

23rd Annual Report 2013 - 2014

Growth through Consolidation



**MAHALAXMI
SEAMLESS LIMITED
ISO 9001 : 2000**



BOARD OF DIRECTORS

Chairman & Managing Director
Shri Madhav Prasad Jalan

Executive Director
Shri Vivek Jalan

Director
Miss. Mala Sharma
Shri Chetan Jain
Shri J. P. Hingorani
Shri Chandrashekar R. Kulkarni

REGISTERED OFFICE & WORKS

Pipenagar (Sukeli)
Via. Nagothane
Tal. Roha, Dist. Raigad
Maharashtra : 402 126

HEAD OFFICE

A-54, Virwani Industrial Estate,
Western Express Highway,
Goregaon (E), Mumbai - 400 063.

BANKERS

Oriental Bank of Commerce, Overseas Branch, Andheri (E).

AUDITORS

M/s. V. B. Goel & Co.
Chartered Accountants

TWENTY THIRD ANNUAL GENERAL MEETING

DATE Tuesday, December 30, 2014

TIME 12.00 Noon

VENUE Pipenagar (Sukeli)
Via, Nagothane
Tal. Roha, Dist. Raigad,
Maharashtra : 402 126.



TWENTY THIRD ANNUAL REPORT 2013 – 2014

NOTICE

Notice is hereby given that, the 23rd Annual General Meeting of M/s. Mahalaxmi Seamless Limited will be held on Tuesday 30th December, 2014 at 12.00 Noon at the Registered Office of the Company at Pipenagar (Sukeli), Via-Nagothane, Tal-Roha, Maharashtra- 402 126 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, approve & adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2014, along with the report of the Board of Directors & Auditors thereon.
2. To appoint a Director in place of Mr. MADHAVPRASAD GOVINDRAM JALAN (DIN: 00217236), who retire by rotation at this Annual General Meeting, being eligible has offered himself for re-appointment.
3. To appoint a Director in place of Mr. VIVEK MADHAVPRASAD JALAN (DIN: 00114795), who retire by rotation at this Annual General Meeting, being eligible has offered himself for re-appointment
4. To appoint Auditors & to fix their remuneration & in this regard, to consider & to pass, if thought fit, pass the following resolution with or without modification as an Ordinary Resolution:

“RESOLVED THAT, Pursuant to Section 139 and other applicable provisions if any, of the Companies Act, 2013 and the Rule 6 the Companies (Audit and Auditors) Rules, 2014. **M/S., K C P L And Associates LLP, Chartered Accountants,** (FRN No 119223 W), be and are hereby appointed as Statutory Auditors of the Company, to hold office from Twenty Third (23) Annual General Meeting until the conclusion of the Twenty Eighth (28) Annual General Meeting of the Company subject to the ratification of the appointment by the Members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013, in place of V.B.Goel & Co., Chartered Accountants (M.No.039287) the retiring Auditors of the Company on such remuneration as may be agreed upon between the Board of Director or any Committee thereof and the statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.”

SPECIAL BUSINESS:

5. To consider the appointment of Mr. CHETAN RAMESH JAIN bearing DIN No. 00217531 as an Independent Director for 5 (five) consecutive years for a term up to the conclusion of the 28th Annual General Meeting of the Company in the calendar year 2019 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. CHETAN RAMESH JAIN (DIN: 00217531), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 28th Annual General Meeting of the Company in the calendar year 2019.”

6. To consider the appointment of Mr. JIWANPRAKASH THAKURDAS HINGORANI bearing DIN 00217582 as an Independent Director for 5 (five) consecutive years for a term up to the conclusion of the 28th Annual General Meeting of the Company in the calendar year 2019 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT, pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement,

Mr. JIWANPRAKASH THAKURDAS HINGORANI (DIN: 00217582), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 28th Annual General Meeting of the Company in the calendar year 2019.”

7. To consider the appointment of Mr. CHANDRASHEKHAR RAJARAM KULKARNI bearing DIN No. 02279811 as an Independent Director for 5 (five) consecutive years for a term up to the conclusion of the 28th Annual General Meeting of the Company in the calendar year 2019 and in this regard 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. CHANDRASHEKHAR RAJARAM KULKARNI (DIN: 02279811), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 28th Annual General Meeting of the Company in the calendar year 2019.”

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

“RESOLVED THAT, in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of Articles of Association of the Company, on the recommendation of Nomination and Remuneration Committee of the Board, and subject to the approval of members, consent of the Board be and is hereby accorded to the appointment of Mr. MADHAVPRASAD GOVINDRAM JALAN (DIN: 00217236) as Whole-time Director designated as Managing Director of the Company, for a period of 3 (Three) years with effect from 1st April, 2014, on the terms and conditions including remuneration as per below details, with liberty to the Board of Directors on the recommendation of Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197, read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

A. SALARY:

₹ 1,00,000/- per month with annual increment at such rate as may be approved by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee based on merit and taking into account the Company's performance .

Any increment in salary, as may be determined by the Board shall be within the limits specified under Section 197, read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

In addition to the salary the Managing Director of the Company is not entitled to draw any perquisites from the Company.

B. REIMBURSEMENT OF EXPENSES:

Reimbursement of actual entertainment expenses, expenses incurred for travelling, board and lodging; and provision of cars for use on the Company's business and, fuel expenses, insurance premium or other



out of pocket expenses incurred in course of the official duties shall be reimbursed at actual and not considered as perquisites.

C. NATURE OF DUTIES:

- (i) He will perform his duties with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (ii) He will act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- (iii) He will adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

D. TERMINATION:

The office of Mr. MADHAVPRASAD GOVINDRAM JALAN (DIN: 00217236) will be terminated forthwith by notice in writing on the vacation of office of Director by virtue of section 167,169 and other applicable provisions of the Companies Act, 2013 or by giving 6 months notice in writing by either party.

RESOLVED FURTHER THAT In the event of loss or inadequacy of profits in any financial year, the Company shall pay to Mr. MADHAVPRASAD GOVINDRAM JALAN (DIN: 00217236) the above remuneration by way of salary, bonus and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, or any statutory modifications therein or enactment thereof, as may be agreed by the Board of Directors and Mr. MADHAVPRASAD GOVINDRAM JALAN (DIN: 00217236)

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of Articles of Association of the Company, on the recommendation of Nomination and Remuneration Committee of the Board, and subject to the approval of members, consent of the Board be and is hereby accorded to the appointment of Mr. VIVEK MADHAVPRASAD JALAN (DIN : 00114795) as Whole-time Director designated as Chief Financial Officer of the Company, for a period of 3 (Three) years with effect from 1st April, 2014, on the terms and conditions including remuneration as per below details, with liberty to the Board of Directors on the recommendation of Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197, read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

A. SALARY :

₹ 83,333 /- per month with annual increment at such rate as may be approved by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee based on merit and taking into account the Company's performance .

Any increment in salary, as may be determined by the Board shall be within the limits specified under Section 197, read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

In addition to the salary the Chief Financial Officer of the Company is not entitled to draw any perquisites from the Company.

B. REIMBURSEMENT OF EXPENSES:

Reimbursement of actual entertainment expenses, expenses incurred for travelling, board and lodging; and provision of cars for use on the Company's business and, fuel expenses, insurance premium or other out of pocket expenses incurred in course of the official duties shall be reimbursed at actual and not considered as perquisites.

C. NATURE OF DUTIES:

- (i) He will perform his duties with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (ii) He will act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- (iii) He will adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

D. TERMINATION:

The office of Mr VIVEK ADHAVPRASAD JALAN (DIN : 00114795) will be terminated forthwith by notice in writing on the vacation of office of Director by virtue of section 167,169 and other applicable provisions of the Companies Act, 2013 or by giving 6 months notice in writing by either party.

RESOLVED FURTHER THAT In the event of loss or inadequacy of profits in any financial year, the Company shall pay to Mr. VIVEK ADHAVPRASAD JALAN (DIN : 00114795) the above remuneration by way of salary, bonus and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, or any statutory modifications therein or enactment thereof, as may be agreed by the Board of Directors and Mr. VIVEK ADHAVPRASAD JALAN (DIN : 00114795).

