting of the Company, subject to ratification of the appointment by the Members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013, at such agreed remuneration and in view of the same the Board has proposed a resolution for re-appointment of Auditors. Further, comments in their report and notes forming part of financial statements are self explanatory and do not require any comments.

11. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mrs. R.V.N Padmaja, Practising Company Secretary to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as '**Annexure II**'.

There was no qualification, reservation or adverse remark in the secretarial audit report.

12. ASSOCIATE / SUBSIDIARY/ JOINT VENTURE COMPANIES:

The Company does not have any subsidiary/ associate/ Joint venture companies under review. Since the statement in terms of first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014 is not required to be attached.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

As on 31st March, 2017, the company has unsecured loan of Rs. 61.31 Lacs from Promoter and directors of the Company.

14. INTERNAL CONTROL SYSTEMS

Your Company has in place internal and financial control systems commensurate with the size of the Company. The primary objective of our internal control framework is to ensure that internal controls are established, properly documented, maintained and adhered to in each functional department for ensuring orderly and efficient conduct of business which includes proper use and protection of the Company's resources, accuracy in financial reporting, compliance with the statutes, timely feedback on achievement of operational and strategic goals.

15. RESEARCH & DEVELOPMENT:

During the year under review, No R & D activity was undertaken by the Company.

16. INFORMATION ON STOCK EXCHANGES

The Equity shares of the Company are listed on BSE Limited

17. CORPORATE GOVERNANCE

A detailed report on the subject forms part of this report. The Statutory Auditors of the Company have examined the Company's compliance and have certified the same as required under the SEBI Guidelines. Such certificate is annexed herewith.

18. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134 of the Companies Act, 2013:

- (a) that in the preparation of the annual accounts/financial statements for the financial year ended 31st March 2017; the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) that the accounting policies as mentioned in the financial statements were selected and applied consistently and reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) that proper and sufficient care had been taken 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 fraud and other irregularities;
- (d) that the annual accounts were prepared on a going concern basis;
- (e) that proper internal financial controls were in place and that such internal financial controls are adequate and were operating effectively; and
- (f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

19. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As the Company does not fall under the criteria stipulated for applicability of section 135 of the Companies Act, 2013 the Company has not constituted a Committee of Corporate Social Responsibility and no contributions were made during the year.

23. RELATED PARTY TRANSACTIONS

During the year under review, the Company has entered into any related party transactions.

- The Company has paid a rent of Rs. 0.24 Lacs to Corpus Software Pvt. Ltd (Related Party).

The statement in terms of Rule 8 of Companies (Accounts) Rules, 2014 (AOC-2) is annexed herewith as **'Annexure-III'**.

24. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

During the year under review, the Company has not received any Material Orders passed by the Regulators or Court.

25. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as **'Annexure' IV**.

ACKNOWLEDGEMENTS

Your Directors would like to express their appreciation for the assistance and co-operation received from the financial institutions, banks, Government of India and various State Government authorities and agencies, customers, vendors and members during the year under review.

For and on behalf of the Board of Directors

Date: 31.08.2017
Place: Hyderabad

**SD/-
Sachendra Tummala
Managing Director**

ANNEXURE INDEX

ANNEXURE	CONTENTS
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II	SECRETARIAL AUDIT REPORT
III	AOC-2
IV	EXTRACT OF ANNUAL RETURN- FORM MGT- 9

ANNEXURE- I

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND
FOREIGN EXCHANGE EARNINGS AND OUTGO**

**[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts)
Rules, 2014]**

A. CONSERVATION OF ENERGY: NIL

- a) Steps taken or impact on conservation of energy: NA
- b) Steps taken by the company for utilizing alternate sources of energy: NIL
- c) The capital investment on energy conservation equipments: NIL

B. TECHNOLOGY ABSORPTION:

- (i) the efforts made towards technology absorption: No technology imported or acquired from external sources.
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution: NIL
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

- (a) the details of technology imported;
- (b) the year of import;
- (c) whether the technology been fully absorbed;
- (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and

Not Applicable as there was no import of technology during the last three years.

- iv) Expenditure on R&D: NIL

C. FOREIGN EXCHANGE EARNINGS & OUTGO: NIL

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2017

[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,
MIPCO SEAMLESS RINGS (GUJARAT) LIMITED
34, Corpus Techno Park, AVS Compound, 4th Block, Koramangala,
Bangalore, Karnataka-560 095

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s **MIPCO SEAMLESS RINGS (GUJARAT) LIMITED (CIN-L72900KA1980PLC080581)** (hereinafter called the company). 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 **MIPCO SEAMLESS RINGS (GUJARAT) LIMITED** 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 31st March, 2017, the Company has 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 the Company for the financial year ended on 31ST March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made thereunder 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 (Prohibition of Insider Trading) Regulations, 2015;
- b) The Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015;
- c) 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.
- d) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **-Not Applicable to the Company during the Audit Period;**
- f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable to the Company during the Audit Period;**
- g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable to the Company during the Audit Period;**
- h) 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) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable to the Company during the Audit Period** and

- j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable to the Company during the Audit Period.**

(vi) Information Technology Act, 1991- There is no business activity that requires any compliance under the Act.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

During the Audit period under review and as per the clarification, representations provided by the Management in writing & oral in the Secretarial Audit checklist prepared by me, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement, SEBI notifications etc. mentioned above.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals

I further report that

- 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.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking clarifications, if any.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that 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.

Place : Hyderabad

Date: 21st August, 2017

Signature: **SD/-**

Name of Company Secretary in practice: **R.V.N. Padmaja**

ACS No. 16596

C P No.: 5176

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'ANNEXURE -A'

To,
The Members
MIPCO SEAMLESS RINGS (GUJARAT) LIMITED
34, Corpus Techno Park, AVS Compound, 4th Block, Koramangala,
Bangalore, Karnataka-560095

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

1. Maintenance of secretarial record 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 practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, 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. Where ever required, we have obtained the Management representation 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.

Place: 21st August, 2017.
Date: Hyderabad

Signature: **SD/-**
Name of Company Secretary in practice: **R.V.N. Padmaja**
ACS No. 16596
C P No.: 5176

Annexure: III

FORM NO. AOC.2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

For the period 1st April 2016 to 31st March 2017

1. Details of contracts or arrangements or transactions not at arm's length basis - NIL
2. Details of material contracts or arrangement or transactions at arm's length basis

Name(s) of the related party	ABC Bearings Ltd	Mipco Investments Pvt Ltd	Manoway Investments Pvt Ltd	Maple Investments Pvt Ltd	Corpus Software Pvt Ltd
Nature of relationship	<i>Common Directorship</i>	<i>Common Directorship</i>	<i>Common Directorship</i>	<i>Common Directorship</i>	<i>Common Directorship</i>
Nature of contracts / arrangements / transactions	NIL	NIL	NIL	NIL	Rent paid*
Salient terms of the contracts or arrangements or transactions including the value, if any	In the Normal Course of Business	In the Normal Course of Business	In the Normal Course of Business	In the Normal Course of Business	In the Normal Course of Business
Amount paid as advances, if any:	NIL	NIL	NIL	NIL	NIL
Date(s) of approval by the Board	NA	NA	NA	NA	29th May 2016

Notes:

*Duration of the contracts/ arrangements/ transactions- The rent was paid throughout the year as a Normal Course of Business, thus board approved the transaction at first Board meeting for the financial year 2016-17 with disclosure of interest.

