

Annual Report
2013 - 2014

Book Post



PREMIER PIPES LIMITED

PREMIER PIPES LIMITED

**ANNUAL REPORT
2013-2014**

BOARD OF DIRECTORS:

Mr. AJAY KUMAR JAIN, *Managing Director*
Mr. VINAY KUMAR JAIN, *Whole Time Director*
Mr. AMIT KUMAR JAIN, *Non Executive Director*
Mr. ARUN KUMAR JAIN, *Non Executive Director*
Mr. SATISH KUMAR GARG, *Independent Director*
Mr. SANJAY KUMAR AGARWAL, *Independent Director*
Mr. SATYA NARAIN DUBEY, *Independent Director*
Mr. SHYAM BABU GUPTA, *Independent Director*

BANKERS:

State Bank of India
Kotak Mahindra Bank Ltd.

AUDITORS:

M/s. C.L. Kanodia & Co.
Chartered Accountants
Kanpur

COMPANY SECRETARY:

Mr. Vaibhav Shukla

REGISTRAR AND SHARE

TRANSFER AGENT:

Skyline Financial Services Pvt. Ltd.
D- 153A, 1st Floor, Okhla Industrial
Area, Phase-I, New Delhi 110 020

CORPORATE LAW ADVISORS:

K. N. Shridhar & Associates
Company Secretaries
Kanpur

REGISTERED OFFICE:

Som Biz-Ness Xqure,
4th Floor, 1-The Mall, Kanpur

WORKS:

Bindki Road,
Distt. Fatehpur (U.P.)

PREMIER PIPES LIMITED
ANNUAL REPORT
2013-2014

CONTENTS

	Page No
Notice & Explanatory Statement	: 1-6
Director's Report	: 7-10
Corporate Governance Report	: 11-16
CEO & CFO Certificate	: 17
Management Discussion & Analysis Report	: 18
Additional Information as required u/s 217(1)(e)	: 19-20
Auditor's Report	: 21-25
Balance Sheet	: 26
Profit & Loss Account	: 27
Notes Annexed to B/s & P/L	: 28-39
Cash Flow Statement	: 40

39th Annual General Meeting

Saturday 27th Day of September 2014 at 12.30 P.M. at Som Biz-Ness Xqure, 4th Floor, 1-The Mall, Kanpur

Shareholders are requested to bring their copy of the Annual Report alongwith them at the Annual General Meeting, as copies of the Report will not be distributed at the Meeting

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of the Members of **PREMIER PIPES LIMITED** (CIN: L22219UP1975PLC004105) will be held on Saturday, the 27th Day of September, 2014 at 12:30 P.M. at the Registered Office of the Company at Som Biz – Ness Xsquare, 4th Floor, 1- The Mall, Kanpur – 208 001 to transact the following business:

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt the Audited Financial Statement of the Company for the Financial Year ended on 31st March, 2014, together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Vinay Kumar Jain (DIN: 00580112) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s C.L. Kanodia & Co, Chartered Accountants, (Firm Registration No. 001002C) as Statutory Auditors of the Company to hold office from the conclusion of the Thirty Ninth Annual General Meeting until the conclusion of the Forty Second Annual General Meeting of the Company subject to ratification by the members at every Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

“**RESOLVED THAT** Pursuant to the provisions of Sections 149, 152, Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and Clause 49 of the Listing Agreement, Shri Sanjay Kumar Agarwal (DIN: 00461858), be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from the date of 39th Annual General Meeting of the Company and shall not be liable to retire by rotation .”
5. To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** Pursuant to the provisions of Sections 149, 152, Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and Clause 49 of the Listing Agreement, Shri Satish Kumar Garg (DIN: 02365247), be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from the date of 39th Annual General Meeting of the Company and shall not be liable to retire by rotation .”

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

“RESOLVED THAT Pursuant to the provisions of Sections 149, 152, Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and Clause 49 of the Listing Agreement, Shri Satya Narain Dubey (DIN: 03572121), be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from the date of 39th Annual General Meeting of the Company and shall not be liable to retire by rotation.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

“RESOLVED THAT Pursuant to the provisions of Sections 149, 152, Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and Clause 49 of the Listing Agreement, Shri Shyam Babu Gupta (DIN: 03586539), be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from the date of 39th Annual General Meeting of the Company and shall not be liable to retire by rotation.”

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

“RESOLVED THAT Pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be amended from time to time, Shri Arun Kumar Srivastava, Cost Accountant in Practice, 96, Harjinder Nagar, behind old LIC office, Kanpur-208007, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the Cost Records of the Company for the financial year 2014-15, be paid a remuneration of Rs. 20000/- (Rupees Twenty Thousand Only) apart from reimbursement of actual expenses to be incurred by them in connection with conducting the audit of Cost Records of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and all other applicable

provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to the Board of Directors of the company for borrowing any sum or sums of money for and on behalf of the company, from time to time from any one or more persons, firms, body corporate, bankers, financial institutions etc. by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the company's assets or properties whether movable or immovable or stock-in process notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the company (apart from the temporary loans obtained from the company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the company and its free reserves, provided that the total amount up to which the moneys may be borrowed shall not exceed Rs. 25,00,000,00 (Rupees Twenty Five Crores) at any point of time on account of the principle.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to finalize with the lenders / trustees for the lenders of the company documents for creating aforesaid mortgage and /or charge and for reserving the aforesaid right and to do all such acts and things as may be necessary for giving effect to the above resolutions.”

Place : Kanpur
Date : 13.08.2014

By Order of the Board of Directors
For PREMIER PIPES LIMITED

Vaibhav Shukla
Company Secretary

Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE, THE INSTRUMENT APPOINTING PROXY, DULY STAMPED SIGNED AND COMPLETED MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Details of Directors seeking appointment/reappointment in Annual General Meeting pursuant to Clause 49(IV) (G)(i) of the Listing Agreement is given herein.
3. Members desirous of any information on the accounts are requested to send their queries at least ten days before the meeting to enable the management to keep the information ready.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 22.09.2014 to 27.09.2014 (both days inclusive).
5. A statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business under Item No. 4 to 9 as set out above is annexed hereto.
6. Members who have multiple folios with identical order of names are requested to intimate to the Company those folios to enable the Company to consolidate all shareholdings into one folio.
7. In case of physical transfer or transmission of shares, copy of PAN Card of the transferee is mandatory.
8. Members are requested to notify changes in their address quoting their Registered Folio Nos. to the Company or its RTA.
9. The addresses of the Stock Exchanges where Company's Shares are listed are:
 1. The U.P. Stock Exchange Association Ltd. Padam Tower, 14/113, Civil Lines, Kanpur.
 2. Bombay Stock Exchange, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
 3. The Delhi Stock Exchange Association Ltd. DSE House, 3/1, Asaf Ali Road, New-Delhi -110 002
10. The Company has appointed M/s Skyline Financial Services (P) Limited as Registrar and Share Transfer Agent of the Company. Any query in this regard shall be entertained by:
M/s Skyline Financial Services (P) Limited,
D-153/A, 1st Floor Okhla Industrial Area Phase-1,
New Delhi – 110 020

Important Communication to Members

To allow paperless compliances by the Companies, the Ministry of Corporate affairs has taken a "Green Initiative in the Corporate Governance". It has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government, members who have not registered their e-mail addresses, so far are requested to register & who have registered may kindly update their e-mail address to the Company or its Registrar.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM No. 4-7:

Shri Sanjay Kumar Agarwal, Shri Satish Kumar Garg, Shri Satya Narain Dubey and Shri Shyam Babu Gupta, are Independent Directors of the Company and are liable to retire by rotation. However, the provisions of Section 149 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules 2014, provide that an Independent Director shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation.

Keeping in view the provisions of the above mentioned section, their fresh appointment is being proposed by the Board of Directors of the company which is of the opinion that their continued association would be of immense benefit to the Company and propose their appointment as Independent Directors to hold office for a term of five consecutive years commencing from the 39th Annual General Meeting of the company.

They are not disqualified from being appointed as directors in terms of section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from these directors that they meet the criteria of independence as prescribed under section 149(6) of the Act and clause 49 of the Listing Agreement.

The company has received notices in writing from a member along with deposit of the requisite amount proposing the candidature of each of the above mentioned directors as per section 160 of the Act, for appointment as Independent Directors.

Apart from these directors themselves, no other Director/ Key Managerial Personal of the company/ their relatives are in any way concerned or interested in these resolutions. The Board recommends passing of above resolution appearing at item no. 4-7 of the accompanying Notice as Ordinary Resolution.