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of Articles of Association of the Company, on the recommendation of Nomination and Remuneration Committee of the Board, and subject to the approval of members, consent of the Board be and is hereby accorded to the appointment of Ms. MALA SHARMA (DIN 02964382) as Whole-time Director of the Company, for a period of 3 (Three) years with effect from 1st April, 2014, on the terms and conditions including remuneration as per below details, with liberty to the Board of Directors on the recommendation of Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197, read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

A. SALARY :

₹ 66,667/- per month with annual increment at such rate as may be approved by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee based on merit and taking into account the Company's performance .

Any increment in salary, as may be determined by the Board shall be within the limits specified under Section 197, read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.



In addition to the salary the Whole time Director of the Company is not entitled to draw any perquisites from the Company.

B. REIMBURSEMENT OF EXPENSES:

Reimbursement of actual entertainment expenses, expenses incurred for travelling, board and lodging; and provision of cars for use on the Company's business and, fuel expenses, insurance premium or other out of pocket expenses incurred in course of the official duties shall be reimbursed at actual and not considered as perquisites.

C. NATURE OF DUTIES:

- (i) He will perform his duties with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (ii) He will act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- (iii) He will adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.

D. TERMINATION:

The office of Ms. MALA SHARMA (DIN 02964382) will be terminated forthwith by notice in writing on the vacation of office of Director by virtue of section 167,169 and other applicable provisions of the Companies Act, 2013 or by giving 6 months notice in writing by either party.

RESOLVED FURTHER THAT In the event of loss or inadequacy of profits in any financial year, the Company shall pay to Ms. MALA SHARMA (DIN 02964382) the above remuneration by way of salary, bonus and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013, or any statutory modifications therein or enactment thereof, as may be agreed by the Board of Directors and Ms. MALA SHARMA (DIN 02964382)

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard 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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

12. 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 other applicable provisions, if any, of the Companies Act, 2013, and rules framed there under (erstwhile section 293(1) (d) of the Companies Act, 1956), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money on such security and on such terms conditions as the Board may deem fit, in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/ to be obtained from the Companies Bankers in the ordinary course of business, shall not be in excess of ₹ 100 crore (Rupees One Hundred Crores Only)

over and above the aggregate of the paid up share capital and free reserves of the Company that is to say the reserves not set apart for any specific purpose".

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution , any Director or two or more of them together be and is/are hereby authorized to finalize ,settle and execute such documents / deeds / writings /papers /agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary ,proper or desirable and to settle any question , difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid."

13. 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)(a) and all other applicable provisions, if any, of the Companies Act,2013, and rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force), consent of the shareholders be and is hereby accorded to the Board of Director of the Company to mortgage and / or charge , in said addition to the mortgage / charges created / to be created by the Company , in such form and manner and with such ranking as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement (s), Debenture Trust Deed(s) or any other document entered into / to be entered into and at such time and on such terms as the Board may determine ,all or any of the movable and / or immovable properties of the Company ,both present and future and / or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender (s) / Agents (s) and Trustee / Trustee (s), for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and Securities (comprising Fully / Partly Convertible Debenture and / or Non-Convertible Debentures with or without detachable or non-detachable Warrants and / or Secured Premium Notes and / or Floating Rates Notes / Bonds or other debt instruments), issued / to be issued by the Company , from time to time ,subject to the limits approved under section 180(1)(c) of the Company Act,2013 , together with interest at the respective agreed rates, additional interest , Compound interest in case of default, accumulated interest, liquidated damages, commitment charges, , remuneration of the Agent(s) / Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase between the Company and the Lender(s) / Agent(s) and Trustee/ Trustee(s) ,in respect of the said loans / borrowings / debentures and containing such specific terms and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors thereof and the Lender(s) / Agent(s) / Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution ,any Director or two or more of them together be and is/are hereby authorized to finalize, settle and execute such documents / deeds / writings /papers /agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary ,proper or desirable and to settle any question , difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid."

For and On behalf of the Board of Directors

**Place: Mumbai
Date : 28.11.2014**

**MADHAV PRASAD JALAN
Chairman**



Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the Proxy need not be a member. The proxy form should be lodged with the company at the Registered Office not less than 48 hours before the meeting.
2. The Register of Members and Share Transfer Books of the company will remain closed from both days inclusive. Friday 26/12/2014 to Tuesday 30/12/2014
3. Shareholders are requested to promptly notify any changes in their address in full with the postal area , pin code number, quoting their folio numbers to the Company's Registered office of the Company at Pipenagar (Sukeli), Via-Nagothane, Tal-Roha, Maharashtra- 402 126
4. Members desirous of obtaining any information concerning the accounts of the company are requested to address their queries in writing to the company at least seven days before the date of meeting so that the information requested may be made available at the meeting.
5. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Share Department enclosing their share Certificates to enable the company to consolidate their holdings into one folio.
6. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/any correspondence, if any, directly to the Registrar and Share Transfer Agents of the Company at

MAHALAXMI SEAMLESS LIMITED
Regd. Office: Pipenagar (Sukeli),
Via-Nagothane, Taluka Roha,
Dist Raigad 402126.
Raigad- 410 218.
Telephone & fax Nos. (2194) 238510 & (2194) 238509;,

Adroit Corporate Services Private Limited.
19, Jaferbhoy Industrial Estate,
1st Floor, Makwana Road, Marol Naka,
Marol Naka, Andheri (East), Mumbai 400 059.
Telephone & Fax no. (022) 2859-4060 & (022) 2850-3748.
7. An explanatory statement as required under Section 102(1) of the Companies Act, 2013, is enclosed herewith in respect of special business in the notice.
8. Brief Resume of Mr. Madhav Prasad Govindram Jalan, Mr.Vivek Madhav Prasad Jalan & Mrs. Mala Sharma are Annexed herewith.

9. VOTING THROUGH ELECTRONIC MEANS

- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

- The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members/ depositories as at closing hours of business, on 21st November , 2014.
- The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
- The Company has appointed Mr. Milind Nirkhe , practicing Company Secretary, as the scrutinizer for conducting the e-voting process in the fair and transparent manner. The Scrutinizer shall within a period of not exceeding three working days from the date of conclusion of e-voting period, unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make his report of the votes cast in favour or against and shall submit to the Chairman of the Meeting

The results of Annual General Meeting shall be declared within the prescribed time limits. The result of the e-voting will also be placed on www.cdslindia.com.

10. Instructions of Voting through electronic mode

The voting period begins on Friday 26th December, 2014 9.00 a.m.. and ends on Sunday 28th December, 2014 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 21st November, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

A. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date>, 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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> on which you choose to vote.
- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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) 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 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.
- (xix) 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

B. In case of members receiving the physical copy:

- (a) Please follow all steps from sl. no.(i) to sl. no.(xvii) above to cast vote.
- (b) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

For and On behalf of the Board of Directors

**Place: Mumbai
Date : 28.11.2014**

**MADHAV PRASAD JALAN
Chairman**



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

Item No.5

Mr. CHETAN RAMESH JAIN was appointed on the Board of Directors of the Company on 26/12/2003. He is an Independent Director & has held office as such for more than 5 years. The Securities & Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of the Independent Directors. In view of the same, it is proposed to appoint Mr. CHETAN RAMESH JAIN as Independent Director under Section 149 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term upto the conclusion of the 28th Annual General Meeting of the Company in the calendar year 2019.

Mr. CHETAN RAMESH JAIN is not disqualified from being appointed as the Independent Director in terms of Section 164 of the Act; he has also furnished his consent to act as the Director of the Company. Also, the Company has received the Notices from its Members in accordance with the Section 160 of the Act proposing the candidature of him for the office of Director of the Company.

The Company has also received declarations from Mr. CHETAN RAMESH JAIN that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. CHETAN RAMESH JAIN fulfills the conditions for appointment as Independent Director as specified in the Act as well as under the Listing Agreement. Mr. CHETAN RAMESH JAIN is Independent of the Management.