**For and on behalf of the Board of Directors
MIPCO SEAMLESS RINGS (GUJARAT) LIMITED**

SD/-
SANJIV KUMAR TANDON
DIRECTOR
DIN: 02579261

SD/-
SACHENDRA TUMMALA
MANAGING DIRECTOR
DIN: 02317514

SD/-
D SRIDHAR
CFO

Annexure: IV

**FORM NO. MGT.9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March, 2016
[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies
(Management and Administration) Rules, 2014]**

I. REGISTRATION AND OTHER DETAILS:

CIN	L72900KA1980PLC080581
Registration Date	29.01.1980
Name of the Company	Mipco Seamless Rings (Gujarat) Limited
Category/Sub-Category of the Company	Public Company Limited by Shares
Address of the Registered Office	34, Corpus Techno park, AVS Compound, 4th block, Koramangala, Bangalore, Karnataka – 560095 Tel: 080-25520334 CIN: L72900KA1980PLC080581 Email: Kumar.Tandon@corpus.com Website: www.mipco.co.in
Whether Listed Company	Yes
Name, address and contact details of Registrar & Transfer Agent (RTA), if any.	Venture Capital & Corporate Investments Pvt. Ltd 12-10-167, Bharat Nagar, Hyderabad-500018 Tel: 040-23818475/23818476/23868023

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 and Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1	Engaged into Information Technology & Related activities in the stream of Media & Entertainment	9983131	100%

III. Particulars of Holding, Subsidiary and Associate Companies: -NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding:

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	
A. Promoters									
(1) Indian									
a) Individual/HUF	1074743	488979	1563722	43.62	1563722	00	1563722	43.62	00
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other...	0	0	0	0	0	0	0	0	0
Sub-Total(A)(1):	1074743	488979	1563722	43.62	1563722	00	1563722	43.62	00
(2) Foreign	0	0	0	0	0	0	0	0	0
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
Any Other...	0	0	0	0	0	0	0	0	0
Sub-Total(A)(2):	1074743	488979	1563722	43.62	1563722	00	1563722	43.62	00
Total Shareholding of Promoters (A)=(A)(1)+(A2)	1074743	488979	1563722	43.62	1563722	00	1563722	43.62	00
B.Public Shareholding									
1) Institutions									
a) Mutual Funds / UTI	0	15497	15497	0.43	0	15497	15497	0.43	00
b) Banks / FI	0	2460	2460	0.07	0	2460	2460	0.07	00
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total(B)(1)	0	17957	17957	0.50	0	17957	17957	0.50	00

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	
(2) Non-Institutions									
a) Bodies Corporate	4981	104655	109636	3.06	16549	92655	109204	3.05	(0.01)
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	184758	1549001	1733759	48.36	206488	1523570	1730058	48.26	(0.10)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	82158	76670	158828	4.43	82158	76670	158828	4.43	0
a) Others (specify)									
Foreign Nationals	0	0	0	0	0	0	0	0	0
Non-Resident Indians	548	0	548	0.02	729	0	729	0.02	0
Clearing Members	0	0	0	0	3952	0	3952	0.11	0.11
Trusts	350	0	350	0.01	350	0	350	0.01	0
Sub-total (B)(2):-	272795	1730326	2003121	55.88	310226	1692895	2003121	55.88	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	272795	1748283	2021078	56.38	310226	1710852	2021078	56.38	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	1347538	2237262	3584800	100	1873948	1710852	3584800	100	0

(ii) Shareholding of Promoters:

Sl.No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding 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	Sachendra Tummala Eq Shares Pref Shares	1563722 200000	43.62 100	0 0	1563722 200000	43.62 100	0 0	0 0

(iii) Change in Promoters' Shareholding: NIL

Sl. No.	Shareholding at the beginning of the year	Cumulative Shareholding during the year
	NIL	NIL

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S.NO	FOLIO NO	NAME	NO. OF SHARES	%AGE OF TOTAL SHARES
1	A004550	ASK RAYMOND JAMES ARBITRAGE LTD	66675	1.86
2	C001314	CHIRAYUSH PRAVIN VAKIL PRAVIN KANTILAL VAKIL	33250	0.928
3	R000117	RAMBHAI PURSHOTAM PATEL SHANTABEN RAMBEN PATEL	24620	0.687
4	10059287	RAJENDRA JAGJIVANDAS SHAH VARSHA RAJENDRA SHAH	23000	0.642
5	C001540	CHIRAYUSH PRAVIN VAKIL	18800	0.524
6	80005348	VARSHA RAJENDRA SHAH RAJENDRA JAGJIVANDAS SHAH	17375	0.485
7	10836722	NEELAM OHRI VINOD OHRI	16904	0.472
8	10599444	MAHENDRA GIRDHARILAL	12939	0.361
9	11026740	BABULAL JAIN	11940	0.333
10	2S000133	SPARTA INVESTMENT & FINANCE	10000	0.28

(v) Shareholding of Directors and Key Managerial Personnel.

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding During the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
A	Directors				
1	Mr. Sachendra Tummala				
	Equity shares	15,63,722	43.62	15,63,722	43.62
	Preference shares	2,00,000	100	2,00,000	100

Note: Apart from the aforesaid Directors, no other Director held any shares in the Company during the year.

Indebtness(Rs. in Lakhs)				
Indebtedness of the Company including interest outstanding / accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year	0	55.22	0	55.22
i) Prinicpal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	55.22	0	55.22
Change in Indebtedness during the financial year				
* Additions	0	6.09	0	6.09
* Reduction#				
Net Change	0	6.09	0	6.09
Indebtedness at the end of the financial year		61.31	0	61.31
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	61.31	0	61.31

VI.	Remuneration of Directors and Key Managerial Personnel		
	A. Remuneration to Managing Director, Whole-time Directors and/or Manager:		
	Sl.No.	Particulars of Remuneration of Mr. Sachendra Tummala: Managing Director	
1	Gross salary	NIL	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2	Stock Options		
3	Sweat Equity		
4	Commission		
	- as a % of profit		
	- Others, specify...		
	Total	NIL	
	Ceiling as per the Act	-	

B. Remuneration to other Directors: NIL

(Rs. In Lakhs)					
Sl.No.	Name of the Director	Fee for attending board / committee meetings	Commission	Others, please specify	Total
1		NIL			

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding Fees Imposed.	Authority (RD/NCLD/ COURT)	Appeal made, if any (give Details)
A. COMPANY					
Penalty	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

Statement of particulars of employees pursuant to Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of Directors' Report for the financial year ended 31st March, 2017

Name of the Employee	Age (years)	Designation/ Nature of Duties	Qualification	Experience (years of employment)	Date of Commencement	Remuneration (Rs. in Lakhs)	% of equity shares held in the Company
Mr. Sachendra Tummala	44	Managing Director	B.S Electronic & Communication	6	10.08.2011	NIL	43.62

Notes:

1. Nature of employment is contractual or as per Regulation wherever applicable. Other terms and conditions applicable to them are as per Company's rules.
2. None of the employees is a relative of any Director of the Company.
3. Shares held by Mr.Sachendra Tummala - 1563722

ANNEXURE TO THE DIRECTORS' REPORT

[Pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

1. The ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the financial year: NIL

(Explanation: (i) the expression “median” means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one; (ii) if there is an even number of observations, the median shall be the average of the two middle values).

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, or Manager, if any, in the financial year: NIL
3. The percentage increase in the median remuneration of employees in the financial year: NIL
4. The number of permanent employees on the rolls of Company: NIL
5. The explanation on the relationship between average increase in remuneration and Company performance: NOT Applicable
6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company: Not Applicable, as the Company does not have any business.
7. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Not Applicable
8. Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company: Not Applicable, as the Company is not carrying any business since 2002.
9. The key parameters for any variable components of remuneration availed by the Directors.
Remuneration and sitting fee paid to the Directors: NIL.
10. The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year: Not Applicable.
11. Affirmation that the remuneration is as per the Remuneration Policy of the Company: Not applicable.

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CORPORATE GOVERNANCE

To the shareholders/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 2017, as per the Regulations 17 to 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The Listing Regulations).

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.

On the basis of the records and documents maintained by the Company and the information and explanation given to us, in our opinion, the Company has complied with all the conditions of Corporate Governance, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that no Investor Grievance is pending for a period exceeding one month against the Company as per the records maintained by Stakeholders' Relationship Committee.

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 **M/s. GaneshVenkat & Co.,**
Chartered Accountants
Firm Regd.No.005293S

SD/-
G. Rajavenkat
Partner
Membership No.025014

Place: Hyderabad.
Date: 31st August, 2017.

CORPORATE GOVERNANCE REPORT

The detailed report on corporate governance for the year ended as on 31st March, 2017 under Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set with following details:

Company's Philosophy on Code of Governance:-

Your Company's philosophy on corporate governance envisages adherence to the highest levels of transparency, accountability and equity in all areas of its operations and in all interactions with its stakeholders. Your Company is committed to achieve highest standards of corporate governance in its pursuit of excellence, growth and value creation. It believes that all operations must be spearheaded by integrity, transparency and accountability meeting its obligations towards enhanced shareholder value.