ITEM No. 8:

Pursuant to section 148(3) of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to cost auditors should be ratified by the shareholders of the Company. Board of Directors had in its meeting held on 30th May 2014 appointed Shri Arun Kumar Srivastava, Cost Accountant in Practice, 96, Harjinder Nagar, Behind old LIC office, Kanpur-208007, as the Cost Auditors to conduct the audit of the Cost Records of the Company for the financial year 2014-15 and fixed his remuneration at Rs. 20000/- (Rupees Twenty Thousand Only) apart from reimbursement of actual expenses to be incurred by him in connection with conducting the audit of cost records of the company subject to ratification by the shareholders of the company.

None of the Directors / Key Managerial Personal of the company / their relatives is in any way

concerned or interested in this resolution. The Board recommends passing of above resolution appearing at item no. 8 of the accompanying Notice as Ordinary Resolution.

ITEM No. 9:

In terms of Section 180(1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the shareholders, by means of a Special Resolution, borrow moneys, where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the company's bankers in the ordinary course of business) by the company exceeds the aggregate of the paid up share capital and the free reserves (that is to say, reserves not set apart for any specific purpose) of the Company.

The Company's fund requirements to meet the working capital and other capital expenditure have increased substantially. Hence, Board of Directors of the Company has desired to seek approval from the members for borrowing powers up to Rupees 25,000,00,00/- (Rupees Twenty Five Crores only) which is over and above the paid up share capital and free reserves as per the latest available audited financial statement of the company.

None of the Directors/Key Managerial Personal of the company/their relatives is in any way concerned or interested in this resolution, except to the extent of their respective holding of equity shares in the Company.

The Board recommends passing of above resolution appearing at item no. 9 of the accompanying Notice as Special Resolution.

**By Order of the Board of Directors
For PREMIER PIPES LIMITED**

**Place : Kanpur
Date : 13.08.2014**

**Vaibhav Shukla
Company Secretary**

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting herewith the **THIRTY NINTH ANNUAL REPORT** and the Audited Accounts of the Company for the year ended 31st March, 2014.

The financial figures are summarized below :

FINANCIAL RESULTS :

Particulars	2013-14 (Rs. inLacs)	2012-13 (Rs. inLacs)
Sales and other Income	3282.41	3275.22
Profit/ (Loss) before Depreciation	81.00	71.36
Depreciation	46.16	45.61
Profit / (Loss) before Tax	34.84	25.75
Tax Expenses:		
Current Tax	9.29	0.00
Add: Differed Tax Liabilities/(Assets)	3.38	0.82
Less: Income Tax of ealier years written off	0.74	0.00
Profit / (Loss) after Tax	28.19	26.57

FINANCIAL PERFORMANCE :

The company has achieved the sales and other income of Rs. 3282.41 lacs as against Rs. 3275.22 lacs reported last year. The Profit before tax is Rs. 34.84 lacs as compared to Rs. 25.75 lacs in 2012-13. The Profit after tax stood at Rs. 28.19 lacs during the year in comparison to 26.57 lacs during the previous year.

OPERATIONS AND ACTIVITIES :

Your Company is primarily engaged in the manufacturing of Black Steel Tubes, G.I. Steel Tubes, Steel Tubular Poles and PVC Pipes at its unit located at Bindki, District Fatehpur, Uttar Pradesh. Constant efforts are being made to derive maximum output.

DIVIDEND :

In view of the meager profits of the company, the Board does not recommend any dividend for the financial year 2013-2014.

COMPULSORY DEMATERIALIZATION OF SHARES:

As you are aware that the suspension in trading in securities of the company at Bombay Stock Exchange (BSE) has been revoked w.e.f. 13th August 2012 and the Company has entered into tripartite agreement with both the Depositories i.e. NSDL and CDSL and obtained ISIN number for dematerialization of the securities of the Company.

However, in order to facilitate trading of shares of the Company through Stock Exchange(s) and shifting of trading from Trade to Trade Settlement Basis to Rolling Settlement Basis, atleast fifty percent of the non-promoter shareholding of the Company needs to be in electronic form. The

Company is making constant efforts on its part to communicate with the shareholders in this regard. Shareholders are requested to get their shares dematerialized at the earliest in order to ensure trading through Stock Exchange(s).

DIRECTORS :

Shri Vinay Kumar Jain, Whole Time Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment as such, liable to retire by rotation. During the year under review no changes took place in the Board of Directors which is duly constituted in accordance with the provisions of the Companies Act and the Listing Agreement.

INDEPENDENT DIRECTORS :

Pursuant to Section 149 of the Companies Act, 2013, read with the Rules made thereunder, the Independent Directors shall hold office for a period of up to 5 consecutive years and shall not be liable to retire by rotation. They may be appointed for a maximum of two consecutive terms of up to 5 years each. In terms of revised clause 49 of the listing agreement which will be applicable from 01st October, 2014, in case the Independent Director has already served for 5 or more years, he can be appointed for only one term of 5 years. Presently, Shri Satya Narain Dubey, Shri Satish Kumar Garg, Shri Sanjay Kumar Agarwal and Shri Shyam Babu Gupta, are the Independent Directors of the Company. As per their existing terms of appointment, all of them are liable to retire by rotation. However, under the new Act and Clause 49 of listing agreement, they may be appointed afresh with a fixed period of up to 5 years.

AUDITOR'S :

M/s C.L. Kanodia & Co. Chartered Accountants, (Firm Registration No. 001002C) Statutory Auditors of the Company will retire at the conclusion of the ensuing Annual General Meeting of the company. They have been Statutory Auditors of the Company for more than 10 years. As per the provisions of Section 139, read with Companies (Audit and Auditors) Rules, 2014 of the Companies Act, 2013 they can be re appointed as Statutory Auditors of the Company for a further period of maximum 3 years. Therefore, the Board has recommended that M/s C.L. Kanodia & Co. Chartered Accountants, may be appointed as Statutory Auditors of the Company for a period of three consecutive years from the conclusion of the Thirty Ninth Annual General Meeting up to the conclusion of the Forty Second Annual General Meeting of the Company, subject to ratification by the shareholders at every Annual General Meeting, at a remuneration that may be decided by the shareholders of the Company.

AUDITOR'S REPORT :

The observations in the Auditors Report are self-explanatory and do not call for any further explanation.

COST AUDIT:

The Central Government vide its Order No. 52/86 CAB-1991 dated 16th April, 1991 has directed the company to carry out audit of the Cost Accounts maintained by the company in respect of Steel Tubes and Pipes. Your Board has appointed Shri Arun Kumar Srivastava, Cost Accountant in Practice, to carry out the cost audit for this purpose.

CORPORATE GOVERNANCE:

A separate statement on Corporate Governance is enclosed as a part of the Director's Report along with the Certificate for Compliance as Annexure I and the Management Discussion and Analysis as Annexure II to this Report.

PARTICULARS OF EMPLOYEES :

There was no employee during the year in respect of whom provisions of Section 217(2-A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended from time to time, were applicable.

INDUSTRIAL RELATIONS :

Your Directors take pleasure in reporting that the industrial relations remained cordial with all the stakeholders and would like to appreciate the co-operation extended by the Officers, Staff and Workers of the Company in sharing the burden of work in the adverse circumstances.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO :

Particulars with respect to conservation of energy, Technology absorption and Foreign exchange earnings and outgo, as required under section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 are set out in Annexure III and form part of this Report.

DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors confirm :-

- i) that in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ii) that the Directors have selected such Accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year 31st March, 2014, and the Profit of the Company for the year ended on that date;
- iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud & other irregularities.
- iv) that the Directors have prepared the annual accounts on a going concern basis.

LISTING AGREEMENT :

Company's Shares continue to remain listed/quoted at the following Stock Exchanges:

1. The U. P. Stock Exchange Association Limited, Padam Tower 14/113, Civil Lines, Kanpur.
2. Bombay Stock Exchange Limited, 25th Floor, Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai.
3. The Delhi Stock Exchange Association Limited, DSE House, 3/1 Asaf Ali Road, New Delhi.

ACKNOWLEDGEMENT :

Your Directors wish to place on record their gratitude for the valuable guidance and support rendered by the

Banks, Financial Institutions, and various stakeholders, such as, shareholders, customers and suppliers, among others. The Directors also commend the continuing commitment and dedication of the employees at all levels, which has been critical for the company's success. The Directors look forward to their continued support in future.