He is a Commerce Graduate from Mumbai University He is a first generation entrepreneur who has started Trichem in 1989 with a small distribution business. Today, after 15 years of dedicated hard work, he has built the Trichem group from scratch, with focus on Indenting, manufacturing and distribution of Generic APIs for the world market. Considering his level of experience the Board recommend his appointment as Independent Director of the Company.

Copy of the draft letters for the appointment of Mr. CHETAN RAMESH JAIN as Independent Director setting out the terms and conditions of his appointment is available for inspection by members at the Registered Office of the Company.

None of the other Directors except, Mr. CHETAN RAMESH JAIN may be deemed to be concerned or interested in the said Resolution financially or otherwise in any way.

The special resolution in submitted to the meeting for its approval.

Item No. 6

Mr. JIWANPRAKASH THAKURDAS HINGORANI was appointed on the Board of Directors of the Company on 29/07/2005. He is an Independent Director & has held office as such for more than 5 years. The Securities & Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of the Independent Directors. In view of the same, it is proposed to appoint Mr. JIWANPRAKASH THAKURDAS HINGORANI as Independent Director under Section 149 of the

Companies Act, 2013 (hereinafter referred to as "the Act") read with Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term upto the conclusion of the 28th Annual General Meeting of the Company in the calendar year 2019.

Mr. JIWANPRAKASH THAKURDAS HINGORANI is not disqualified from being appointed as the Independent Director in terms of Section 164 of the Act; he has also furnished his consent to act as the Director of the Company. Also, the Company has received the Notices from its Members in accordance with the Section 160 of the Act proposing the candidature of him for the office of Director of the Company.

The Company has also received declarations from Mr. JIWANPRAKASH THAKURDAS HINGORANI that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. JIWANPRAKASH THAKURDAS HINGORANI fulfills the conditions for appointment as Independent Director as specified in the Act as well as under the Listing Agreement. Mr. JIWANPRAKASH THAKURDAS HINGORANI is Independent of the Management.

He is a qualified B.E. (Hons) (Mech) of 1964 batch. He has travelled extensively internationally. He has more than 35 years of experience in the field of integrated Technical, Commercial and General Management experience in the field of Project Management, Manufacturing, Materials Management, Engineering & Marketing of Capital Goods for core sectors like Steel, Cement, Power, Oil, Petrochemicals, Fertilizer, Nuclear and Defense Industries. Considering his level of experience the Board recommend his appointment as Independent Director of the Company.

Copy of the draft letters for the appointment of Mr. JIWANPRAKASH THAKURDAS HINGORANI as Independent Director setting out the terms and conditions of his appointment is available for inspection by members at the Registered Office of the Company.

None of the other Directors except, Mr. JIWANPRAKASH THAKURDAS HINGORANI may be deemed to be concerned or interested in the said Resolution financially or otherwise in any way.

The special resolution in submitted to the meeting for its approval.

Item No. 7

Mr. CHANDRASHEKHAR RAJARAM KULKARNI was appointed on the Board of Directors of the Company on 20/04/2008. He is an Independent Director & has held office as such for more than 5 years. The Securities & Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of the Independent Directors. In view of the same, it is proposed to appoint Mr. CHANDRASHEKHAR RAJARAM KULKARNI as Independent Director under Section 149 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term upto the conclusion of the 28 Annual General Meeting of the Company in the calendar year 2019.

Mr. CHANDRASHEKHAR RAJARAM KULKARNI is not disqualified from being appointed as the Independent Director in terms of Section 164 of the Act; he



has also furnished his consent to act as the Director of the Company. Also, the Company has received the Notices from its Members in accordance with the Section 160 of the Act proposing the candidature of him for the office of Director of the Company.

The Company has also received declarations from Mr. CHANDRASHEKHAR RAJARAM KULKARNI that he meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Mr. CHANDRASHEKHAR RAJARAM KULKARNI fulfills the conditions for appointment as Independent Director as specified in the Act as well as under the Listing Agreement. Mr. CHANDRASHEKHAR RAJARAM KULKARNI is Independent of the Management.

He is Commerce Graduate & has more than 34 years of experience in the field of Logistics, Accounts, Excise at Senior Management Level. Considering his level of experience the Board recommend his appointment as Independent Director of the Company.

Copy of the draft letters for the appointment of Mr. CHANDRASHEKHAR RAJARAM KULKARNI as Independent Director setting out the terms and conditions of his appointment is available for inspection by members at the Registered Office of the Company.

None of the other Directors except, Mr. CHANDRASHEKHAR RAJARAM KULKARNI may be deemed to be concerned or interested in the said Resolution financially or otherwise in any way.

The resolution is submitted to the meeting for its approval.

Item No. 8:

Based on the recommendation of Nomination & Remuneration Committee the Board of Directors of the Company appointed Mr. MADHAVPRASAD GOVINDRAM JALAN (aged 70 years) is the Founder of Mahalaxmi Seamless Limited. He is the main promoter of the Company and has been actively associated with the Company since its inception and has played a key role in bringing the Company to its present heights. He is a Commerce Graduate He has a vast experience of over 23 years in the field of manufacturing seamless pipes. He oversees the entire operations of the Company. Considering his level of experience the Board recommend his appointment as Whole-time Director designated as Managing Director of the Company.

Mr. MADHAVPRASAD GOVINDRAM JALAN was appointed as a Whole-time Director designated as Managing Director of the Company, for a period of 3 (Three) years with effect from 1st April, 2014.

As part of the initiative to create enduring guidance for the Company, the Board of Directors of the Company subject to the approval of members, on the recommendation of Nomination & Remuneration Committee at their meeting held on June 24, 2014, had approved the appointment of Mr. MADHAVPRASAD GOVINDRAM JALAN as Whole-time Director designated as Managing Director of the Company for a period of Three years commencing from 1st April, 2014. on the terms and conditions and remuneration as set out in Resolution No. 8 of the accompanying notice.

The Resolution No. 8 may be treated as a written memorandum setting out the terms of re-appointment of Mr. MADHAVPRASAD GOVINDRAM JALAN

under Section 190 of the Companies Act 2013.

Brief resume of Mr. MADHAVPRASAD GOVINDRAM JALAN, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the notice convening this meeting.

Mr. Vivek Jalan and Ms. Mala Sharma being Chief Financial Officer & Whole Time Director are relatives of the Managing Director of the Company are interested in the resolution, and may be deemed to be interested to the extent of their shareholding interest, if any, in the resolution set out at Item No.8 the Notice, which pertain to his appointment and remuneration payable to him.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Mr. MADHAVPRASAD GOVINDRAM JALAN who attained the age of seventy years thus pursuant to Section 196 and other applicable sections of the Companies Act 2013, if any, read with Schedule V to the Act, the Board commends the Special Resolutions set out at Item No.8 of the Notice for approval by the shareholders.

Item No. 9 and 10

Based on the recommendation of Nomination & Remuneration Committee the Board of Directors of the Company, at their meeting held on June 24, 2014 and subject to the approval of members, appointed Mr. Vivek Jalan as Chief Financial Officer for a period of 3 (Three) years w.e.f. 1st April, 2014.

Also Based on the recommendation of Nomination & Remuneration Committee the Board of Directors of the Company, at their meeting held on June 24, 2014 and subject to the approval of members, appointed Ms. Mala Sharma as Whole Time Director for a period of 3 (Three) years w.e.f. 1st April, 2014.

It is proposed to seek the members approval for the re-appointment of and remuneration payable to Mr. Vivek Jalan as Chief Financial Officer and Ms. Mala Sharma as Whole-time Director in terms of the applicable provisions of the Act. Mr. Vivek Jalan and Ms. Mala Sharma satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their appointment. They are not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The Resolution Nos. 9 & 10 may be treated as a written memorandum setting out the terms of appointment of Mr. Vivek Jalan and Ms. Mala Sharma under Section 190 of the Companies Act 2013. Brief resume of Mr. Vivek Jalan and Ms. Mala Sharma, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the notice convening this meeting.