The Board of Director of your company are responsible for and committed for good corporate governance practice. The Board plays crucial role in overseeing how the management serves for short and long term interests of the shareholders and other stakeholders of the Company.

BOARD OF DIRECTORS:

A. Composition

Your Company's Board of Directors comprises of 6 Directors, consisting of one Executive Director, Three Non-Executive Director and Two Independent Non-executive Directors as in accordance Regulation 17 of SEBI and Mr. Sanjiv Kumar Tandon is Non-executive Chairman of the Company. All the Directors declared that they are not members of more than ten committees in terms of the Listing Agreement and do not act as Chairman of more than five committees across all the companies in which they are Directors. The constitution of the Board during the financial year 2016-17 is as under:

Name of the Director	Executive/ Non-Executive/ Independent	No. of outside Directorships in Public Companies	Memberships held in Committee of Directors other Public Companies	Chairmanship held in Committee of Directors other Public Companies
Mr. Sachendra Tummala	Executive	Nil	Nil	Nil
Mr. Sanjiv Kumar Tandon	Non-Executive, Non Independent Director	Nil	Nil	Nil
Mr. Ravi Kumar Chennupati	Non-executive-Independent Director	Nil	Nil	Nil
Mr. Surya Chilukuri	Non-Executive, Non Independent Director	Nil	Nil	Nil
Mr. S.M. Patel	Non-Executive, Non Independent Director	2	6	2
Mrs. Sridevi Nadella	Non-executive Independent Director	NIL	NIL	NIL

B. Board Meetings and Attendance of Director

The Board meets once in a quarter to consider amongst other business, the performance of the Company and the quarterly results apart from the above, additional meetings are held when it is necessary and the gap between two consecutive Board meetings did not exceed 4 months. The

Board/ Committee meetings are generally held at the Corporate Office of the Company at Hyderabad. Agenda for each Board /Committee meeting along with explanatory notes are distributed well in advance to the Directors/ Members of the Committee and all the statutory reports and minutes are placed before the Board as per the applicable laws. Every Board member is free to suggest the inclusion of items on the agenda.

During the financial year 2016-17 the Board of Directors of the Company met Seven times viz. 29th May 2016, 10th August 2016, 5th September, 2016, 11th November 2016, 4th January 2017, 13th February 2017, 15th March 2017.

The Attendance of Directors of the Company at the Board Meetings held during the financial year 2016-17 and previous AGM held on 29.09.2016.

Name of the Director	No. of Board Meetings held during the tenure	No. of Board meetings attended	Whether attended at last AGM
Mr. Sachendra Tummala	7	7	YES
Mr. Sanjiv Kumar Tandon	7	7	YES
Mr. Ravi Kumar Chennupati	7	7	YES
Mr. S.M. Patel	7	4	YES
Mr. Surya Chilukuri	7	4	NO
Mrs. Sridevi Nadella	7	7	YES

C. Board Agenda

Meetings are governed by a structured agenda. The Board members, in consultation with the Chairman, may take up any matter for consideration of the Board. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. Brief profiles of the Directors being appointed/re-appointed have been given in the Directors' Report.

C. Details of Board Meetings held during the Year 2016-17

Date of the Meeting	Board Strength	No. of Directors present
29th May 2016	6	6
10th August 2016	6	6
5th September, 2016	6	4
11th November 2016	6	6
4th January 2017	6	4
13th February 2017	6	6
15th March 2017	6	4

E Code of Conduct

The Board of Directors has laid down Code of Conduct for all Board Members and Senior Management of the Company. The text of the Code of Conduct is uploaded on the website of the Company – www.mipco.co.in. The Directors and Senior Management personnel have affirmed compliance with the Code applicable to them during the year ended 31st March, 2017. The Annual Report of the Company contains a Certificate duly signed by the Managing Director in this regard.

F Shares held by non- executive Directors

None of Non-executive Directors are holding shares in the Company.

BOARD COMMITTEES:

The Board Committees play crucial role in corporate governance and have been constituted to deal with specific areas and the periodical meetings have been held to review the matters and the minutes of the same were placed before the Board.

Audit Committee:

Terms of reference:

The terms of reference of Audit Committee encompass the requirements of Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement.

The terms of reference inter-alia includes:

1. Oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment and removal of external auditor and fixation of audit fees and also approval of payment for any other services.
3. Reviewing, with the management, the annual financial statements before submission to the Board focusing primarily on:
 - Any changes in accounting policies and practices.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments arising out of audit.
 - The going concern assumption.
 - Compliance with accounting standards.
 - Compliance with stock exchange and other legal requirements relating to financial statements.
4. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
5. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
6. Discussion with internal auditors any significant findings and follow up thereon.
7. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
8. Discussion with external auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
9. To Review in Company's financial and risk management policies.

Mandate, Role and Responsibilities of the Audit Committee:

As specified under the Companies Act 2013, and the Rules made there-under, Listing Agreement, SEBI Regulations and regulatory requirements that may come into force from time to time; and as may be mandated by the Board of Directors from time to time.

Composition of the Audit Committee as on March 31, 2017:

1. Mr. Ravi Kumar Chennupati – Chairman
2. Ms. Sridevi Nadella – Member
3. Mr. Sanjiv Kumar Tandon – Member

The Audit Committee consists of Independent Directors as members.

Meetings and Attendance:

Four Audit Committee Meetings were held during the year ended 31st March, 2017. The maximum time gap between any of the two meetings was not more than four months. Audit Committee Meetings held during the year 2016-17 and attendance details:

Date of the Meeting	Committee Strength	No. of Directors present
29th May 2016	3	3
10th August 2016	3	3
11th November 2016	3	3
13th February 2017	3	3

Company Secretary of the Company is the Secretary to the Committee. Managing Director, Chief Financial Officer and Internal Auditor of the Company were invitees for the Audit Committee Meetings.

The Statutory Auditors of the Company were invited to join the Audit Committee in the meetings for discussing the financial results, financial statements and the Annual/Audited Accounts before placing it to the Board of Directors.

NOMINATION AND REMUNERATION COMMITTEE:

The terms of reference of Nomination & Remuneration Committee encompass the requirements of Section 178 of Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations And Disclosure Requirements), Regulations 2015.

The key role of this Committee is as follows:

- Provide oversight on Strategic Human Capital issues.
- Search for, evaluate shortlist and recommend the incumbent for the position of Managing Director and other Directors and their engagement terms to the Board.
- Evaluate and approve for appointment candidates recommended by Managing Directors for key senior positions.
- Review the Succession Plan for Critical Positions and suggest actions.
- Have the responsibility for setting the remuneration for the Managing Director and Whole Time Directors. Review remuneration for the Key Managerial Personnel of the Company. Remuneration in this context will include salary, and performance based variable component and any compensation payments, such as retrial benefits or stock options.

Further to the above the following additions were made by Board at its meeting held on 28th May 2014.

Mandate, Role and Responsibilities of the Nomination and Remuneration Committee:

As specified under the Companies Act 2013, Rules under the Companies Act 2013, Listing Agreement, SEBI Regulations and regulatory requirements that may come into force from time to time; and as may be mandated by the Board of Directors from time to time.

Composition of the Nomination and Remuneration Committee as on March 31, 2017:

1. Mr. Ravi Kumar Chennupati – Chairman
2. Ms. Sridevi Nadella – Member
3. Mr. Sanjiv Kumar Tandon – Member

Name	Tenure	Salary	Perquisites	Contribution To Pf	Total
Mr. Sachendra Tummala (MD)	Appointed for 5 years from 10.08.2016	Nil	Nil	Nil	Nil
Ms. Ereena Vikram (CS)	Resignation w.e.f 5 th September, 2016	Nil	Nil	Nil	Nil
Ms. Srishti Agarwal (CS)	Appointed w.e.f 1 st January, 2017	Nil	Nil	Nil	Nil
Mr. Siva Prasad Chukka (CFO)	Resignation w.e.f 15 th March 2017	Nil	Nil	Nil	Nil
Mr. Sridhar D (CFO)	Appointed w.e.f 24 th May, 2017	Nil	Nil	Nil	Nil

Remuneration policy -

i) For Managing Director

The total remuneration pursuant to shareholders approval consists of:

- a fixed component – consisting of salary and perquisites
- a variable component by way commission as determined by the Board/Nomination and Remuneration Committee within the limits approved by the shareholders

ii) For Non- executive Directors

Criteria for making payments to Non-Executive Director will be decided by the Board.