**By Order of the Board
For PREMIER PIPES LIMITED**

**Kanpur
13.08.2014**

(Ajay Kumar Jain)	(Vinay Kumar Jain)
(Managing Director)	(Whole Time Director)
(DIN : 00493685)	(DIN : 00580112)

Corporate Governance Report 1st April, 2013 to 31st March, 2014

Annexure I

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

At PREMIER PIPES LIMITED, we believe in philosophy of serving society through Industry. This philosophy is backed by principles of concern, commitment, ethics, excellence and learning in all its acts and relationships with Shareholders, customers, associates and community at large which has always propelled the group towards higher horizons. At PREMIER PIPES LIMITED, we continue to strive to transform the Business Environment in which we operate.

We believe in the principles of trusteeship, fair and transparency in all our dealings. We endeavor to have a work culture, which is performance driven and conducive to improving discipline in all our personal and professional relationships.

The Company views Corporate Governance under the following major parameters:

1. Transparency in relation to appointments, remuneration, meetings of the Directors on the Board of the Company, responsibility and accountability of the Board of Directors.
2. Providing maximum possible information to the shareholders regarding the functioning and performance of the Company pertaining to financial and other non-financial matters.
3. Internal and External controls and audits.

2. BOARD OF DIRECTORS:

As on 31st March 2014, the Board of Premier Pipes Limited comprises of two Executive Directors (Managing Director and Whole Time Director) and Six Non-Executive Directors. Out of Six, Four Non-Executive Directors are Independent Directors.

The composition of the Board of Directors, attendance of each director at the Board of Directors' Meeting and at the last Annual General Meeting and number of memberships of committees of each director are as follows:

Name of Directors	Category	No. of Board Meetings attended	Attendance at last AGM	No. of other Directorship		No. of other Committee Membership	
				Public	Private	Chairman	Member
Mr. Ajay Kumar Jain	Promoter Executive Director	6	Yes	2	1	-	2
Mr. Vinay Kumar Jain	Promoter- Managing Director	6	Yes	2	5	-	1
Mr. Amit Kumar Jain	Promoter Non-Executive Director	6	Yes	3	3	-	1
Mr. Arun Kumar Jain	Promoter Non-Executive Director	4	Yes	2	5	-	1
Mr. Satish Kumar Garg	Non-Executive & Independent Director	6	Yes	-	-	1	-
Mr. Sanjay Kumar Agarwal	Non-Executive & Independent Director	6	Yes	2	12	-	1
Mr. Satya Narain Dubey	Non-Executive & Independent Director	6	Yes	-	-	1	-
Mr. Shyam Babu Gupta	Non-Executive & Independent Director	6	Yes	-	-	1	1

Details of Board Meetings held during the year 2013-14

The Board of Directors met 6 (Six) times on 30th May 2013, 31st July 2013, 12th August 2013, 14th November 2013, 23rd December 2013 & 8th February 2014, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

3. AUDIT COMMITTEE:

Terms of reference of the Audit Committee include review of:

- a. Financial Statements and draft audit report, including quarterly/half-yearly financial information;
- b. Management discussion and analysis of financial condition and results of operations.
- c. Reports relating to compliance with laws and to risk management;
- d. Management letters/ letters of internal control weaknesses issued by statutory / internal auditors; and
- e. Records of related party transactions.
- e. Any change in accounting policies and practices.

During the year, four meetings of the committee were held each one of which was before finalization of accounts. The said meetings were held on 30th May 2013, 12th August 2013, 14th November, 2013 and 8th February 2014.

The constitution of the Audit Committee and attendance of each member of the Committee as on 31st March, 2014, are given below :

Name	Category	Designation	No. of Meetings attended
Mr. Satish Kumar Garg	Independent Director	Chairman	4
Mr. Sanjay Kumar Agarwal	Independent Director	Member	4
Mr. Ajay Kumar Jain	Managing Director	Member	4
Mr. Shyam Babu Gupta	Independent Director	Member	4

4. REMUNERATION COMMITTEE:

The Constitution of Remuneration Committee as on 31st March, 2014 is given below :

Name	Category	Designation
Mr. Satya Narain Dubey	Independent Director	Chairman
Mr. Amit Kumar Jain	Non-Executive Director	Member
Mr. Arun Kumar Jain	Non-Executive Director	Member

During the year, one meeting of the Remuneration Committee was held on 31st July 2013.
 Details of remuneration paid to each Executive Director of the Company for the financial year 2013-14.

S. No.	Name	Designation	Total Salary p.a.(Rs.in Lacs)
1.	Mr. Ajay Kumar Jain	Managing Director	8.40
2.	Mr. Vinay Kumar Jain	Whole Time Director	8.40

5. SHAREHOLDERS COMMITTEE:

During the year four meetings were held. The said meetings were held on 30th May 2013, 12th August 2013, 14th November 2013 & 8th February 2014,

The Details of composition of Shareholders Committee/Investors Grievances Committee and attendance of each member of the Committee as on 31st March 2013 are as under:

Name	Category	Designation	No. of Meetings attended
Mr. Shyam Babu Gupta	Independent Director	Chairman	4
Mr. Ajay Kumar Jain	Executive Director	Member	4
Mr. Vinay Kumar Jain	Executive Director	Member	4

The Board has designated Mr. Vaibhav Shukla, Company Secretary as Compliance Officer.

All complaints which the Company received during the year have been replied/ redressed to the satisfaction of the shareholders. There are no pending complaint upto 31st March 2014.

6. GENERAL BODY MEETINGS:

i. Location, date & time of Annual General Meetings held during the preceding three years are as follows:

Year	Date and Time	Location
2012-13	Saturday, 28 th September, 2013 at 12:30 P.M.	Som Biz-Ness Xqure, 4th Floor, 1-The Mall, Kanpur.
2011-12	Saturday, 29 th September, 2012 at 12:30 P.M.	Som Biz-Ness Xqure, 4th Floor, 1-The Mall, Kanpur.
2010-11	Friday, 30 th September, 2011 at 11.30 A.M.	Som Biz-Ness Xqure, 4th Floor, 1-The Mall, Kanpur.

- ii. No special resolution was passed in the previous three AGMs.
- iii. No special resolution was passed through Postal Ballot last year.

7. DISCLOSURES :

- A. There are no materially significant related party transactions made by the Company with its Promoters, Directors or Management, their Subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.
- B. There is no instance of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital markets during the last three years.
- C. The Company has complied with all the mandatory requirements and most of the non-mandatory requirements specified in clause 49 of the Listing Agreement.
- D. The Management Discussions and Analysis Report forms part of Director's Report.

8. WHISTLE BLOWER POLICY:

The Company has adopted a Whistle Blower Policy in which all the employees of the Company are entitled to approach the audit committee (in respect of unethical or improper practices) without necessarily informing their supervisors. The Company has not denied any personal access to the audit committee of the Company and it has policy to provide protection to "Whistle Blowers" from unfair termination and other unfair or prejudicial employment practices.

9. CEO AND CFO CERTIFICATION:

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of the Clause 49 of the Listing Agreement. The Managing Director and Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of clause 41 of the Listing Agreement.

10. MEANS OF COMMUNICATION:

The quarterly, half yearly and annual results of the Company are sent to the Stock Exchanges where the Company's shares are listed immediately after they are approved by the Board. These are also published in local Hindi Newspaper and in a National English Daily as per the Listing Agreement.

11. GENERAL SHAREHOLDERS INFORMATION:

A. Date, time and venue of 39th Annual General Meeting	27 th September, 2014 at 12:30 P.M. at Som Biz - Ness Xqure, 4 th Floor, 1-The Mall, Kanpur 208 001
B. Financial Year:	1 st April 2013 to 31 st March 2014.
C. Record Date / Date of Book Closure	From 22.09.2014 to 27.09.2014 (both days inclusive)
D. Listing at Stock Exchanges	1. The Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai. 2. The U.P. Stock Exchange Association Ltd. Padam Tower, 14/113, Civil Lines, Kanpur. 3. The Delhi Stock Exchange Association Ltd. DSE House, 3/1, Asaf Ali Road, New-Delhi.
E. Scrip Code at The Bombay Stock Exchange	513291

F. REGISTRAR AND SHARE TRANSFER AGENTS:

The Company has appointed M/s. Skyline Financial Services (P) Limited, as Registrar and Share Transfer Agents of the Company in respect of Shares held in physical and demat form. The contact details of the Registrar are as under:

M/s. Skyline Financial Services (P) Limited,
D-153/A, 1ST Floor, Okhla Industrial Area, Phase 1,
New Delhi 110020
Phone No. (011) 26812681
E-Mail: viren@skylinerta.com

G. SHARE TRANSFER SYSTEM:

The Company has made arrangements with M/s Skyline Financial Services (P) limited, for Share transfer/ transmission of shares as per Listing Agreement.