Mr. Vivek Jalan and Ms. Mala Sharma are interested in the resolutions set out respectively at Item Nos. 9 and 10 of the Notice, which pertain to their respective re-appointments and remuneration payable to each of them. Mr. Madhav Prasad Jalan who is the relative of Mr. Vivek Jalan & Ms. Mala Sharma being



the Managing Director of the Company may be deemed to be concerned or interested.

Mr. Vivek Jalan has done his MBA from The University of Texas at Austin - The Red McCombs School of Business MBA, 1998 – 2000. He is also qualified from Indian Institute of Technology, Madras as Bachelor of Technology (B.Tech.), Electrical Engineering, 1988 – 1992.

Mrs. Mala Sharma has done Masters in Arts from University of Calcutta 1991 batch. She has also undergone Special Training: Short Executive Course in Strategic Management from IIT Khargpur. She has over 14 years in the field of advertising and communication.

Considering their level of experience the Board recommends their appointment as Key Managerial Personnel of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 9 and 10 of the Notice for approval by the shareholders.

Item No. 11:

The Articles of Association ("AoA") of the Company as presently was incorporated in the year 1991 . The existing AoA is based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuer's (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

Item No. 12 and 13

Under the erstwhile Section 293 (1) (d) of the Companies Act, 1956, the Board of Directors of a Company, with the consent of the shareholders obtained by an Ordinary Resolution could borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose. Likewise, under

the erstwhile Section 293(1) (a) to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of moneys borrowed by the Company, Ordinary Resolution was required.

Under the provisions of Section 180 of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013, i.e. up to 11th September, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company and to create mortgages/ charges/ hypothecation. The borrowing limit is proposed to be fixed at Rs. 100 Crore in view of the expansion plans of the Company.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.12 and 13 of the Notice.

The Board commends the Resolution at Item No.12 and 13 of the Notice for approval of the shareholders by a Special Resolution.

**For and On behalf of the Board of Directors
For MAHALAXMI SEAMLESS LIMITED**

Place: Mumbai

MADHAV PRASAD JALAN

Date : 28.11.2014

Chairman

Registered Office:

PIPENAGAR (SUKELI)VIA NAGOTHANE,
TALUKA ROHA, DIST RAIGAD,
Maharashtra-402126. INDIA.
CIN: L27108MH1991PLC061347



ANNUAL REPORT 2013 - 2014

DIRECTORS' REPORT

To the Members,
Your Directors have pleasure in presenting their Twenty Third Report and Audited Accounts for the Financial Year ended March 31, 2014.

FINANCIAL RESULTS :

PARTICULARS	(Rs. in lacs)	
	As on March 31, 2014	As on March 31, 2013
Turnover	1449.64	2570.07
Gross Profit/(Loss)	-87.54	-46.29
Less: Depreciation	66.30	117.05
Interest & Finance Charges	103.43	153.35
Profit / (Loss) for the year	-341.10	-347.57
Profit/(Loss) before Tax	-326.23	-342.58
Deferred Tax	14.88	1.10
Current Tax/FBT	0.00	0.00
Profit / (Loss) after Tax	-341.10	-347.58

2. DIVIDEND

Being previous year's Distributable surplus being wiped out by the Current Year's operational losses your Director's are unable to recommend any dividend for the year under review.

3. RESULTS OF OPERATIONS:

Net sales of the Company for the year under Review stood at Rs. 1449.64 Lakhs as compared to previous year sales of Rs. 2570.06 Lakhs

4. MANAGEMENT DISCUSSION & ANALYSIS

The detailed Management Discussion & Analysis Report for the year under review, as Stipulated under Clause 49 of the Listing Agreement is presented in a separate Section forming part of the Annual Report.

5. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The details regarding Conservation of Energy Technology Absorption are given by way of Annexure I to this report.

Details regarding the Foreign Exchange Earnings & outgo are given in Notes to Account No 38(iv) in the Audited Annual Accounts of the Company.

6. LISTING OF SHARES

Your Company's shares are listed on the BSE Limited , Ahmedabad Stock Exchange Limited & Madras Stock Exchange Limited

8. CORPORATE GOVERNANCE

Your company has implemented all the mandatory requirements pursuant to Clause 49 of the Listing Agreement. A separate report on Corporate Governance is given as a part of the Annual Report along with the certificate received from the Statutory Auditors M/s. , V.B.Goel & Co., Chartered Accountants confirming the compliance.

9. PUBLIC DEPOSITS

During the year under report, your Company did not accept any deposits from the public in terms of the provisions of Section 58A of the Companies Act, 1956, read with the Companies (Acceptance of Deposits) Rules, 1975. The Unsecured Loans which were accepted by the Company was from Company's Director.

10. PARTICULARS OF EMPLOYEES

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, and the Companies (Particulars of Employees) Amendment Rules, 2011. Hence, no particulars are required to be disclosed in this Report.

11. DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Mr. Madhav Prasad Jalan (DIN: 00217236), & Mr.Vivek Madha Prasad Jalan (DIN: 00114795) Director retire by rotation and being eligible offer themselves for re-appointment. Directors recommend their re-appointment

As per Section 149(4) of the Companies Act, 2013, which came into effect from April 1, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Accordingly, resolution proposing appointment Mr. CHETAN RAMESH JAIN, Mr. JIWANPRAKASH THAKURDAS HINGORANI & Mr. CHANDRASHEKHAR RAJARAM KULKARNI forms part of the Notice of the Annual General Meeting and the Company has received requisite notices in writing under Section 160 of the Companies Act,

2013

The Company has received declarations from all the Independents Directors of the Company confirming that they meet with the criteria of Independents as prescribed both under sub-section(6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

During the year under review Mr. Manish Dalal tendered his resignation as a Director of the Company w.e.f. 16th May, 2014. Your Directors place on record their sincere appreciation for the services rendered by him during the tenure of his Directorship.

12. KEY MANAGERIAL PERSONNEL

Pursuant to Section 203 of the Companies Act, 2013, your Company is required to appoint Key Managerial Personnel. Accordingly, your Company has appointed its Key Managerial Personnel viz.,

Based on the recommendation of Nomination & Remuneration Committee the Board of Directors of your Company at their Board Meeting held on June 24, 2014 has appointed Mr.Madhav Prasad Jalan whole time Director designated as Managing Director for a period of Three Years w.e.f. 1st April, 2014, Mr. Vivek Madhav Prasad Jalan as Whole Time Director designated as Chief Financial Officer for a period of Three Years w.e.f. 1st April, 2014 & Ms. MALA SHARMA as Whole Time Director for a period of 3 (Three) years with effect from 1st April, 2014 subject to the approval of Shareholders at the forthcoming Twenty Third Annual General Meeting. The Board recommends their appointments.

13. AUDITORS:

In view of the letter dated November 25, 2014 received by the Company from the retiring M/s V.B.Goel & Co., Chartered Accountants, Mumbai the retiring Statutory Auditors of the Company who hold office until the conclusion of the ensuing Annual General Meeting seeking not to seek re-appointment as such for the current Financial Year 2014-2015 your Directors seek to appoint M/S., K C P L And Associates LLP, Chartered Accountants, (FRN No 119223W) as Statutory Auditors of the Company, to hold office from Twenty Third (23) Annual General Meeting until the conclusion of the Twenty Eighth (28) Annual General Meeting of the Company subject to the ratification of the appointment by the Members of the Company at every Annual General Meeting

A letter under Section 141(3) (g) of the Companies Act, 2013 regarding their eligibility for the proposed appointment has been obtained from them. Your Directors recommend their appointment.

14. AUDITORS' REPORT:

Comments made by the Statutory Auditors in the Auditors' Report & the reply thereof by the Directors is given by way of Annexure to this Report.

15. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the provisions of Section 217(2AA) of the Companies Act, 1956, and to the best of their knowledge and belief and according to the information and explanations obtained by them and same as mentioned elsewhere in this Report, the attached Annual Accounts and the Auditors' Report thereon, your Directors confirm that:

- in preparation of the annual accounts, the applicable accounting standards have been followed;
- the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2014 and of the profit of the Company for the year ended on that date;
- the Directors have taken proper and sufficient care for the 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 fraud and other irregularities; and
- the Directors have prepared the Annual Accounts on a going concern basis.

16. ACKNOWLEDGEMENTS

We take this opportunity to thank the employees for their dedicated service and contribution towards the growth of the Company. We also thank the Financial Institutions, Banks, Customers and the Shareholders for their continued support towards the conduct of the Company.

For and On behalf of the Board of Directors

sd/-

Place : Mumbai

MADHAV PRASAD JALAN

Date : 28.11.2014

Chairman



ANNEXURE TO DIRECTORS' REPORT:

Ref. No.: Point No.1 a) : In our opinion Company is not maintaining proper records to show full particulars, including quantitative details and situation of its fixed assets:

Effective steps are being taken by the Company to maintain proper records so as to show full particulars of the Company's Fixed Assets.

Ref. No.: Point No.1 b): As explained to us the fixed assets of the Company have been physically verified during the year by the Management, but in view of inadequate fixed assets records we are unable to comment on discrepancies:

Once the records showing full particulars of the Company's Fixed Assets are in place the discrepancies will be reconciled.

Ref. No.: Point No.2 c) In our opinion, the Company has maintained proper stock records showing quantities details of each class of inventory, except for work in process. There was no material discrepancies between the physical inventory and book records noticed on physical verification as mentioned in 2 a) above.

Effective steps are being taken for showing full quantitative details for work in process.

Ref. No.: Point No.7: in our opinion, the Company's present internal audit system is not commensurate with its size and the nature of its business:

Effective steps are being taken to strengthen the Company's internal audit system commensurate with its size and the nature of its business.

Ref. No.: Point No.8: in our opinion, the Company has not maintained adequate cost records in terms of Section 209 (1) (d) of the Act for its products:

Effective steps are being taken to maintain adequate cost records in terms of Section 209 (1) (d) of the Act for Company's products.

Ref. No.: Point No.9 a): Effective steps are being taken to transfer Unclaimed Dividend to IEPF Fund.

ANNEXURE TO THE DIRECTORS' REPORT (Annexure – A)

ANNEXURE "A" TO DIRECTORS REPORT

PARTICULARS AS REQUIRED UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

FORM-A

A. PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY.

The Management is aware of the importance of energy conservation and reviews of the measures taken for reduction in the consumption of energy from time to time

Particulars	Current Year (31/03/2014)	Previous year (31/03/2013)
1. Power & Fuel Consumption:		
1. Electricity (M.S.E.B. Supply)		
Units consumed		
Total Amount (Rupees)	2357348	4048057
Rate per Unit (Rupees)	16919825	28702100
	7.18	7.09
2. Fuel (L.D.O.)		
Consumption (Ltrs.)	83000	0
Total Amt. (Rupees)	3965721	0
Rate per unit (Rupees)	47.78	0
3. Diesel		
Consumption (Ltrs.)	17900	318400
Total Amount (Rupees)	989185	14747923
Rate per unit (Rupees)	55.26	46.32
4. Consumption per ton		
Electricity Units	1356.54	1258.09
L.D.O.(Liters)	47.76	0.00
Diesel (Liters)	10.30	98.95



NOTES:

1. Please give separate details for different products/items produced by the Company & covered under Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988.
2. Please give reasons for variation in the consumption of Power & Fuel from standards of previous year.
3. In case of Production of different varieties/specifications consumption details may be given for equivalent production

**FORM - B
(See Rule - 2)**

Disclosure of Particulars with respect to Technology Absorption (to the extent applicable)

Research and Development (R& D)

- | | |
|--------------------------------------------------------------|-----|
| 1. Specific areas in which R&D carried out by the Company | NA |
| 2. Benefits derived as a result of the above R&D | NA |
| 3. Future Plan of Action | NA |
| 4. Expenditure on R&D: | NIL |
| a. Capital | |
| b. Recurring | |
| c. Total | |
| d. Total R&D expenditure (as a percentage of total turnover) | |

Technology Absorption, Adaption & Innovation

- | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|
| 1. Efforts in brief, made towards technology absorption, adaption and innovation | - Not Applicable |
| 2. Benefits derived as a result of the above efforts e.g. product improvement, cost reduction product developments, import substitution etc. | - Not Applicable |
| 3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year) following information may be furnished. | |
| a. Technology imported and year of import | - |
| b. Has Technology been fully absorbed? | - |
| c. If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action | - |

FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars with regard to Foreign Exchange Earnings and Outgo are as set out in point 38 (iv) Notes to the Financial Statements of the Company.

For and On behalf of the Board of Directors

sd/-

Place : Mumbai
Date : 28.11.2014

MADHAV PRASAD JALAN
Chairman



MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

1. Industry structure and developments

The company operates in cold drawn carbon steel seamless tubes. Due to sharp rise in steel prices raw material cost is becoming more expensive but the market acceptance of the price rise is relatively slow causing short term losses. The company is expanding its capacity to add a new bright annealing furnace. In addition, company has already made investments in a separate Stainless Steel seamless tubes plant. This plant is in response to the higher margins of SS tubes to improve its performance in the coming years.

2. Opportunities and Threats:

Mahalaxmi Seamless Limited is basically a manufacturing Company i.e cold drawn seamless pipes and tubes. The company owns inventory for the year under review. Company has income from Interest and earnings from Foreign Income.

3. Segment- wise or product – wise performance:

The company deals in only one product segment i.e. cold drawn seamless pipes and tubes. Hence there is no reportable geographical/ different segment wise report.

4. Outlook:

With political stability, economic indices are encouraging in general is showing good recovery in India as compared to rest of the world as help Indian industry to perform better.

Due to tremendous growth of the malls and hyper market culture, the demand of Iron and Steel Products both for industrial and domestic use is ever increasing. More over due to great potential line the growth of the industries, the demand of quality industry is increasing at geometric rate.

5. Risks & Concern:

The Company is a growing Company in the Iron and Steel Products Sector. Due to Political instability in the country regarding Petrol prices leading to undue increase in the costs of Raw Material the consumption costs of the Company is on the rise as compared to the previous years. The Company being growing in the Sector its raw material consumption is on rise showing its efficiency in the field.

6. Internal control systems and their adequacy:

The company has proper and adequate system of internal controls, which ensure that all the assets are safeguarded and all transactions are authorized, recorded and reported correctly. The company maintains adequate and effective internal control system for purchase of raw materials, stores, plant and machinery, equipment and other assets as well as for sale of goods. The finance and commercial functions have been structured to provide adequate support and controls for the business of the company.

7. Material Developments in Human Resources/ Industrial Relations front, including number of people employed:

The company has a team of professionally qualified personnel to look after technical and commercial aspects of business operations. Its technical team includes qualified engineers, skilled operators and expert maintenance staff. Employee relations have been cordial.

8. Cautionary Statement

Statement in this report on Management Discussion and Analysis describing the company's objectives, projections, estimates, expectations etc. are predictions may be "forward looking statements" within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectation of future events. Actual results could however differ from those expressed or implied. Many imported factors including global and domestic demand and supply conditions, prices, raw materials costs and availability, cost of fuel, determination of tariff, changes in government regulations, tax laws and other status may be effect the actual result which could be different from what the director's envisage in terms of future performance and outlook.



REPORT ON CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement a Report on Corporate Governance is given below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Our Company's Corporate Governance philosophy is to continuously strive to attain higher levels of accountability, transparency, responsibility and fairness in all aspects of its operations. Our business culture and practices are founded upon a common set of values that govern our relationships with customers, employees, shareholders, suppliers and the communities in which we operate.

Our Corporate Governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as the leadership and governance of the Company.

The Company is conscious of its responsibility as a good corporate citizen. The Company values transparency, professionalism and accountability.