It can be on the basis of-

- Contribution during the meeting
- Active Participation in strategic decision making

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee currently comprises of the following Directors:

1. Mr. Sanjiv Kumar Tandon - Chairman
2. Mr. Surya Chilukuri - Member
3. Mr. Sachendra Tummala - Member

Meetings and Attendance

Date of Meeting	Committee Strength	No. of Directors Present
5th April 2016	3	3
4th July 2016	3	3
3th October 2016	3	3

2nd January 2017	3	3
31st March 2017	3	3

The Stakeholders Relationship Committee specifically looks into redressing of shareholders/ investors complaints in matters such as transfer of shares, non-receipt of declared dividends and ensure expeditious share transfer process.

Number of Shareholders Complaints received during the year	0
Solved to the satisfaction of the shareholders	0
Number of pending Complaints	0

GENERAL BODY MEETINGS: (2015-16). (2014-15). (2013-14)

Location and time where the last three Annual General Meetings/ Postal Ballot were held areas under:

Financial Year	Date	Location of the Meeting	Time
2013-14	27.09.2014	H.NO.100, Nilkanthnagar Housing Board, Bharuch-392001, Gujarat	1.30 P.M
2014-2015	30.12.2015	34, Corpus Techno Enclave, AVS Compound, 4 th Block, Koramangala, Bangalore, Karnataka-560095	1.30 P.M
2015-16	29.09.2016	34, Corpus Techno Enclave, AVS Compound, 4 th Block, Koramangala, Bangalore, Karnataka-560095	1.30 P.M

Upcoming Postal Ballot:

The Board seeks approval of members in Financial Year 2017-18 through postal ballot for following items:

1. Shifting of registered office from State of Karnataka to the State of Telangana.
2. Reduction of Share Capital of the Company.

DISCLOSURES:

a. Basis of Related Party transactions:

There were no significant related party transactions during the year under review that may prejudice the interest of the Company. However a statement of summary of transactions with related parties along with all material individual transactions was placed before the Audit Committee along with management justification.

b. Disclosure of accounting treatment:

The Company follows accounting standards notified under the Companies Act, 2013 in preparation of financial statements and have not been deviated from the current accounting Standards.

c. Risk management:

The Company laid down adequate procedures to inform Board members regarding risk assessment and mitigation.

d. Whistle Blower Policy and Vigil mechanism:

In compliance with the Non-mandatory provisions of Listing Regulations the Company proposed to establish vigil mechanism to provide adequate safeguards against victimisation persons who use such mechanism and to provide direct access to the

Chairman of the Audit Committee in cases such as concerns about unethical behaviour, frauds and other grievances.

e. Compliance with the Mandatory requirements and Implementation of the Non-Mandatory requirements:

The Company has complied with the mandatory requirements of the Corporate Governance Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and for the same a certificate from Statutory Auditors was obtained and attached herewith. The Company has not implemented the non-mandatory requirements enlisted by way of annexure to Regulation 27 of the Listing Regulations.

f. Management Discussion and Analysis Report:

The Management Discussion and analysis report is appended to this report.

g. Compensation to Non-executive Directors:

During the period the Company has not paid any compensation to Non-executive Directors including setting fee.

h. Means of communication

The Quarterly, half-yearly, annual financial results, notices as well as proceedings of the Annual General Meeting are communicated to the stock exchanges immediately after the conclusion of the respective meetings. The results are published in English and Kannada newspapers in district where the registered office of the Company situated.

i. Certification on Corporate Governance

As required by Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate issued by M/s. Ganesh Venkat & Co., Chartered Accountants, Hyderabad, Statutory Auditors of the Company, regarding compliance of conditions of Corporate Governance is annexed to this report.

GENERAL SHAREHOLDER INFORMATION:

a) Annual General Meeting:

DAY & DATE : Friday, 29th September, 2017

TIME : 1.30 P.M

VENUE : 34, Corpus Techno Park, AVS Compound, 4th Block, Koramangala, Bangalore, Karnataka, India-560095

b) Tentative calendar for financial year 2017-18:

First Quarter results - Within 45 days of end of quarter.
Second Quarter results - Within 45 days of end of quarter.
Third quarter results - Within 45 days of end of quarter.
Fourth quarter results - Within 60 days of end of quarter.
& Annual accounts.

c) Book Closure Dates:

From 26th September, 2017 to 29th September, 2017 (both days inclusive).

d) Listing of equity shares & stock code:

The equity shares of the company are listed at Bombay Stock Exchange Limited., Mumbai, 1st Floor, New Trading Ring, P.J. Towers, Dalal Street, Fort, Mumbai - 400 001 and Stock Code 505797; the listing fee for 2016-17 and 2017-18 has already been paid by the company.

e) Stock Price Data: Period: Apr 2016 to March 2017

All Prices in ₹

Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread	
										H-L	C-O
Apr 16	17.60	17.60	15.20	15.20	1,556	8	26,141	1,556	100.00	2.40	-2.40
May 16	14.45	14.45	14.45	14.45	19	1	274	19	100.00	0.00	0.00
Jun 16	14.40	14.40	14.40	14.40	20	1	288	20	100.00	0.00	0.00
Jul 16	13.68	14.00	13.68	14.00	74	3	1,028	74	100.00	0.32	0.32
Aug 16	13.95	13.95	13.95	13.95	10	1	139	10	100.00	0.00	0.00
Sep 16	13.26	13.26	13.26	13.26	25	2	331	25	100.00	0.00	0.00
Oct 16	13.90	13.90	11.45	12.00	1,766	13	22,288	1,766	100.00	2.45	-1.90
Nov 16	11.88	11.88	11.88	11.88	13	1	154	13	100.00	0.00	0.00
Jan 17	11.50	12.50	11.00	11.90	3,273	16	39,155	3,273	100.00	1.50	0.40
Feb 17	11.90	12.00	11.40	11.40	1,050	7	12,560	1,050	100.00	0.60	-0.50

f) ISIN No: INE860N01012

g) Registrar and Transfer Agents:

M/s Venture Capital & Corporate Investments Private Limited.
12-10-167, Bharatnagar, Hyderabad-500 018
Ph: 040-23818475/8476 Fax: 040-23868024

h) Distribution of Shareholding:

Categories wise shareholding as on 31st March, 2017:

Category	Holding as on 31.03.2016
Promoter and Promoter Group	1563722
Bodies Corporate	109204
Clearing Member	3952
Central/State Government(s)	0
Financial Institutions/Banks	2460
Foreign Bodies Corporate	0
Foreign Institutional Investors	0
Insurance Companies	0
Mutual Funds/UTI	15497
Non Residential Individuals	729
Public	1888886
Trust	350
Total	3584800

i) Distribution of shareholding as on 31st March, 2017:

DISTRIBUTIONDETAILS ON SHARES FOR THE PERIOD 31-3-2017 INE860N01012				
Shares	Holder		Shares	
	Number	% To Total	No Of Shares	% To Total
Upto - 500	18170	97.52	1197292	33.4
501 - 1000	298	1.6	233731	6.52
1001 - 2000	97	0.52	139400	3.89
2001 - 3000	25	0.13	62087	1.73
3001 - 4000	12	0.06	40910	1.14
4001 - 5000	9	0.05	41026	1.14
5001 - 10000	11	0.06	81129	2.26
10001 and above	10	0.05	1789225	49.91
Total	18632	100	3584800	100

Address for Correspondence:

Mipco Seamless Rings (Gujarat) Limited

CIN: L72900GJ1980PLC003643

Plot No:82, Abburu Heights

Door No: 1-80/40/SP/82, Hitech City

Silpa Layout, Gacchibowli, Serilingampally

Hyderabad - 500081 (AP)

Ph: 040-30787305 Fax: 040-30787314

E-mail: Ereena.vikram@corpus.com

Place: Hyderabad

Date: 31.08.2017

For and on behalf of the Board

SD/-
Sachendra Tummala
Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS:

a) Outlook:

The Directors are exploring possibilities of alternative business proposals.

b) Segment wise Performance:

The Company does not have business activity during the period.

c) Internal control systems and their adequacy:

The Company does not have any manufacturing activity and has not installed any internal control systems.