H. DISTRIBUTION OF SHAREHOLDERS:

Distribution of Shareholding as at 31st March, 2014 are as under:

Range	No. of Members	%age	Amount in Rupees	% of Total amount
Upto 500	4947	93.93	6795030	19.14
501 - 1000	139	2.64	1093000	3.08
1001 - 2000	53	1.00	774000	2.18
2001 - 3000	19	0.36	502000	1.41
3001 - 4000	11	0.21	389000	1.10
4001 - 5000	23	0.44	1081000	3.05
5001 - 10000	30	0.57	2182700	6.15
10001 & Above	45	0.85	22682270	63.89
TOTAL	5267	100.00	35500000	100.00

According to Categories of Shareholders :

S. No.	Category	No. of Shares	% of Shareholding
1.	RI General	1895016	53.38
2.	RI Promoter Group & Director	407294	11.47
3.	NRI	207900	5.86
4.	Body Corporates	1038490	29.25
5.	DEPOSITORY	1300	0.04
	Total	3550000	100.00

I. DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The Shares of the Company are covered under the category of compulsory delivery in dematerialized form by all the categories of investors.

The Company has entered into Tripartite Agreement with both the Depositories i.e. NSDL and CDSL and obtained ISIN number for Dematerialization of the Securities of the Company.

J. OUTSTANDING INSTRUMENT:

There is no outstanding GDRs/ADRs/Warrants or any Convertible Instrument of the Company.

K. PLANT LOCATION:

The Company has one plant located at Bindki Road, Chaudagra, Distt. Fatehpur (U.P.).

L. ADDRESS FOR COMMUNICATION:

Mr. Ajay Kumar Jain
Managing Director
Premier Pipes Limited
Som Biz-Ness Xqure, 4th Floor,
1-The Mall, Kanpur 208 001

**By order of the Board
For PREMIER PIPES LIMITED**

**Place: Kanpur
Date: 13.08.2014**

**(Ajay Kumar Jain)
Managing Director
(DIN : 00493685)**

BRIEF PROFILE OF THE DIRECTORS TO BE APPOINTED/ REAPPOINTED:

Mr. Vinay Kumar Jain, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, is the Whole Time Director on the Board of the company. He is a Bachelor of Engineering and possesses rich experience in managing the marketing of the company's product. He has wide knowlegde and experience of Steel Industry. He was appointed on the Board as a Director on 5th April 2009 and thereafter appointed as Whole Time Director of the Company. He is also a Director on the Board of Premier Alloys Limited, Premier Ispat Limited, Premier Bars Private Limited, Premier Power & Steel Private Limited, Jain Overseas Private Limited and Pacific Spectrum Communication Private Limited. Currently he is also a member of the Shareholder's Committee of the Board of Directors of the company.

CEO AND CFO CERTIFICATE

To,
The Board of Directors,
Premier Pipes Limited,
Kanpur

- a) We have reviewed financial statements and the cash flow statement for the year ended 31st March 2014 and that to the best of our knowledge and belief:
- (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 the 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 2013-2014 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 that we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee
- (i) significant changes in internal control over financial reporting during the year 2013-2014.
 - (ii) significant changes in accounting policies during the year 2013-2014 and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which they 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.

sd/-
(Vinay Kumar Jain)
Whole Time Director & CFO
DIN: 00580112

sd/-
(Ajay Kumar Jain)
Managing Director & CEO
DIN: 00493685

Place : Kanpur
Date : 13.08.2014

AUDITOT'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Premier Pipes Limited:

We have examined the compliance of the conditions of Corporate Governance by Premier Pipes Limited for the year ended on 31st March, 2014, as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchanges in India.

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

In our opinion and to the best of our information and according to the explanations given to us, and the representation made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreement.

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

For C. L. Kanodia & Co.
Firm Registration No. : 001002C
Chartered Accountants

Sd/-
(C. L. Kanodia)
Prop.
Membership No. 11427

Place: Kanpur
Date : 13.08.2014

MANAGEMENT DISCUSSION AND ANALYSIS

India's steel demand is estimated to growth by 3.3% in 2014-15, following 1.8% growth in 2013-14. This is due to improved sentiments for the construction and manufacturing sectors, even though structural issues and president inflation continue to pose challenges. Several other factors such as urbanisation, growth in rural steel consumption and an increasing middle class will demand better housing, sophisticated transport hubs and new infrastructure for better connectivity in the long term. The resultant higher demand for high quality steel and higher value flat steel products will require steelmakers to create a new product mix to get better margins.

The Management of your Company is very optimistic with regard to future growth of both the Indian Steel Industry as well as the performance of your Company itself. All efforts are being made to make maximum utilization of available resources including the available installed capacity.

(Rs. in lacs)

	<u>2013-14</u>	<u>2012-13</u>
Sales	3282.41	3275.22
Other Income	121.35	98.44
PBT	34.84	25.75
Current Tax	9.29	NIL
Less : MAT Credit Entitlement 490614	Nil	3.55
Deffered Tax Liabilities / (Assets)	(3.38)	(0.82)
PAT	28.19	26.57
Paid up Capital	355.00	355.00
Reserves & Surplus	692.28	679.81
Earning per share	0.79	0.75

Your company has also commenced the manufacturing of Steel Tubular Electric Poles in UPPCL and other Government Sectors used for Gas and Sewerage purpose and electrification purpose respectively. We are also planning to manufacture Hollow Rectangular and Square Section, used for fabrication and structural work in open market.

Statement in the Management Discussion and Analysis may be 'forward-looking statement' within the meaning of applicable securities laws and regulations. Further, the performance of the company is also dependent on domestic and global conditions, government and regulatory policies on which company is not having any control.

**By Order of the Board
For PREMIER PIPES LIMITED**

**(Ajay Kumar Jain)
(Managing Director)
(DIN: 00493685)**

**Kanpur
13.08.2014**

ANNEXURE TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2014

ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956 AND THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

(A) CONSERVATION OF ENERGY :

- (a) Energy conservation measures taken. (i) Power consumption was reduced in Welders, Motors and Tube Mills by replacement of critical components with the newly designed ones for job work
- (b) Additional Investments and proposal, if any, being implemented for reduction of consumption of energy. No additional investment has been made during the year.
- (c) Impact of measures of (a) & (b) above for reduction of energy consumption and consequent impact on the cost of production of goods. The Company is relying on existing arrangements for energy conservation.
- (d) Total energy consumption per unit of production as per Form A.

Power & Fuel Consumption	2013-14	2012-13
Electricity		
a) Purchased		
-Units	572330	455930
-Total Amount (Rs. in Lacs)	53.87	42.65
-Rate / Unit (In Rs.)	9.41	9.36

(B) TECHNOLOGY ABSORPTION :

- (e) Efforts made in technology absorption. As per Form B of the Annexure

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

- (f) Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services and exports plans. NIL
- (g) Total Foreign Exchange used and earned Foreign Exchange outgo. Rs. NIL

By Order of the Board

(Ajay Kumar Jain) (Vinay Kumar Jain)
(Managing Director) (Whole Time Director)
(DIN: 00493685) (DIN: 00580112)

Kanpur
13.08.2014

FORM - B

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION

(I) RESEARCH AND DEVELOPMENT (R& D):

- | | |
|--|--|
| 1. Specific areas in which R & D carried out. | No such research activity carried out by the Company |
| 2. Benefits derived as a result of the above R & D | NIL |
| 3. Future Plan of action. | N/A |
| 4. Expenditure on R & D | |
| (a) Capital | NIL |
| (b) Recurring | NIL |
| (c) Total | NIL |
| (d) Expenditure as a percentage of total turnover. | NIL |

(II) TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION :

- | | |
|--|--|
| 1. Efforts, in brief, made towards technology absorption, adaptation and innovation. | No new technology was required to be observed. |
| 2. Benefits derived as a result of the efforts. | Not applicable |
| 3. Details of Imported Technology. | No new technology imported during the year under review. |

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
PREMIER PIPES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **PREMIER PIPES LIMITED (The Company)** which comprise the Balance Sheet as at March 31, 2014, 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 Financial Statements

Management is responsible for 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 standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("The Act"). This responsibility includes the design, implementation and maintenance of internal control 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statement are free from material misstatements.