2. BOARD OF DIRECTORS

(a) Composition

Your Company's Board comprises of 6 Directors with considerable experience in their respective fields. Of these 3 is Executive Director and 3 Non Executive (Independent) Directors. The Chairman of the Board is Promoter e Director.

(b) Meetings and attendance during the year

21 Board Meetings were held during the financial year 1st April 2013 to 31st March 2014. All relevant and materially significant information, are submitted as part of the agenda papers well in advance of the Board Meetings. The Executive Director, in consultation with the Chairman, drafts the agenda of the meetings.

Details of attendance of Directors in the Board Meetings during the financial year 1st April 2013 to 31st March 2014 are as under:

Sr. No.	Name of the Director	Category of Directorship	Attendance Details		
			Board Meetings Attended	% of total meetings attended during the tenure as a Director	Last AGM
1	VIVEK MADHAV PRASAD JALAN	PD	21	100	Yes
2	MADHAVPRASAD GOVINDRAM JALAN	PD	21	100	Yes
3	MALA SHARMA	PD	21	100	Yes
4	JIWANPRAKASH THAKURDAS HINGORANI	NEID	21	100	Yes
5	Chandrashekar Rajaram Kulkarni	NEID	21	100	Yes
6	CHETAN RAMESH JAIN	NEID	21	100	Yes

PD – Promoter Director

NEID – Non-Executive Independent Director

(c) Number of Board Meetings held and the dates of the Board Meeting

During the Financial Year April 1, 2013 to March 31, 2014, 21(Twenty One) meetings were held on the following dates:

01.04.2013, 02.04.2013, 06.05.2013, 15.05.2013, 30.05.2013, 04.06.2013, 18.06.2013, 25.06.2013, 16.07.2013, 20.08.2013, 16.09.2013, 25.09.2013, 17.10.2013, 21.10.2013, 11.11.2013, 18.12.2013, 15.01.2014, 03.02.2014, 10.02.2014, 14.02.2014, 15.03.2014

(d) Number of Other Companies or Committees the Director is a Director / Member / Chairman:

Name of the Director & Designation	Category	No. of positions held in other Public Companies		
		Board	Committee	
			Membership	Chairmanship
VIVEK MADHAVPRASAD JALAN	Promoter Director	Nil	Nil	Nil
MADHAVPRASAD GOVINDRAM JALAN	Promoter Director (Chairman)	Nil	Nil	Nil
MALA SHARMA	Promoter Director	Nil	Nil	Nil
JIWANPRAKASH THAKURDAS HINGORANI	Independent & Non Executive Director	Nil	Nil	Nil
CHANDRASHEKAR RAJARAM KULKARNI	Independent & Non Executive Director	Nil	Nil	Nil
CHETAN RAMESH JAIN	Independent & Non Executive Director	1	1	1

In accordance with Clause 49 of the Listing Agreement, Memberships/ Chairmanships of Audit Committee and Shareholders'/ Investors' Grievance Committees in public limited companies have been considered.

Composition of Board committees

<p style="text-align: center;"><u>Audit Committee</u></p> <p>1. CHETAN RAMESH JAIN Independent Director (Chairman of the Committee)</p> <p>2. JIWANPRAKASH THAKURDAS HINGORANI Independent Director</p> <p>3. CHANDRASHEKAR RAJARAM KULKARNI Independent Director</p>	<p style="text-align: center;"><u>Nomination and Remuneration Committee</u></p> <p>1. CHETAN RAMESH JAIN Independent Director (Chairman of the Committee)</p> <p>2. JIWANPRAKASH THAKURDAS HINGORANI Independent Director</p> <p>3. CHANDRASHEKAR RAJARAM KULKARNI Independent Director</p>
<p style="text-align: center;"><u>Stakeholders Relationship Committee</u></p> <p>1. CHETAN RAMESH JAIN Independent Director (Chairman of the Committee)</p> <p>2. JIWANPRAKASH THAKURDAS HINGORANI Independent Director</p> <p>3. CHANDRASHEKAR RAJARAM KULKARNI Independent Director</p>	



3. AUDIT COMMITTEE

(a) Terms of Reference of Audit Committee

The Committee's composition meets with requirements of section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Role of Audit Committee inter alia, includes the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of statutory auditors, including cost auditors, and fixation of audit fees and other terms of appointment.
- Approving payment to statutory auditors for any other services rendered by them.
- Reviewing with the management, the annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Directors' Report.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by the management.
 - Significant adjustments made in financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of related party transactions.
 - Qualifications in draft audit report.
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice, and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing and monitoring the auditors independence and performance and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing with the management, performance of statutory auditors, including cost auditors and internal auditors, adequacy of internal control systems.
- 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.
- Discussion with internal auditors, any significant findings and follow-up thereon.
- 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.
- Discussion with statutory auditors, before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism.
- Approval of appointment of the CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background of the candidate.
- Carrying out such other functions as may be specifically referred to the Committee by the Company's Board of Directors and/or other Committees of Directors.
- Reviewing financial statements, in particular the investments made by the Company's unlisted subsidiaries.
- Reviewing the following information:
 - The Management Discussion and Analysis of financial condition and results of operations;

- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters/letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of internal auditors / chief internal auditor.

(b) Composition, name of Members, Chairman and their attendance at meetings during the year

5 meetings were held during the financial year April 1, 2013 to March 31, 2014. The attendance of each member of the committee is given below.

Name of the Member	Attendance at the Audit Committee Meeting	% of total meetings attended during the tenure as a Director / Secretary
CHETAN RAMESH JAIN	5	100
CHANDRASHEKAR RAJARAM KULKARNI	5	100
JIWANPRAKASH THAKURDAS HINGORANI	5	100

4. NOMINATION AND REMUNERATION COMMITTEE

The Board has constituted Nomination and Remuneration Committee in accordance with provisions of the Companies Act, 2013 and Clause 49 of Listing Agreement on 24th June, 2014. The terms and reference of Remuneration Committee was conferred on the Nomination and Remuneration Committee and consequently, the Remuneration Committee was dissolved.

The Committee's constitution and terms of reference are in compliance with Provisions of the Companies Act, 2013, Clause 49 of the Listing Agreement.

(a) Terms of Reference of Nomination and Remuneration Committee, inter alia, includes the following

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.
- To ensure relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

(b) Composition, name of Members, Chairman

Names of Members	Category & Designation
CHETAN RAMESH JAIN	Independent & Non Executive Director- Chairman of the committee
CHANDRASHEKAR RAJARAM KULKARNI	Independent & Non Executive Director- Member
JIWANPRAKASH THAKURDAS HINGORANI	Independent & Non Executive Director Member



(c) Remuneration Policy of the Company

The Managing Director and the Executive Directors of the Company are entitled for payment of remuneration as decided by the Board on the recommendation of Nomination and Remuneration committee and approved by the members as per the provisions of the Companies Act, 1956. No remuneration is paid to any Non-Executive Directors during the financial year 1st April 2013 to 31st March 2014 except sitting fee for attending Board meetings and committee meetings.

(d) Details of the Executive Directors Remuneration for the financial year ended 31st March, 2014.

(₹. in Lakhs)

REMUNERATION		DIRECTORS		
		Executive Director		
			Mr. Vivek Madhuprasad Jalan	
(a)	Salary & Allowances (fixed)		83,333*	
(b)	Benefits & Perquisites		NIL	
(c)	Bonus / Commission Additional Salary		NIL	
(d)	Pension, Contribution to Provident fund & Superannuation Fund		NIL	
(e)	Stock Option Details(if any)	The Company has not offered any Stock Options to its employees.		

REMUNERATION		DIRECTORS		
		Executive Director		
			Mr. M. P. Jalan	
(a)	Salary & Allowances (fixed)		50,000*	
(b)	Benefits & Perquisites		NIL	
(c)	Bonus / Commission Additional Salary		NIL	
(d)	Pension, Contribution to Provident fund & Superannuation Fund		NIL	
(e)	Stock Option Details(if any)	The Company has not offered any Stock Options to its employees.		