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 Managing Director.

Form A
(For Audit Report with Unmodified Opinion)
Pursuant to Regulation 33(3)(d) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

S.no	Particular	
1	Name of the company	Mipco Seamless Rings (Gujarat) Limited
2	Annual financial statements for the year ended	31st March 2017
3	Type of audit observation	Unmodified
4	Frequency of observation	Not applicable
5	To be signed by:	
	CEO/ Managing Director	Mr. Sachendra Tummala
	Chief Financial Officer	Mr. Sridhar.D
	Statutory Auditors of the Company	Ganesh Venkat & Co., Chartered Accountants, Hyderabad.
	Audit Committee Chairman	Mr. Ravi Kumar Chennupati

For Mipco Seamless Rings (Gujarat) Limited

SD/-
Sachendra Tummala
Managing Director

SD/-
Sridhar.D
Chief Financial Officer

SD/-
Ravi Kumar Chennupati
Chairman, Audit Committee

For Ganesh Venkat & Co., Chartered Accountants, Hyderabad.
Firm Registration No. 005293S

SD/-
G. Rajavenkat
Partner
Membership No. 025014

Date: 30th May, 2017
Place: Hyderabad.

**CEO AND CFO CERTIFICATE
UNDER REGULATION 17(8) AND 33(2) OF SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**The Board of Directors
Mipco Seamless Rings (Gujarat) Limited**

Dear Members of the Board,

We, Sachendra Tummala, Managing Director and Sridhar.D, Chief Financial Officer of Mipco Seamless Rings (Gujarat) Limited, certify that:

- A. We have reviewed financial statements along with the cash flow statement of our company for the quarter and year ended on 31st March, 2017 and that to the best of their knowledge and belief that:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of our Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any.
- D. We have indicated to the auditors and the Audit committee:
- (i) Significant changes in internal control over financial reporting during the quarter and year ended on 31st March, 2017;
 - (ii) Significant changes in accounting policies during the quarter and year ended on 31st March, 2017 and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Hyderabad
May 30, 2017

SD/-
Sachendra Tummala
Managing Director

SD/-
Sridhar.D
C.F.O

INDEPENDENT AUDITOR'S REPORT

To
The Members of **M/S. MIPCO SEAMLESS RINGS (GUJARAT) LIMITED**

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of **M/S. MIPCO SEAMLESS RINGS (GUJARAT) LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the 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 Companies (Accounts) Rules, 2014. This responsibility 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; design, implementation and maintenance of adequate internal financial controls, that are 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards 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 misstatement.

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. 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.

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

Opinion

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;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- b) In the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note No.14.1 and Note No.14.6 regarding contingent liabilities and the effect of going concern concept as detailed in the said note.

Report on Other Legal and Regulatory Requirements

1. 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, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we further 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 appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit and Loss, and 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 applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
 - e) on the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - g) In our opinion and to the best of our information and according to the explanations given to us, we report as under 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;

- i. the Company has disclosed the impact of pending disputed statutory demands on its financial position in its financial statements as contingent liabilities - Refer Note no.14.1 to the financial statements;
- 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 M/s. Ganesh Venkat & Co.,
Chartered Accountants
Firm Regd.No.005293S

SD/-
G. Rajavenkat
Partner
Membership No.025014

Place: Hyderabad.
Date: 30th May, 2017.

Annexure A referred to in Our Report of even date to the members of M/s. MIPCO SEAMLESS RINGS (GUJARAT) LIMITED on the accounts of the company for the year ended 31st March, 2017.

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- i. The Company does not have any fixed assets; hence maintenance of proper records and physical verification is not required and requirement of clause (i) of paragraph 3 of the said Order is not applicable to the Company.
- ii. The nature of business of the Company does not require it to have any inventory. Hence, the requirement of clause (ii) of paragraph 3 of the said Order is not applicable to the Company.
- iii. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act., hence reporting under (a), (b) & (c) is not required.
- iv. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of Section 185 and 186. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, no major weakness has been noticed or reported.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- vi. As informed to us, the Central Government has not prescribed maintenance of cost records under Section 148(1) of the Act.
- vii. (a) According to the information and explanations given to us and on the basis of examination of the records of the Company, there are delays in deposit/ remittances of amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales-tax, wealth-tax, custom duty, excise duty, service-tax, cess and other material statutory dues during the year by the Company with the appropriate authorities; with respect to tax deducted at source, amounts deducted from September 2016 were not remitted to the Central Government until end of the year, 31st March 2017.

(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.

(c) 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 reporting delay in transferring such sums does not arise.
- viii. According to the records of the company examined by us and as per the information and explanations given to us, the company has not availed of any loans from any financial institution or banks and has not issued debentures.

- ix. In our opinion, and according to the information and explanations given to us, the company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
- x. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.
- xi. According to the information and explanation given to us and based on our examination of the records of the company, the company has not paid/provided for any managerial remuneration, hence the requisite approvals mandated by the provision of Section 197 read with Schedule V of the Act is not applicable.
- xii. In our opinion and according to the information and explanations given to us, the company is not a nidhi company.
- xiii. According to the information and explanation given to us and based on the records of the company, transactions with the related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanation given to us and based on the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanation given to us and based on the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him.
- xvi. In our opinion and according the explanations given to us, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

For **M/s. Ganesh Venkat & Co.,**
Chartered Accountants
Firm Regd.No.005293S

Place: Hyderabad.
Date: 30th May, 2017.

SD/-
G. Rajavenkat
Partner
Membership No.025014

Annexure B referred to in paragraph 6 of Our Report of even date to the members of M/s. MIPCO SEAMLESS RINGS (GUJARAT) LIMITED 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 financial reporting of **M/s. MIPCO SEAMLESS RINGS (GUJARAT) LIMITED** (“the Company”) as of 31st March 2017, 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”) 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 and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note 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 controls system 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 risks 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 the 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 the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management overriding 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

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, 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.

For **M/s. GaneshVenkat& Co.,**
Chartered Accountants
Firm Regd.No.005293S

SD/-
G. Rajavenkat
Partner
Membership No.025014

Place: Hyderabad,
Date: 30th May, 2017

MIPCO SEAMLESS RINGS (GUJARAT) LIMITED				
Balance Sheet as at 31 March, 2017				
	Particulars	Note No.	As at 31 March, 2017	As at 31 March, 2016
			in Lakhs	in Lakhs
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	2	558.49	558.49
	(b) Reserves and surplus	3	(595.04)	(584.58)
	(c) Money received against share warrants		-	-
			(36.55)	(26.09)
2	Share application money pending allotment Non-			
3	current liabilities			
	(a) Long-term borrowings		-	-
	(b) Deferred tax liabilities (net)		-	-
	(c) Other long-term liabilities		-	-
	(d) Long-term provisions		-	-
4	Current liabilities			
	(a) Short-term borrowings	4	61.31	55.22
	(b) Trade payables		-	-
	(c) Other current liabilities	5	10.35	6.15
	(d) Short-term provisions		-	-
			71.66	61.37
			35.11	35.29
	TOTAL			
	L			
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets		-	-
	(ii) Intangible assets		-	-
	(iii) Capital work-in-progress		-	-
	(iv) Intangible assets under development		-	-
	(v) Fixed assets held for sale		-	-
	(b) Non-current investments		-	-
	(c) Deferred tax assets (net)		-	-
	(d) Long-term loans and advances	6	0.32	0.31
	(e) Other non-current assets	7	16.41	16.41
			16.73	16.72
2	Current assets			
	(a) Current investments			
	(b) Inventories			
	(c) Trade receivables	8	16.35	16.35
	(d) Cash and cash equivalents	9	0.14	0.32
	(e) Short-term loans and advances	10	-	-
	(f) Other current assets	11	1.90	1.90
			18.39	18.57
			35.11	35.29
	See accompanying notes forming part of the financial statements	TOTAL		
		L		