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 judgement, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also evaluating the appropriateness of accounting policies used and reasonableness of the accounting estimates made by management, 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 explanation given to us, the 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 Balance Sheet, of the state of affairs of the Company as at March 31, 2014
- b) In the case of Statement of Profit and Loss, of the profit 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") As amended issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on

the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, , we report that :-
- a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. in our opinion, proper Books of Accounts as required by law have been kept by the Company, so far as appears from our examination of those books.
 - c. the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
 - d. in our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956; and
 - e. on the basis of the written representations received from the Directors, as on March 31, 2014, and taken on record by the Board of Directors, none of the Directors is disqualified as on 31March, 2014 from being appointed as a Director in terms of clause (g) of sub- section (1) of Section 274 of the Companies Act,1956.

Place : Kanpur
Date : 30.05.2014

For C. L. Kanodia & Co.
Firm's Registration No.: 001002C
Chartered Accountants

Sd/-
(C. L. Kanodia)
Prop.
Membership No. 11427

ANNEXURE TO THE AUDITOR'S REPORT

The Annexure referred to in our report to the members of Premier Pipes Limited ('the Company') for the year ended 31st March, 2014, We report that:

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
(c) There was no disposal of fixed assets during the year, and therefore, do not affect the going concern assumption.
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) In our opinion, and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancies were noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has granted loans to four bodies corporate covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was Rs. 1266.55 lacs and the year end balance of such loan amounted to Rs. 706.77 lacs. Other than the above, the Company has not granted any loans, secured or unsecured to companies, firm or parties in the register maintained under section 301 of the Act.
(b) In our opinion, the rate of interest and other terms and conditions on which the loans have been granted to the bodies corporate listed in the register maintained under Section 301 of the Act are not, *prima-facie* prejudicial to the interest of the Company.
(c) In the case of loans granted to the bodies corporate listed in the register maintained under section 301 of the Act, the borrowers have been regular in the payment of the interest as stipulated. The terms of arrangement do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 4(iii)(c) of the Order is not applicable to the Company in respect of repayment of the principal amount.
(d) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 301 of the Act.
(e) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has taken loans from two bodies corporate and one other parties covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was Rs. 19.47 lacs and the year end balance of such loan amounted to Rs. 4.38 lacs.
(f) In our opinion, the rate of interest and other terms and conditions on which the loans have been taken from the bodies corporate and other parties covered in the register maintained under Section 301 of the Act are not, *prima-facie*, prejudicial to the interest of the Company.
(g) In respect of loans taken from the bodies corporate and other parties covered in the register maintained under section 301 of the Act, the Company has been regular in the payment of the interest as stipulated. The terms of arrangement do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 4(iii)(g) of the Order is not applicable to the Company in respect of repayment of the principal amount.

4. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and Fixed Assets and for the sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in internal controls has been noticed.
5. (a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act that need to be entered into register maintained under Section 301 have been so entered..
(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding value of Rupees five lakhs have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. The Company has not accepted deposits from the public.
7. As per information and explanation given by the management, the Company has an adequate internal audit system commensurate with its size and nature of its business.
8. As per information and explanation given by the management, maintenance of cost records has been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act and we are of the opinion that prima facie the prescribed accounts and records has been made and maintained. We have not, however, made a detailed examination of the same.
9. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income tax, sales tax, wealth tax, service tax, customs duty, cess to the extent applicable and other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st March, 2013 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, the dues of Employees State Insurance, Sales Tax, Income Tax, Customs Duty, Wealth Tax, Excise Duty and Cess which have not been deposited on account of any dispute and the forum where the dispute is pending are as under :-

Name of the Statute	Nature of dues	Amount (Rupees)	Forum where dispute is pending
ESI Act, 1948	Damages and Interest	135617.00	Civil Judge (Senior) ESI, Court, Kanpur Nagar

10. The Company does not have any accumulated losses as at the year end, and has not incurred any cash losses during the financial year and the immediately preceding financial year.
11. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
14. In our opinion, the Company is not dealing in or trading in shares, securities, debentures, and other investments.

The investments have been held by the Company in its own name.

15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The Company did not have any term loans outstanding during the year.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
18. The Company has not made any preferential allotment of shares to parties or Companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
19. The Company did not have any debentures during the year.
20. The Company has not raised any money by Public issue during the year.
21. According to the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

Place : Kanpur
Date : 30.05.2014

For C. L. Kanodia & Co.
Firm's Registration No.: 001002C
Chartered Accountants

Sd/-
(C. L. Kanodia)
Prop.
Membership No. 11427

BALANCE SHEET AS AT 31ST MARCH 2014

PARTICULARS	Notes	As At 31st March 2014 (Rupees)	As At 31st March 2013 (Rupees)
<u>EQUITY AND LIABILITIES</u>			
<u>SHAREHOLDER'S FUND</u>			
Share Capital	2	35,500,000	35,500,000
Reserves & Surplus	3	69,228,332	67,980,822
		104,728,332	103,480,822
<u>NON-CURRENT LIABILITIES</u>			
Long Term Borrowings	4	26,444,021	51,521,464
Deferred Tax Liabilities (Net)		459,669	797,662
Other Long-Term Liabilities	5	4,080,838	4,466,515
		30,984,528	56,785,641
<u>CURRENT LIABILITIES</u>			
Short Term Borrowings	6	51,844,404	48,444,670
Trade Payables	7	22,693,962	24,017,461
Short Term Provisions	8	2,036,283	3,184,040
		76,574,649	75,646,171
Total..		212,287,509	235,912,634
<u>ASSETS</u>			
<u>NON-CURRENT ASSETS</u>			
<u>FIXED ASSETS</u>			
Tangible Assets	9	42,348,434	47,896,251
Intangible Assets		-	--
Non-Current Investments	10	100,000	104,355
Long Term Loans & Advances	11	14,685,797	17,169,809
Other Non-Current Assets	12	5,247,174	19,126,451
		62,381,405	84,296,866
<u>CURRENT ASSETS</u>			
Inventories	13	16,253,964	22,734,503
Trade Receivables	14	43,798,098	55,993,990
Cash & Bank Balances	15	13,034,071	7,527,493
Short-Term Loans & Advances	16	75,709,526	64,699,484
Other Current Assets	17	1,110,445	660,298
		149,906,104	151,615,768
Total		212,287,509	235,912,634
<u>Significant Accounting Policies</u>	1		
<u>Notes on Financial Statements</u>	25		
As per our report of even date For C. L. Kanodia & Co. Firm Registration No. : 001002C <u>Chartered Accountants</u>			For and on behalf of the Board Ajay Kumar Jain Managing Director Vinay Kumar Jain Whole Time Director Amit Kumar Jain Director
Kanpur 30.05.2014	(C. L. Kanodia) Prop. Membership No. 11427	Vaibhav Shukla Company Secretary	

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31st MARCH 2014

PARTICULARS	Notes	As At 31st March 2014 (Rupees)	As At 31st March 2013 (Rupees)
INCOME			
Revenue from Operations (Gross)	18	328,240,896	327,521,536
Less : Excise Duty		33,052,701	31,092,774
Revenue from Operations (Net)		295,188,195	296,428,762
Other Income	19	12,135,473	9,844,080
		307,323,668	306,272,842
EXPENDITURE			
Raw Material Consumed	20	250,831,522	236,229,023
Purchases of Stock-in-Trade		12,400,098	18,119,245
Changes in Inventories of Finished Goods, Stock-in-process and Stock-in-Trade	21	2,341,661	7,454,515
Employee Benefit Expenses	22	4,174,785	4,229,111
Finance Costs	23	9,025,983	11,618,446
Depreciation and Amortization expense	6187817		
Less : Transfer from Revaluation Reserve	1571858	4,615,959	4,561,064
Other Expenses	24	20,449,266	21,486,721
Total Expenses		303,839,274	303,698,125
Profit/(Loss) Before Tax		3,484,394	2,574,717
Tax Expense			
-Current Tax		929,000	--
-Deferred Tax Liabilities /(Assets)		(337,993)	(82,779)
-Income Tax/ FBT of earlier year Written Off		74,019	--
Profit/(Loss) for the year		2,819,368	2,657,496
Earning per equity share of face value of Rs. 10/-.			
-Basic/Diluted		0.79	0.75

Notes on Financial Statements

25

As per our report of even date
For C. L. Kanodia & Co.
Firm Registration No. : 001002C
Chartered Accountants

For and on behalf of the Board

Kanpur
30.05.2014
(C. L. Kanodia)
Prop.
Membership No. 11427

Vaibhav Shukla
Company Secretary

Ajay Kumar Jain Managing Director
Vinay Kumar Jain Whole Time Director
Amit Kumar Jain Director

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

NOTE - 1

SIGNIFICANT ACCOUNTING POLICIES

(a) Accounting Convention

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India. The financial statements have been prepared on an accrual basis following the historical cost convention, except for certain fixed assets which have been adjusted by revaluation.