REMUNERATION		DIRECTORS		
		Executive Director		
			Mr. Mala Sharma	
(a)	Salary & Allowances (fixed)		66,667*	
(b)	Benefits & Perquisites		NIL	
(c)	Bonus / Commission Additional Salary		NIL	
(d)	Pension, Contribution to Provident fund & Superannuation Fund		NIL	
(e)	Stock Option Details(if any)	The Company has not offered any Stock Options to its employees.		

Note:

- i. The agreement with Executive Director is for a period of 3 years.
- ii. There were no performance linked incentive paid to the directors for the year 2013-14

- (e) Details of the Sitting Fees paid to Non-Executive Directors for the financial year ended 31st March, 2014

Name of the Non-Executive Director	Amount of Sitting Fees Paid (Rs.)
CHETAN RAMESH JAIN	Nil
Chandrashekar Rajaram Kulkarni	Nil
JIWANPRAKASH THAKURDAS HINGORANI	Nil

- (f) **Shareholdings of Non-Executive Director**

None of the Non-Executive Director holds any shares in the Company as on 31st March, 2014.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has constituted Stakeholders Relationship Committee in accordance with the Provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The terms of reference of Shareholders Grievance Committee was conferred on Stakeholders Relationship Committee and consequently, the Shareholders Grievance Committee was dissolved.

- (a) **Terms of Reference of Stakeholders Relationship Committee**

To look into redressing shareholders and investors' complaints and to expedite the process of redressal of complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. and carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

- (b) **Composition, name of Members, chairman and their attendance at meetings during the year**

Name of the Member	Attendance at the Stakeholders Relationship Committee Meeting	% of total meetings attended during the tenure as a Director / Secretary
CHETAN RAMESH JAIN	6	100
CHANDRASHEKAR RAJARAM KULKARNI	6	100
JIWANPRAKASH THAKURDAS HINGORANI	6	100

- (c) **Meetings of the Committee**

6 meetings were held during the financial year April 1, 2013 to March 31, 2014.

- (d) **Name & Designation of the Compliance Officer**

Mr Madhavprasad Govindram Jalan is the Compliance Officer of the Company.

- (e) **Redressal of Complaints**

Shareholders may send their complaint for redressal to the email ID: ----

- (f) **No. of Complaints received, resolved and pending during the financial year:**

During the financial year, the company has received NIL complaints from the shareholders. There was no pending complaint from any shareholder as on 31st March 2014.

7. GENERAL BODY MEETINGS

- (g) Particulars of past three Annual General Meetings of the Company

Year	Date	Venue	Time	No. of Special Resolution(s) passed
2011	31/12/2011	At the Regd. Office of the Company, Roha	2.00 P.M	Nil
2012	29/09/2012	At the Regd. Office of the Company, Roha	2.00 P.M	Nil
2013	30/09/2013	At the Regd. Office of the Company, Roha	2.00 P.M	Nil



(b) Postal Ballot

The Company had not conducted any postal ballot during the year and there is no resolution which is proposed to be passed by postal ballot at the ensuing Annual General Meeting.

(c) Disclosure Regarding Re-appointment of Director in the ensuing AGM

Mr. MADHAVPRASAD GOVINDRAM JALAN & ,Mr. VIVEK MADHAVPRASAD JALAN Director who shall be retiring in this AGM, being eligible to be offered himself for re-appointment. Their brief particulars as stipulated under Clause 49 of Listing Agreement are provided in the notice convening this meeting.

8. CODE OF CONDUCT

The Company has laid down the Code of Conduct for all Board Members and Senior Management of the Company.

All the Board members and Senior Management of the Company have affirmed compliance with their Code of Conduct for the financial year ended March 31, 2014. The Chairman has also confirmed and certified the same. The certification is annexed at the end of this Report.

9. SUBSIDIARIES

Your Company does have no Subsidiary Company.

10. DISCLOSURES

a. Related Party Transactions

There are no materially significant related party transactions with its Promoters, the Directors or the Management, their Subsidiaries or Relatives etc., which may have potential conflict with the interest of the company at large. The other related party transactions are given in Notes to Accounts annexed to and forming the part of Balance Sheet and Profit and Loss Account of the Company.

b. Disclosure of Accounting treatment

In the preparation of the financial statements, the Company has followed the accounting standards issued by the Companies (Accounting Standards) Rules 2006 (as amended), to the extent applicable.

c. Non-compliance by the Company, Penalties, Strictures

There were no instances 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.

d. Disclosure of Risk management

The Company has initiated the risk assessment and minimization procedure.

e. Details of compliance with mandatory requirements

The Company has complied with all mandatory requirements as mandated under Clause 49 of the Listing Agreement. A certificate from the practicing Company Secretary to this effect has been included in this report. It is also confirmed that no personnel has been denied access to the Audit Committee.

f. Adoption of non mandatory requirements

• Remuneration and Nomination Committee

The Board has set up a Nomination and Remuneration Committee, details whereof are furnished in point no. 4 of this report.

• Audit qualifications

The financial results of the Company are unqualified.

• Whistle Blower Policy

The Company has formulated a policy for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct .The policy also lays down the mechanism to prohibit managerial personnel from taking adverse action against employees, who are disclosing in good faith alleged wrongful conduct on matter of public concern involving violation of law, mismanagement, misappropriation of public funds etc.

Employees aware of any alleged wrongful conduct are encouraged to make a disclosure to the Audit Committee. The policy shall also provide for direct access to the Chairman of the Audit Committee.

11. CEO CERTIFICATION

In terms of the requirements of Clause 49(v) of the Listing Agreement, the CEO has submitted necessary certificate to the Board stating the particulars specified under the said clause.

12. MEANS OF COMMUNICATION

a. Quarterly Results / Annual Results

The Quarterly / Annual Results and notices as required under clause 41 of the Listing Agreement are normally published in Financial Express (English & Gujarati editions)



b. The Management Discussion and Analysis Report forms a part of the Annual Report.

13. GENERAL SHAREHOLDERS INFORMATION

a. Annual General Meeting

Day & Date : Tuesday, December 30 , 2014
 Time : 12.00 Noon.
 Venue : Pipenagar (Sukeli), Via Nagothane, Taluka: Roha,
 Maharashtra- 402 126. Tel: 952194-238510/238537, Fax: 952194-238509

b. Financial Year: April 2014 to March 2015

Financial Calendar

Events	Tentative time frame
Financial Reporting for the first quarter ended 30th June, 2014	Last week of July, 2014
Financial Reporting for the second quarter ending 30th September, 2014	2nd week of November, 2014
Financial Reporting for the third quarter ending 31st December, 2014	2nd week of February, 2014
Financial Reporting for the fourth quarter ending 31st March, 2015	Last Week of May, 2015

c. Dates of Book Closure: 26.12.2014 to 30.12.2014(Both days inclusive)

d. Listing on Stock Exchanges:

Equity Shares

The Shares of the Company are listed on BSE Limited, The Madras Stock Exchange Limited & The Ahmedabad Stock Exchange Ltd

Stock Code:

BSE Limited
 Demat ISIN Number for NSDL & CDSL: INE257F01017

e. Market Price Data:

f. The relevant High/ low of market price of the Company's equity shares traded on BSE Limited. during the last financial year 1st April 2013 to 31st March 2014 :

Source: BSE Limited

Company : **MAHALAXMI SEAMLESS LTD.** -₹ 513460
 Period: 01-Apr-2013 to 31-Mar-2014