<p>In terms of our report attached For GANESH VENKAT & Co Firm Registration No: 005293S Chartered Accountants</p> <p>SD/- G.Rajavenkat PARTNER Membership No 025014</p> <p>Place : HYDERABAD Date : 30-May-2017</p>	<p>For and on behalf of the Board of Directors of Mipco Seamless Rings (Gujarat) Limited</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top;"> <p>SD/- SANJIV KUMAR TANDON DIRECTOR 02579261</p> <p>SD/- D SRIDHAR CFO</p> </td> <td style="width: 50%; vertical-align: top;"> <p>SD/- SACHENDRA TUMMALA DIRECTOR 02317514</p> <p>SD/- SRISHTI AGARWAL Company Secretary</p> </td> </tr> </table>	<p>SD/- SANJIV KUMAR TANDON DIRECTOR 02579261</p> <p>SD/- D SRIDHAR CFO</p>	<p>SD/- SACHENDRA TUMMALA DIRECTOR 02317514</p> <p>SD/- SRISHTI AGARWAL Company Secretary</p>
<p>SD/- SANJIV KUMAR TANDON DIRECTOR 02579261</p> <p>SD/- D SRIDHAR CFO</p>	<p>SD/- SACHENDRA TUMMALA DIRECTOR 02317514</p> <p>SD/- SRISHTI AGARWAL Company Secretary</p>		

MIPCO SEAMLESS RINGS (GUJARAT) LIMITED
Statement of Profit and Loss for the year ended 31 March, 2017

Particulars	Note No.	For the year ended	For the year ended
		31 March, 2017	31 March, 2016
		in lakhs	in lakhs
A CONTINUING OPERATIONS			
1 Revenue from operations (gross) Less:		-	-
Excise duty		-	-
Revenue from operations (net)		-	-
2 Expenses			
(a) Cost of materials consumed		-	-
(b) Purchases of stock-in-trade		-	-
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade		-	-
(d) Employee benefits expense		-	-
(e) Other expenses		10.46	19.75
Total	13	10.46	19.75
3 Earnings before exceptional items, extraordinary items, interest, tax, depreciation and amortisation (EBITDA) (1 - 2)		(10.46)	(19.75)
4 Finance costs		-	-
6 Depreciation and amortisation expense Other income	12	-	-
7 Profit / (Loss) before exceptional and extraordinary items and tax (3 ± 4 ± 5 ± 6)		(10.46)	(19.75)
9 Exceptional items		-	-
10 Profit / (Loss) before extraordinary items and tax (7 ± 8)		(10.46)	(19.75)
11 Extraordinary items		-	-
12 Profit / (Loss) before tax (9 ± 10) Tax expense:		(10.46)	(19.75)
(a) Current tax expense for current year		-	-
(b) (Less): MAT credit (where applicable)		-	-
(c) Current tax expense relating to prior years		-	-
(d) Net current tax expense		-	-
(e) Deferred tax		-	-
13 Profit / (Loss) from continuing operations (11 ± 12) DISCONTINUING OPERATIONS		(10.46)	(19.75)
14.i OPERATIONS		-	-
14.ii Profit / (Loss) from discontinuing operations (before tax)		-	-
14.iii Gain / (Loss) on disposal of assets / settlement of liabilities attributable to the discontinuing operations		-	-
15 Add / (Less): Tax expense of discontinuing operations		-	-
(a) on ordinary activities attributable to the discontinuing operation		-	-
(b) on gain / (loss) on disposal of assets / settlement of liabilities		-	-
16 Profit / (Loss) from discontinuing operations (14.i ± 14.ii ± 14.iii)		(10.46)	(19.75)
Profit / (Loss) for the year (13 ± 15)			
17.i Earnings per share (of ` 10/- each):			
(a) Basic	15		
(i) Continuing operations		(0.63)	(0.89)
(ii) Total operations		(0.63)	(0.89)
(b) Diluted			
(i) Continuing operations		(0.63)	(0.89)
(ii) Total operations		(0.63)	(0.89)
17.ii Earnings per share (excluding extraordinary items) (of ` 10/- each):			
(a) Basic	15		
(i) Continuing operations		(0.63)	(0.89)
(ii) Total operations		(0.63)	(0.89)
(b) Diluted			
(i) Continuing operations		(0.63)	(0.89)
(ii) Total operations		(0.63)	(0.89)
See accompanying notes forming part of the financial statements			

In terms of our report attached.
For GANESH VENKAT & Co
 Firm Registration No: 005293S
 Chartered Accountants

For and on behalf of the Board of Directors of
Mipco Seamless Rings (Gujarat) Limited

SD/-
G.Rajavenkat
 PARTNER
 Membership No 025014
 Place : HYDERABAD
 Date : 30-May-2017

SD/- SD/-
SANJIV KUMAR TANDON SACHENDRA TUMMALA
 DIRECTOR DIRECTOR
 02579261 02317514

SD/- SD/-
D SRIDHAR SRISHTI AGARWAL
 CFO Company Secretary

MIPCO SEAMLESS RINGS (GUJARAT) LIMITED

Cash Flow Statement for the year ended 31st March, 2017

Particulars		For the year ended 31 March, 2017	For the year ended 31 March, 2016
		in lakhs	in lakhs
A	CASH FLOW FROM OPERATING ACTIVITIES :		
	Net Profit / (Loss) before extraordinary items and tax	(10.46)	(19.75)
	<u>Adjustments for :</u>		
	Interest Income	-	-
	Loss On Sale Of Fixed Assets Sundry	-	-
	creditors balances written off	-	-
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(10.46)	(19.75)
	<u>Changes in Working Capital:</u>		
	<i>Adjustments for (increase) / decrease in operating assets:</i>		
	Trade and other receivables	-	-
	Inventories	-	-
	Other current assets	-	-
	Short Term Loans and Advances	-	0.06
	<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
	Trade payable	-	2.26
	Short-term borrowings	6.09	14.35
	Other current liabilities	4.19	2.45
	Short-term provisions	-	-
	CASH GENERATED FROM OPERATIONS	(0.18)	(0.63)
	Refund Fringe Benefit Tax	-	-
	CASH FLOW BEFORE EXTRAORDINARY ITEMS	(0.18)	(0.63)
	Extra Ordinary item	-	-
	NET CASH FLOW FROM OPERATING ACTIVITIES (A)	(0.18)	(0.63)
B	CASH FLOW FROM INVESTING ACTIVITIES :		
	Sale of Fixed Assets	-	-
	Interest received	-	-
	NET CASH USED IN INVESTING ACTIVITIES (B)	-	-
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from Issue of Shares	-	-
	Repayment of Borrowings	-	-
	NET CASH USED FROM FINANCING ACTIVITIES (C)	-	-
	NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	(0.18)	(0.63)
	CASH & CASH EQUIVALENTS (OPENING BALANCE)	0.32	0.95
	CASH & CASH EQUIVALENTS (CLOSING BALANCE)	0.14	0.32
	NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	(0.18)	(0.63)

In terms of our report attached
For **GANESH VENKAT & Co**
Firm Registration No: 005293S
Chartered Accountants
SD/-

SD/-
G.Rajavenkat
PARTNER
Membership No 025014

Place : HYDERABAD
Date : 30-May-2017

For and on behalf of the Board of Directors
of Mipco Seamless Rings (Gujarat) Limited

SD/-

SANJIV KUMAR TANDON
DIRECTOR
02579261

SACHENDRA TUMMALA
DIRECTOR
02317514

SD/-
D SRIDHAR
CFO

SD/-
SRISHTI AGARWAL
Company Secretary

MIPCO SEAMLESS RINGS (GUJARAT) LIMITED

Notes forming part of the financial statements

Note	Particulars
	Significant accounting policies
1.1	Basis of accounting and preparation of financial statements
	This Financial Statement is prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis in compliance with the mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules 2014, the provisions of the Companies Act (to the extent notified). Accounting policies have been consistently applied except where newly issued accounting standards is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.
1.2	Use of estimates
	The preparation of the financial statements is in conformity with Indian GAAP and requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.
1.3	Inventories
	The Company does not have any inventory as at 31.3.2017 for which valuations rules has to be followed during the year.
1.4	Cash and cash equivalents (for purposes of Cash Flow Statement)
	Cash & Cash equivalents comprises cash on hand and demand deposits with banks.
1.5	Cash flow statement
	Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.
1.6	Depreciation and amortisation
	There are no fixed assets available with the company hence depreciation provision and fixed asset disclosure requirements as per Schedule III of the Companies Act, 2013 is not required to be followed. Hence there is no provision for depreciation.
1.7	Revenue recognition
	There were no operations during the year. The company therefore did not record any income during the year.