The Accounting Policies adopted in the preparation of financial statements are consistent with those of previous years.

(b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in India (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements and the results of operations during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Further results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which these gets materialised.

(c) Fixed Assets & Depreciation

Fixed Assets are stated at cost or at revalued amounts less accumulated depreciation. Cost comprises the purchase price (net of CENVAT/VAT) and any attributable cost of bringing the assets to its working condition for its intended use.

Depreciation on fixed assets is provided on all the assets (including amounts added on revaluation) on Straight-line method at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956.

Depreciation for additions to/deductions from fixed assets is calculated pro rata from/to the month of addition/deductions.

The carrying amount of cash generating units / assets is reviewed at the balance sheet date to determine whether there is any indication of impairment, If such indication exists the recoverable amount is estimated as the net selling price or value in use, whichever is higher. Impairment loss, if any is recognised whenever carrying amount exceeds the recoverable amount.

(d) Investments

Investments that are held for more than a year, from the date of acquisition, are classified as long term Investments and are carried at cost. Provision for diminution in value of Investment is made to recognize a decline in the value of the Investments.

(e) **Revenue Recognition**

Revenue from sale of goods is recognised when significant risk and rewards of ownership is transferred to customers. Sales are stated inclusive of excise duty and net of rebates, trade discounts and Sales Tax / Vat.

Service Income is recognised on an accrual basis as per the contractual terms with the customers, net of service tax.

Interest Income is recognised on a time proportion basis taking into account the amount, outstanding and the rate applicable. Interest income is included under the head "Other Income" in the statement of Profit and Loss.

(f) **Valuation of Inventories**

Raw Materials & Stores & Spares are valued at cost on first in first out / weighted average basis, whichever is lower and includes freight, taxes and duties, net of CENVAT/VAT credit, wherever applicable.

Finished goods are valued at lower of cost and net realisable value, Cost includes an appropriate portion of manufacturing and other overheads, wherever applicable, Excise Duty on finished products is included in the value of finished products inventory. By-products are stated at estimated market value.

(g) **Employee Benefits**

The Company has contributed to provident fund & ESIC which are considered as defined contribution Plans. The contributions paid/payable under the scheme is recognised in the Profit and Loss Account in the financial year to which it relates.

No liability in respect of present liability or future payment of gratuity has been ascertained and provided in the accounts. The liability for leave encashment has not been actually determined. The Company continues to account for such liability on actual payment basis.

(h) **Borrowing Costs**

Borrowing Cost is charged to statement of Profit and Loss except cost of borrowing for acquisition of qualifying assets which is capitalised till the date of commercial use of the asset.

(i) **Taxes on Income**

Current year tax is the amount of tax payable on the estimated taxable income for the current year as per the provisions of Income Tax Act, 1961.

(j) **Provisions and contingent liabilities**

Provisions in respect of present obligation arising out of past events are made in accounts when reliable estimates can be made of the amount of the obligation, Contingent Liabilities (if material) are disclosed in the notes for present obligation arising from past events, when it is not possible that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation can not be made and possible obligation arising from past events which will be confirmed only by future events not wholly within the control of the company.

Premier Pipes Ltd. (2013-14)

PARTICULARS	Current Year (Rupees)	Previous Year (Rupees)
NOTE -2		
SHARE CAPITAL		
AUTHORISED		
4000000 Equity Shares of Rs. 10/- each	<u>40,000,000</u>	<u>40,000,000</u>
ISSUED, SUBSCRIBED & PAID-UP		
3550000 Equity Shares of Rs. 10/- each fully paid-up	<u>35,500,000</u>	<u>35,500,000</u>
Total.....	<u><u>35,500,000</u></u>	<u><u>35,500,000</u></u>

There has been no movement in the Share Capital during the year.

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation, the shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts. In proportion to their shareholding.

Details of Shares held by shareholders holding more than 5% shares in the Company

Name of Shareholders	As at 31.03.2014		As at 31.03.2013	
	No. of Shares	% holding	No. of Shares	% holding
Lewis Exim (P) Ltd.	429000	12.08	429000	12.08
Goldstar Business (P) Ltd.,	199000	5.61	199000	5.61

NOTE -3**RESERVES & SURPLUS**

<u>Capital Reserve</u>		319,750	319,750
Balance as per Last Balance Sheet			
<u>Capital Subsidy</u>		2,222,250	2,222,250
Balance as per Last Balance Sheet			
<u>Securities Premium Reserve</u>		8,875,000	8,875,000
Balance as per Last Balance Sheet			
<u>Revaluation Reserve</u>		7,650,160	9,222,018
Balance as per Last Balance Sheet	9,222,018		
Less : Transfer to Profit & Loss Account	1,571,858		
<u>Profit & Loss Account</u>		50,161,172	47,341,804
Balance as per Last Balance Sheet	47,341,804		
Add : Transfer from Profit & Loss Account	2,819,368		
Total		<u><u>69,228,332</u></u>	<u><u>67,980,822</u></u>

NOTE -4**LONG TERM BORROWINGS****SECURED****TERM LOAN**

Mahindra & Mahindra Financial Services Ltd. (Term Loan is secured by Hypothecation of Generator Set and personal guarantees of Directors)	37,2040	--
---	----------------	----

UNSECURED

Loan from other Companies	21,881,178	47,691,354
Loan from related parties	4,190,803	3,830,110
Total.....	26,444,021	51,521,464

NOTE -5**OTHER LONG TERM LIABILITIES**

Trade Payables	3,877,072	3,857,970
Advances from Customers	203,766	608,545
Total.....	4,080,838	4,466,515

NOTE -6**SHORT TERM BORROWINGS****SECURED LOANS****Working Capital Borrowing from Banks**

- Kotak Mahindra Bank	51,844,404	48,444,670
Total.....	51,844,404	48,444,670

* Working capital borrowing from Bank is secured by way of first equitable mortgage of Factory Land & Building by deposit of the title deeds and first charge on all existing and future current assets/movable fixed assets and personal guarantees of all the Directors. There has been no continuing default as on the balance sheet date in repayment of any of the above borrowings & interest thereon.

NOTE -7**TRADE PAYABLES**

Sundry Creditors	19,166,103	20,772,538
Advances from Customers	3,527,859	3,244,923
Total.....	22,693,962	24,017,461

NOTE -8**SHORT TERM PROVISIONS**

Provision for employee benefits	482,068	503,813
Other Statutory Dues	1,554,215	2,680,227
Total.....	2,036,283	3,184,040

**NOTE -9
FIXED ASSETS**

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at 01.04.2013	Addition	Deduction	As at 31.03.2014	As at 01.04.2013	For the Year	On Sale/ Adjustment	Total as at 31.03.2014	As at 31.03.2014	As at 31.03.2013
TANGIBLE ASSETS										
Land	2,144,545	-	-	2,144,545	-	-	-	-	2,144,545	2,144,545
Building	32,917,279	-	-	32,917,279	21,170,524	1,099,437	-	22,269,961	10,647,318	11,746,755
Plant & Machinery	103,136,288	--	-	103,136,288	69,906,706	4,898,974	-	74,805,680	28,330,608	33,229,582
Furniture & Fixtures	1,640,315	-	-	1,640,315	1,529,269	29,031	-	1,558,300	82,015	111,046
Generator	--	640,000	--	640,000	--	20,739	-	20,739	619,261	--
Air Conditioner	678,419	-	-	678,419	657,913	-	-	657,913	20,506	20,506
Cycle	2,750	-	-	2,750	485	194	-	679	2,071	2,265
Computer	150,700	-	-	150,700	60,593	24,428	-	85,021	65,679	90,107
Office Equipments	1,593,848	-	-	1,593,848	1,265,219	75,708	-	1,340,927	252,921	328,629
Tools & Equipments	616,972	-	-	616,972	544,021	39,306	-	583,327	33,645	72,951
Vehicles	2,997,231	-	-	2,997,231	2,847,366	-	-	2,847,366	149,865	149,865
Total (a)	Rs. 145,878,347	640,000	-	Rs. 146,518,347	97,982,096	-	-	104,169,913	42,348,434	47,896,251
INTANGIBLE ASSETS										
Total.. (b)	-	-	-	-	-	-	-	-	-	-
Total.. (a+b)	Rs. 145,878,347	640,000	-	Rs. 146,518,347	97,982,096	6,187,817	-	104,169,913	42,348,434	47,896,251
Previous Year	Rs. 145,634,609	243,738	-	Rs. 145,878,347	91,849,174	6,132,922	-	97,982,096	47,896,251	-

Note .: Gross Depreciation of Rs.6132922.00 Includes Rs. 1571858.00 amount added on Revaluation.

PARTICULARS	As At 31st March 2014 (Rupees)	As At 31st March 2013 (Rupees)
-------------	-----------------------------------	-----------------------------------

NOTE - 10

NON-CURRENT INVESTMENTS

Non Trade - Quoted

Long Term Other Investment (At Cost)

10 Equity Shares of Rs. 100/- each fully paid in Gujrat Steel Tubes Ltd.	--	3,430
50 Equity Shares of Rs. 10/- each fully paid in BST Manufacturing Ltd. (Shares in Gujrat Steel Tubes Ltd. and BST Manufacturing Ltd. valuing Rs. 4355/- has been written off, during the year.)	--	925

Non Trade-Unquoted

10000 Equity Shares of Rs. 10/- each fully paid-up in The Benaras State Bank Ltd.	100,000	100,000
Total.....	<u>100,000</u>	<u>104,355</u>

NOTE - 11

LONG-TERM LOANS AND ADVANCES

(Unsecured and Considered Good)

Loans and Advances to related parties	-	-
Security Deposits	12,439,985	14,432,786
Others	2,245,812	2,737,023
Total.....	<u>14,685,797</u>	<u>17,169,809</u>

NOTE - 12

OTHER NON-CURRENT ASSETS

Long-Term Trade Receivables	4,160,640	17,774,903
MAT Credit Receivable	1,086,534	1,351,548
Total.....	<u>5,247,174</u>	<u>19,126,451</u>

PARTICULARS	As At 31st March 2014 (Rupees)	As At 31st March 2013 (Rupees)
NOTE - 13		
INVENTORIES		
(As taken, valued & certified by the management)		
<u>At Lower of Cost or Net Realisable Value</u>		
Raw Materials	4,676,299	7,999,777
Finished Products	8,797,071	10,936,068
Stores & Spares	1,544,985	2,360,385
<u>At Estimated Market Value</u>		
By-products (Scrap & Cuttings)	1,235,609	1,438,273
Total.....	16,253,964	22,734,503
NOTE - 14		
TRADE RECEIVABLES		
(Unsecured - Considered Good)		
Debts Outstanding for a period exceeding six months	15,044,791	1,689,377
Other Debts	28,753,307	54,304,613
Total.....	43,798,098	55,993,990
NOTE - 15		
CASH & BANK BALANCES		
Cash on Hand	7,203,251	582,367
Balance with Banks in Current Accounts	497,150	1,986,456
Balance with Banks in Fixed Deposit Accounts	5,333,670	4,958,670
Total.....	13,034,071	7,527,493
NOTE - 16		
SHORT-TERM LOANS AND ADVANCES		
<i>(Unsecured - Considered Good)</i>		
Loans and Advances to related parties	70,676,888	57,465,905
Advance Income Tax & TDS (Net of Provision)	2,467,664	1,293,711
Balance with Govt. Authorities & Other Advances	2,564,974	5,939,868
Total.....	75,709,526	64,699,484
NOTE - 17		
OTHER CURRENT ASSETS		
Accrued Interest on FDR's	1,110,445	660,298
Total.....	1,110,445	660,298

PARTICULARS	As At 31st March 2014 (Rupees)	As At 31st March 2013 (Rupees)
NOTE - 18		
REVENUE FROM OPERATIONS		
Sale of Manufactured Goods		
Black/G.I. Pipes & Poles	136,523,439	124,379,914
Slitts	142,393,953	143,383,264
PVC Pipes	18,508,100	13,164,257
Others (Scrap)	2,764,289	1,724,904
Sale of Traded Goods		
H R Coils /Skelp	12,299,922	19,087,662
Zinc	271,530	-
Sale of Services*		
Job Work Charges	7,349,123	3,761,820
Commission Earned	8,130,540	22,019,715
Revenue from Operations (Gross)	<u>328,240,896</u>	<u>327,521,536</u>
* Income Tax deducted at Source	147,133	75,237

NOTE - 19

OTHER INCOME

Interest (Gross)*	7,135,473	9,844,080
Miscellaneous Income	5,000,000	--
Total...	<u>12,135,473</u>	<u>9,844,080</u>
* Income Tax deducted at Source	672,172	618,384

NOTE - 20

COST OF MATERIAL CONSUMED

Opening Stock	7,999,777	3,003,522
<u>Purchases</u>		
- H R Coils/Skelps	234,249,918	226,049,960
- Black Pipes	189,145	2,873,594
- PVC Resin	10,713,585	10,310,413
- Calcium Carbonate & Others	1,000,232	911,012
- Zinc	1,355,164	1,080,299
Less - Closing Stock	<u>255,507,821</u>	<u>244,228,800</u>
Consumed...	<u>4,676,299</u>	<u>7,999,777</u>
	<u>250,831,522</u>	<u>236,229,023</u>

PARTICULARS	As At 31st March 2014 (Rupees)	As At 31st March 2013 (Rupees)
NOTE - 21		
CHANGES IN INVENTORIES OF FINISHED GOODS STOCK-IN-PROCESS AND STOCK-IN-TRADE		
OPENING STOCK		
Finished Goods	10,936,068	19,382,475
Scaps & Cuttings	1,438,273	446,381
Total.....	12,374,341	19,828,856
CLOSING STOCK		
Finished Goods	8,797,071	10,936,068
Scaps & Cuttings	1,235,609	1,438,273
Total.....	10,032,680	12,374,341
Increase/(Decrease) in stock	(2,341,661)	(7,454,515)

NOTE - 22**EMPLOYEE BENEFIT EXPENSES**

Salaries, Wages & Bonus	2,324,428	2,427,047
Provident & Other Funds	164,564	167,542
Labour & Staff Welfare (including ESI)	5,793	14,522
Remuneration to Directors	1,680,000	1,620,000
Total.....	4,174,785	4,229,111

NOTE - 23**FINANCE COST**

- Interest on Unsecured Loans	615,754	2,909,624
- Interest to Others	1,781,776	2,074,389
- Interest to Bank	6,242,959	6,302,794
- Bank Charges & Commission	385,494	331,639
Total.....	9,025,983	11,618,446

PARTICULARS	Current Year (rupees)	Previous Year (rupees)
NOTE - 24		
<u>OTHER EXPENSES</u>		
<u>MANUFACTURING EXPENSES</u>		
Stores Consumed	1,724,876	1,724,925
Power & Fuel	5,387,398	4,527,750
Excise Duty on variation in stocks of finished goods	(257,617)	(804,071)
<i>Repairs</i>		
Plant & Machinery	71,871	8,749
Job Work Charges	555,447	2,877,490
<u>SELLING AND ESTABLISHMENT EXPENSES</u>		
Rebate & Discount	464,809	416,949
Travelling & Conveyance	5,000	1,145
Bad Debts Written Off	10,717,857	10,990,435
Investment written off	4,355	-
Repairs & Maintenance	61,067	-
Insurance	28,444	36,544
Printing & Stationery	189,600	39,362
Telephone Expenses	27,292	51,814
Postage & Telegrams	20,156	1,838
Freight & Cartage	595,055	442,812
Advertisement	113,066	183,378
Rates, Taxes & Fees	158,169	304,012
Legal & Professional Charges	510,517	623,589
Auditor's Remuneration	60,000	60,000
Miscellaneous Expenses	11,904	-
Total.....	<u>20,449,266</u>	<u>21,486,721</u>

NOTE - 25**NOTES TO ACCOUNTS****(a) Contingent Liabilities not provided for :**

Damages and interest under the Employees State Insurance Act, 1948 - Rs. 135617.00 (Previous Year Rs. 135617.00) being disputed and appeal thereagainst pending for final disposal.