Note 1 Significant accounting policies (contd.)

Note	Particulars
<p>1.8 Employee benefits</p> <p>1.9 Leases</p> <p>1.10 Earnings per share</p>	<p>Since there was no employee during the year, no provision has been created during the year for gratuity.</p> <p>Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. There are no operating leases during the year.</p> <p>Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.</p>
<p>1.11 Taxes on income</p> <p>1.12 Provisions and contingencies</p>	<p>As the income of the company is NIL, taxes on income is not applicable</p> <p>Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.</p> <p>Minimum Alternate Tax (MAT) is not recognisable during the year. Further any provision will be made as and when it is probable that future economic benefit associated with it will flow to the Company.</p> <p>Since there are no assets and only business losses, the deferred tax is also not recognized during the year.</p> <p>A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not charged to profit and loss account and are disclosed separately in the Notes.</p>

MIPCO SEAMLESS RINGS (GUJARAT) LIMITED Notes forming part of the financial statements Note 2 Share capital

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares	in lakhs	Number of shares	in Lakhs
(a) Authorised				
Equity shares of ` 10 each with voting rights	5,000,000	500.00	5,000,000	500.00
5% Cumulative redeemable preference shares of ` 100 each	200,000	200.00	200,000	200.00
(b) Issued				
Equity shares of ` 10 each with voting rights	3,585,000	358.50	3,585,000	358.50
5% Cumulative redeemable preference shares of ` 100 each	200,000	200.00	200,000	200.00
(c) Subscribed and fully paid up				
Equity shares of ` 10 each with voting rights	3,584,800	358.48	3,584,800	358.48
(d) Subscribed and Not fully paid up				
Equity shares of ` 10 each with voting rights, ` 5 not paid up	-	-	-	-
Add: Share Forfeiture Account (200 equity shares being forfeited)	3,584,800	358.48	3,584,800	358.48
		0.01		0.01
5% Cumulative redeemable preference shares of ` 100 each	3,584,800	358.49	3,584,800	358.49
	200,000	200.00	200,000	200.00
Total		558.49		558.49

Refer Notes (i) to (v) below (i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Other changes	Closing Balance
Equity shares with voting rights:								
Year ended 31 March, 2016								
- Number of shares	3,584,800	-	-	-	-	-	-	3,584,800
- Amount (` in lakhs)	358.49	-	-	-	-	-	-	358.49
Year ended 31 March, 2015								
- Number of shares	3,584,800	-	-	-	-	-	-	3,584,800
- Amount (` in lakhs)	358.49	-	-	-	-	-	-	358.49
5% Cumulative redeemable preference shares of ` 100 each								
Year ended 31 March, 2016								
- Number of shares	200,000	-	-	-	-	-	-	200,000
- Amount (` in lakhs)	200.00	-	-	-	-	-	-	200.00
Year ended 31 March, 2015								
- Number of shares	200,000	-	-	-	-	-	-	200,000
- Amount (` in lakhs)	200.00	-	-	-	-	-	-	200.00

Arrears of fixed cumulative dividends on redeemable preference shares as at 31 March, 2017 ` 160 Lakhs (As at 31 March, 2016 ` 150 Lakhs)

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Sachendra Tummala	1,563,722	43.62	1,563,722	43.62
5% Cumulative redeemable preference shares of ` 100 each				
Sachendra Tummala	200,000	100.00	200,000	100.00

(iii) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date:

Particulars	Aggregate number of shares	
	As at 31 March, 2017	As at 31 March, 2016
Equity shares with voting rights		
Fully paid up pursuant to contract(s) without payment being received in cash		
Fully paid up by way of bonus shares Shares bought back	NIL	NIL
5% Cumulative redeemable preference shares of ` 100 each		
Fully paid up pursuant to contract(s) without payment being received in cash		
Fully paid up by way of bonus shares	NIL	NIL
Shares bought back		

(iv) Details of calls unpaid

Particulars	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares	in Lakhs	Number of shares	in Lakhs
Equity shares with voting rights				
Aggregate of calls unpaid				
- by directors	-	-	-	-
- by officers	-	-	-	-
- by others	-	-	-	-

(v) Details of forfeited shares

Class of shares	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares	Amount originally paid up in Lakhs	Number of shares	Amount originally paid up in Lakhs
Equity shares with voting rights	200	0.01	200	0.01

MIPCO SEAMLESS RINGS (GUJARAT) LIMITED

Notes forming part of the financial statements

Note 3 Reserves and surplus

Particulars	As at 31 March, 2017	As at 31 March, 2016
	in Lakhs	in Lakhs
(a) Capital reserve		
Opening balance	744.55	744.55
Add: Additions during the year		
Less: Utilised / transferred during the year		
Closing balance	744.55	744.55
(b) Cash Subsidy Reserve		
Opening balance	34.12	34.12
Add: Additions / transfers during the year		
Less: Utilisations / transfers during the year		
Closing balance	34.12	34.12
(k) Surplus / (Deficit) in Statement of Profit and Loss Opening		
balance	(1,363.25)	(1,343.49)
Add: Profit / (Loss) for the year	(10.46)	(19.75)
Amounts transferred from:		
General reserve	-	-
Other reserves	-	-
Less: Interim dividend		
Dividends proposed to be distributed to equity shareholders (NIL per share)	-	-
Dividends proposed to be distributed to preference shareholders (NIL per share)	-	-
Tax on dividend	-	-
Transferred to:		
General reserve	-	-
Capital redemption reserve	-	-
Debenture redemption reserve	-	-
Other reserves (give details)	-	-
Closing balance	(1,373.71)	(1,363.25)
Total	(595.04)	(584.58)

Note 4 Short-term borrowings

Particulars	As at 31 March, 2017	As at 31 March, 2016
	in Lakhs	in Lakhs
Loans and advances from related parties		
Unsecured Loan from Director - Sachendra Tummala	60.67	55.22
Unsecured Loan from Director - Sanjiv Kumar Tandon	0.64	-
	61.31	55.22

Note 5 Other current liabilities

Particulars	As at 31 March, 2017	As at 31 March, 2016
	in Lakhs	in Lakhs
Other payables		
(i) Statutory remittances (TDS payable)	0.23	0.13
(ii) Rent payable	1.26	1.02
(iii) Imprest	1.76	-
(iv) Income tax	-0.37	-
(v) Other accounts payable	7.47	5.00
	10.35	6.15

MIPCO SEAMLESS RINGS (GUJARAT) LIMITED

Notes forming part of the financial statements

Note 6 Long-term loans and advances

Particulars	As at 31 March, 2017	As at 31 March, 2016
	in Lakhs	in Lakhs
Sales Tax Deposit (Against Stay) 1988-89 -Unsecured, considered good	0.31	0.31
Total	0.31	0.31

Note 7 Other non-current assets

Particulars	As at 31 March, 2017	As at 31 March, 2016
	in Lakhs	in Lakhs
Interest on CST	2.04	2.04
Interest on GST	6.31	6.31
Advance income tax (net of receivable ` 9.8 (As at 31 March, 2011 ` 9.8)	8.06	8.06
Total	16.41	16.41

Note 8 Trade Receivables

Particulars	As at 31 March, 2017	As at 31 March, 2016
	in Lakhs	in Lakhs
Below Six Months Unsecured, considered good Doubtful		
Over Six Months Doubtful	16.35	16.35
Less: Provision for doubtful trade receivables	16.35	16.35
Total	-	-
	16.35	16.35