(b) Employee Benefit Expenses :

	<u>CURRENT YEAR</u>	<u>PREVIOUS YEAR</u>
(a) Employer's Contribution to Provident Fund	164,564	167,542
(b) Employer's Contribution to ESIC	5,793	14,522

(c) Auditor's Remuneration :

	<u>CURRENT YEAR</u>	<u>PREVIOUS YEAR</u>
(a) Audit Fee	40,000	40,000
(b) Tax Audit Fee	10,000	10,000
(c) Taxation Matters	10,000	10,000
	<u>Rs. 60,000</u>	<u>Rs. 60,000</u>

(d) (a) Raw Materials Consumed	-	All Indigenous	-	All Indigenous
(b) Stores & Spares Consumed	-	All Indigenous	-	All Indigenous
(e) C.I.F. Value of Imports		NIL		NIL
(f) Expenditure in Foreign currency		NIL		NIL
(g) Earning in Foreign currency on account of FOB value of Exports		NIL		NIL
(h) Remittance in Foreign Currency		NIL		NIL

(i) Segment Information**(a) Primary Segment**

The Company operations only in one business segment viz. iron and steel (Black & G.I) Tubes and PVC Pipes

(b) Secondary Segment

The Company caters mainly to the needs of Indian Market. Export turnover during the year being NIL of the total turnover of the Company, there are no reportable geographical segment.

(j) Related Party Disclosure :-**(A) Name of Related parties and description of relationship****(A) Key Management Personal and their Relatives :**

- (a) Shri Ajay Kumar Jain
- (b) Shri Vinay Kumar Jain
- (c) Shri Amit Kumar Jain
- (d) Smt. Ragini Jain

(B) Associate Companies / Firms

- (a) M/s Premier Power & Steels (P) Ltd.
- (b) M/s Premier Alloys Ltd.
- (c) M/s Premier Ispat Ltd.
- (d) M/s Premier Metcast (P) Ltd.
- (e) M/s Mahabir Securities (P) Ltd.

(ii) Summary of Transactions:

As At 31st March 2014
(Rupees)

As At 31st March 2013
(Rupees)

Key Management Personal and their Relatives :

Outstanding Payables	4190803.00	3830110.00
On Account of Remuneration	1680000.00	1620000.00
On Account of Interest Paid	456326.00	414813.00

Associate Companies / Firms :

Outstanding Receivables	70676888.00	57465905.00
Outstanding Payables	437997.00	439681.00
On Account of Sales	2013963.00	4491616.00
TDS (Net)	623914.00	5623147.00
On Account of Interest Paid	32686.00	488535.00
On Account of Interest Received	6206459.00	--

(k) Earning Per Share :

(a) Profit after Tax (Profit attributable to Equity Shareholders) (in Rs.)	2819368.00	2657496.00
(b) Weighted average nos. of Equity shares for Basic/Diluted EPS	3550000	3550000
(c) Nominal Value of Equity Share (in Rs.)	10.00	10.00
(d) Basic/Diluted Earning per Equity Share (in Rs.)	0.79	0.75

(l) In the opinion of the Board, the current assets, Loans and Advances have a value on realisation in the ordinary course of business atleast equal to the amounts at which they are stated in the Balance Sheet.

(m) The accounts of certain Debtors, Creditors and Advances are subject to confirmation/reconciliation, if any.

(n) There are no dues to Micro, Small & Medium Enterprises (MSME) as at the Balance Sheet date and no interest has been paid to any such parties. This is based on the information on such parties having been identified on the basis of information available with the Company and relied upon by the Auditors. Hence "Trade payables-other than acceptances" in Note 7 represent payable to creditors other than MSME.

(o) Previous Year's figures have been regrouped wherever necessary to make them compairable.

As per our report of even date
For **C. L. Kanodia & Co.**
Firm Registration No. : 001002C
Chartered Accountants

(C. L. Kanodia)

Prop.

Membership No. 11427

For and on behalf of the Board

Ajay Kumar Jain Managing Director

Vinay Kumar Jain Whole Time Director

Amit Kumar Jain Director

Kanpur
30.05.2014

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014

	As At 31st March 2014 (Rupees)	As At 31st March 2013 (Rupees)
(A) CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before tax and extraordinary items	3,484,394	2,574,717
Adjustments for :		
Depreciation and amortisation	4,615,959	4,561,064
Interest Income	(7,135,473)	(9,844,080)
Interest on Borrowings	6,858,713	9,212,418
Provision for Income Tax/FBT written back	(74,019)	-
Loss/(Profit) on sale of Fixed Assets	-	3,929,402
	4,265,180	-
Operating Profit before working Capital changes	7,749,574	6,504,119
Changes in :		
Trade & Other receivables	(18,012,286)	11,985,187
Inventories	(6,480,539)	(3,350,960)
Trade Payables	(2,856,933)	8,451,760
	21,635,892	(182,467)
Cash generated from operation	29,385,466	6,321,652
Interest Paid	(6,858,713)	(9,212,418)
Direct Tax Paid	(1,837,939)	9,903,384
Cash flow before Extra Ordinary items	20,688,814	7,012,618
<i>Adjustment for Extra-ordinary items</i>		
Prior period Adjustment	-	-
Net Cash Flow from operating activities	(A) 20,688,814	(A) 7,012,618
(B) CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(640,000)	(243,738)
Sale of Fixed Assets	-	-
Interest Received	7,135,473	9,844,080
Net Cash Flow from Investing activities	(B) 6,495,473	(B) 9,600,342
(C) CASH FLOW FROM FINANCING ACTIVITIES :		
Unsecured Loans	(25,077,443)	(5,189,773)
Repayment of Short Term Borrowings	3,399,734	(9,373,777)
Dividend Paid	-	-
Net Cash from/(used in) financing activities	(C) (21,677,709)	(C) (14,563,550)
Increase/(Decrease) in cash and cash equivalent	(A+B+C) 5,506,578	(A+B+C) 2,049,410
Opening Balances of Cash & Cash Equivalents	7,527,493	5,478,083
Closing Balances of Cash & Cash Equivalents	13,034,071	7,527,493

For and on behalf of the Board

Ajay Kumar Jain Managing Director

Vinay Kumar Jain Whole Time Director

Amit Kumar Jain Director

KANPUR
30.05.2014Vaibhav Shukla
Company Secretary

Note : Previous Year's figures have been regrouped wherever necessary to confirm to the current year's classification

For C. L. Kanodia & Co.
Chartered Accountants(C. L. Kanodia)
Prop.

Membership No. 11427

Place : KANPUR
Date : 30.05.2014

ATTENDANCE SLIP
Premier Pipes Limited
(CIN: L22219UP1975PLC004105)

Regd. Office: Som Biz-Ness Xqure, 4th Floor, 1-The Mall, Kanpur

PLEASE COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholder may obtain additional Attendance Slip on request.

Folio No.

NAME & ADDRESS OF THE SHAREHOLDER

No. of Shares held :

I hereby record my presence at the THIRTY NINTH ANNUAL GENERAL MEETING of the Company being held on Saturday, 27th September, 2014 at 12.30 P.M. at the Registered Office of the Company at Som Biz-Ness Xqure, 4th Floor, 1-The Mall, Kanpur.

* Strike out whichever is not applicable

Signature of the Shareholder or Proxy*

----- TEAR HERE -----

PROXY

Premier Pipes Limited
(CIN: L22219UP1975PLC004105)

Regd. Office: Som Biz-Ness Xqure, 4th Floor, 1-The Mall, Kanpur

FOLIO NO.

(As shown in your Share Certificate)

I/WE

(BLOCK LETTERS)

of being a member/members of Premier Pipes Limited, Kanpur hereby appoint

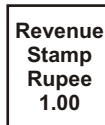
of or failing him

of

as my / our proxy to attend and vote for me / us on my/our behalf at the THIRTY NINTH ANNUAL GENERAL MEETING of the Company to be held on Saturday, 27th September 2014 at 12.30 P.M or at any adjournment thereof.

As witness I/We set my / our hand (s) this day of

Signed by the said



Note : The Proxy to be valid, must be deposited at the Registered Office of the Company, not less than 48 hours before the time of the meeting.