Note 9 Cash and cash equivalents

Particulars	As at 31 March, 2017	As at 31 March, 2016
	in Lakhs	in Lakhs
(a) Cash on hand	0.11	0.11
(b) Cheques, drafts on hand		
(c) Balances with banks		
(i) In current accounts	0.03	0.21
Total	0.14	0.32
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is	0.14	0.32

Note 10 Short Term Loans & advances

Particulars	As at 31 March, 2017	As at 31 March, 2016
	in Lakhs	in Lakhs
Rent Deposit	-	-
Total	-	-

Note 11 Other Current Assets

Particulars	As at 31 March, 2017	As at 31 March, 2016
	in Lakhs	in Lakhs
Excess remuneration recoverable from director paid in earlier years	1.90	1.90
Total	1.90	1.90

MIPCO SEAMLESS RINGS (GUJARAT) LIMITED
Notes forming part of the financial statements

Note 12 Other Income

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	in Lakhs	
Gratuity Payable Written Back	-	-
Total	-	-

Note 13 Other expenses

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	in Lakhs	
Rent including lease rentals	0.24	0.30
Annual Listing Fees	2.29	2.25
Printing and stationery	1.11	1.30
Postage & Courier	1.70	2.80
Payment To SEBI	-	7.00
Share Transfer Agent Fee	1.35	1.25
Advertisement Expenses (Others)	0.96	1.32
Legal and professional	0.69	1.90
Payments to auditors (Refer note below)	0.23	0.23
E-Voting Charges	0.43	-
Filing Fee	0.19	0.38
Interest on TDS	0.02	0.02
Interest on Late Payment	0.01	-
Demat expenses	0.00	-
Fines & Penalties	0.18	-
Annual Custodian fees	0.31	-
Membership & Subscription Fees	-	0.04
Miscellaneous expenses	0.74	0.96
Total	10.46	19.75

Note:

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	in Lakhs	
Payments to the auditors comprises		
As auditors - statutory audit	0.23	0.23
For taxation matters	-	-
For company law matters	-	-
For management services	-	-
For other services	-	-
Reimbursement of expenses	-	-
Total	0.23	0.23

Note 14 Additional information to the financial statements

14.1 Contingent liabilities and commitments (to the extent not provided for)

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	in Lakhs	
Contingent Liabilities not Provided for :		
(i) Income Tax demand contested in appeal.	39.94	39.94
(ii) Claims of Sales Tax disputed by the Company.	7.90	7.90
Arrears of dividend on Cumulative Redeemable Preference Shares for the years 2001-02 to 2016- 17	160.00	150.00

MIPCO SEAMLESS RINGS (GUJARAT) LIMITED
Notes forming part of the financial statements

Note 14 Additional information to the financial statements (Contd..)

14.2 Related Party Disclosures Under Accounting Standard 18

RELATED PARTIES

- A. (i) Related party:
ABC Bearings Ltd.,
Mipco Investments Pvt. Ltd.,
Manoway Investments Pvt. Ltd.,
Maple Investments Pvt. Ltd., Corpus
Software Pvt. Ltd.
- (ii) Key Management Personnel:
Mr. Sachendra Tummala (Managing Director) Mr.
S.M. Patel (Director)

	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	in Lakhs	in Lakhs
B. Related Party Transactions .		
Rent paid to Corpus Software Pvt. Ltd.	0.24	0.24
Key Management Personnel: Short term borrowings (Unsecured)	6.09	14.35
C. Outstanding balances		
Under Related Party Transaction	1.02	1.02
Key Management Personnel: Mr. Sachendra Tummala (Managing Director)	60.67	55.22
Mr. S.M. Patel (Director)	1.9 Debit	1.9 Debit

D Rs 1.90 lacs(Previous Year Rs. 1.90 lacs) included under other current assets is recoverable from the Mr. SM Patel(Director) out of excess remuneration aggregating Rs 5.44 lakhs paid in earlier years.

E There are no write offs or write back of any amounts for any of the above related parties.

14.3 The Company presently does not have any Manufacturing Operations and restructuring of activities is under consideration.

14.4 Quantitative Details and other information therefore are not applicable.

14.5 (a) Computation of Net Profit as per Section 197 of the Companies Act, 2013 -Not applicable in absence of any business activities

(b) Managing Director's remuneration under Section 197 of the Companies Act, 2013 - Nil

14.6 Going Concern

The company is in the process of searching alternative business opportunities to continue business. Accordingly the accounts are drawn up on a going concern basis.

14.7 Disclosure as per Clause 32 of the Listing Agreements with the Stock Exchanges

Loans and advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties:

Name of the party	Relationship	Amount outstanding as at 31 March, 2017	Amount outstanding as at 31 March, 2016
		NIL	NIL

Note: Figures in bracket relate to the previous year.

MIPCO SEAMLESS RINGS (GUJARAT) LIMITED
Notes forming part of the financial statements

Note 15 Disclosures under Accounting Standard 20 on Earnings Per Share

Particulars	For the year ended 31 March, 2017	For the year ended 31 March, 2016
	in Lakhs	in Lakhs
Earnings per share		
Basic		
<u>Continuing operations</u>		
Net profit / (loss) for the year from continuing operations	(10.46)	(19.75)
Less: Preference dividend and tax thereon	(12.04)	(12.04)
Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	(22.49)	(31.79)
Weighted average number of equity shares	3,584,800	3,584,800
Par value per share	10	10
Earnings per share from continuing operations - Basic	(0.63)	(0.89)
<u>Total operations</u>		
Net profit / (loss) for the year	(10.46)	(19.75)
Less: Preference dividend and tax thereon	(12.04)	(12.04)
Net profit / (loss) for the year attributable to the equity shareholders	(22.49)	(31.79)
Weighted average number of equity shares	3,584,800	3,584,800
Par value per share	10	10
Earnings per share - Basic	(0.63)	(0.89)
Diluted		
The diluted earnings per share has been computed by dividing the Net Profit After Tax available for Equity Shareholders by the weighted average number of equity shares, after giving dilutive effect of the outstanding Warrants, Stock Options and Convertible bonds for the respective periods.		
<u>Continuing operations</u>		
Net profit / (loss) for the year from continuing operations	(10.46)	(19.75)
Less: Preference dividend and tax thereon	(12.04)	(12.04)
Net profit / (loss) for the year attributable to the equity shareholders from continuing operations	(22.49)	(31.79)
Add: Interest expense and exchange fluctuation on convertible bonds (net Profit / (loss) attributable to equity shareholders from continuing operations (on dilution)	(22.49)	(31.79)
Weighted average number of equity shares for Basic EPS	3,584,800	3,584,800
Add: Effect of warrants, ESOPs and Convertible bonds which are dilutive		
Weighted average number of equity shares - for diluted EPS	3,584,800	3,584,800
Par value per share	10	10
Earnings per share, from continuing operations - Diluted	(0.63)	(0.89)
<u>Total operations</u>		
Net profit / (loss) for the year	(10.46)	(19.75)
Less: Preference dividend and tax thereon	(12.04)	(12.04)
Net profit / (loss) for the year attributable to the equity shareholders	(22.49)	(31.79)
Add: Interest expense and exchange fluctuation on convertible bonds (net Profit / (loss) attributable to equity shareholders (on dilution)	(22.49)	(31.79)
Weighted average number of equity shares for Basic EPS	3,584,800	3,584,800
Add: Effect of Warrants, ESOPs and Convertible bonds which are dilutive		
Weighted average number of equity shares - for diluted EPS	3,584,800	3,584,800
Par value per share	10	10
Earnings per share - Diluted	(0.63)	(0.89)

Note 16 Previous year's figures

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

In terms of our report attached.
For GANESH VENKAT & Co
Firm Registration No: 005293S
Chartered Accountants

SD/-

G.Rajavenkat
PARTNER
Membership No. 025014
Place : HYDERABAD
Date : 30-May-2017.

For and on behalf of the Board of Directors
of Mipco Seamless Rings (Gujarat) Limited

SD/- SD/-
SANJIV KUMAR TANDON **SACHENDRA TUMMALA**
DIRECTOR DIRECTOR
02579261 02317514

SD/- SD/-
D SRIDHAR **SRISHTI AGARWAL**
CFO Company Secretary

BOOK-POST

To,



If undelivered, please return to:
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Hyderabad, Telangana