All Prices in ₹

Date	Open	High	Low	Close	WAP	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread	
											H-L	C-O
3/04/13	5.01	5.01	5.00	5.00	5.01	1,301	3	6,517	1,299	99.85	0.01	-0.01
4/04/13	4.76	5.25	4.76	5.25	5.01	200	2	1,001	100	50.00	0.49	0.49
5/04/13	5.50	5.50	5.50	5.50	5.50	10	1	55	10	100.00	0.00	0.00
8/04/13	5.76	5.76	5.76	5.76	5.70	10	1	57	10	100.00	0.00	0.00
7/05/13	5.48	5.48	5.48	5.48	5.48	300	1	1,644	300	100.00	0.00	0.00
10/05/13	5.48	5.70	5.21	5.70	5.34	403	7	2,151	400	99.26	0.49	0.22
11/06/13	5.42	5.42	5.42	5.42	5.42	620	1	3,360	620	100.00	0.00	0.00
13/06/13	5.15	5.15	5.15	5.15	5.00	4	3	20	4	100.00	0.00	0.00



14/06/13	4.90	4.90	4.90	4.90	4.90	496	1	2,430	496	100.00	0.00	0.00
17/06/13	4.66	4.66	4.66	4.66	4.65	115	1	535	115	100.00	0.00	0.00
18/06/13	4.80	4.85	4.80	4.85	4.84	216	2	1,046	216	100.00	0.05	0.05
19/06/13	4.61	4.61	4.61	4.61	4.61	350	5	1,613	350	100.00	0.00	0.00
20/06/13	4.84	4.84	4.84	4.84	4.84	500	1	2,420	500	100.00	0.00	0.00
21/06/13	4.84	4.84	4.61	4.78	4.77	1,000	10	4,770	900	90.00	0.23	-0.06
24/06/13	4.55	5.01	4.55	5.01	4.97	692	4	3,442	692	100.00	0.46	0.46
25/06/13	5.26	5.26	5.26	5.26	5.26	600	2	3,156	600	100.00	0.00	0.00
26/06/13	5.00	5.00	5.00	5.00	5.00	1,148	6	5,740	1,148	100.00	0.00	0.00
27/06/13	5.15	5.20	5.15	5.20	5.15	5,100	14	26,270	5,100	100.00	0.05	0.05
28/06/13	5.45	5.46	5.35	5.46	5.45	6,674	25	36,375	6,674	100.00	0.11	0.01
1/07/13	5.70	5.70	5.70	5.70	5.70	100	1	570	100	100.00	0.00	0.00
12/07/13	5.90	5.90	5.90	5.90	5.80	5	1	29	5	100.00	0.00	0.00
17/07/13	5.61	5.61	5.61	5.61	5.61	100	1	561	100	100.00	0.00	0.00
18/07/13	5.89	5.89	5.89	5.89	5.89	500	1	2,945	500	100.00	0.00	0.00
23/07/13	5.60	5.60	5.60	5.60	5.60	500	1	2,800	500	100.00	0.00	0.00
25/07/13	5.33	5.33	5.33	5.33	5.33	2,000	5	10,660	2,000	100.00	0.00	0.00
2/08/13	5.59	5.59	5.59	5.59	5.55	20	1	111	20	100.00	0.00	0.00

* Spread

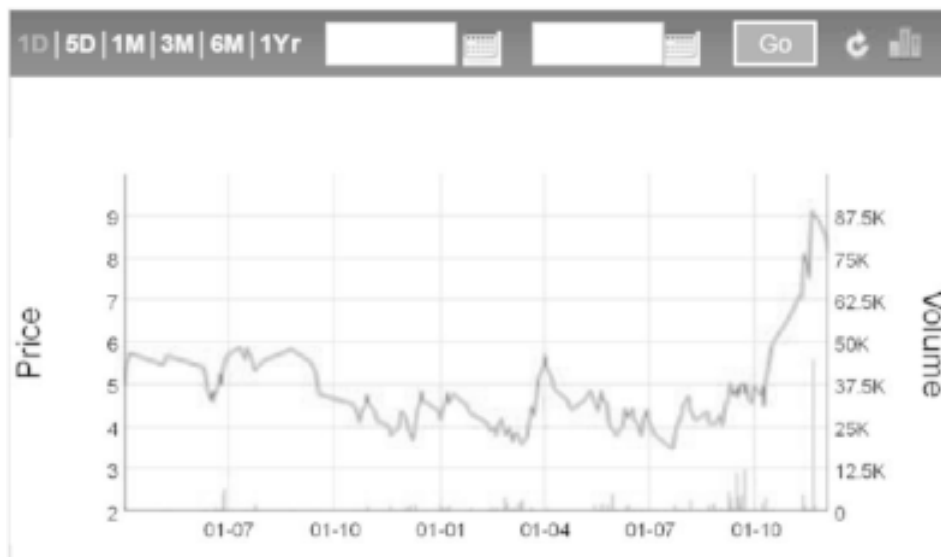
H-L : High-Low
C-O : Close-Open

Note: Kindly download the csv file to view all records.

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Performance in comparison BSE Limited to SENSEX is.





g. Registrar and Share Transfer Agent & Share Transfer System

The shares of the Company can be transferred by lodging Transfer Deeds and Share Certificates with the Registrars & Share Transfer Agents viz. M/s. ADROIT CORPORATE SERVICES PRIVATE LIMITED. (Address as mentioned below). The Shareholders have option of converting their holding in dematerialized form and effecting the transfer in dematerialized mode.

Name	ADROIT CORPORATE SERVICES PRIVATE LIMITED
Address	19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri – (E), Mumbai – 400 059
Telephone No.	: 022 2859 0942
E mail	pratapp@adroitcorporate.com

h. Share Transfer System

The Company's shares are traded in the, BSE Limited compulsorily in Demat mode. Physical shares which are lodged with the Registrar & Transfer Agent or/ Company for transfer are processed and returned to the shareholders duly transferred within the time stipulated under the Listing Agreement subject to the documents being in order.

i. Distribution of Shareholding as on 31st March 2014:

Shares slab	Shareholders	% age	Total Shares	Amount (Rs)	% age
Upto-500	4619	89.45	738924	7389240.00	13.99
501-1000	283	5.48	238849	2388490.00	4.52
1001-2000	115	2.23	171212	1712120.00	3.24
2001-3000	31	0.60	78390	783900.00	1.48
3001-4000	27	0.52	95658	956580.00	1.81
4001-5000	36	0.70	174609	1746090.00	3.31
5001-10000	26	0.50	191258	1912580.00	3.62
10001 & above	27	0.52	3592500	35925000.00	68.02
Total	5164	100.00	5281400	52814000.00	100.00

j. Dematerialization of shares and liquidity:

As on 31st March 2014 about 89.80% of the Company's equity paid-up capital had been dematerialized. Trading in equity shares of the Company at the Stock Exchange is permitted compulsorily in demat mode.

k. Corporate Ethics:

The constant endeavor of MAHALAXMI SEAMLESS LIMITED is to enhance the reputation of the Company and irrespective of the goals to be achieved, the means are as important as the end. The Company has adopted "The Code of Conduct for prevention of insider trading", which contains policies prohibiting insider trading.

l. Plant Locations:

The Company's Plant is located at Pipenagar (Sukeli), Via-Nagothane, Tal- Roha, Maharashtra- 402 126

m. Address for Correspondence:

The shareholders may send their communication grievances/ queries to the Registrar and Share Transfer Agents at their Address mentioned above or to the Company at:

Corporate Office:– A/54, Virwani Indl. Estate Premises,
Western Express Highway,
Goregaon (E), Mumbai: 400 063.
Tel: 022 6601 3493

On behalf of the Board of Directors

Place : Mumbai
Date : 24/06/2014

MADHAVPRASAD GOVINDRAM JALAN
Chairman



CEO Certificate On Corporate Governance

To,
The Members of
MAHALAXMI SEAMLESS LIMITED

It is hereby certified and confirmed that as provided in Clause 49 I (D) of the listing agreement with the stock exchanges, the Board members and the senior management personnel of the Company have affirmed compliance with the Code of conduct of the Company for the financial year ended 31st March, 2014.

For MAHALAXMI SEAMLESS LIMITED

**Place: Mumbai
Date : 24/06/2014.**

**MADHAVPRASAD GOVINDRAM JALAN
Chairman**

**Registered Office :
Pipenagar (Sukeli) Via: Nagothane, Tal.
Roha, Dist. Raigad- 402 126,
Maharashtra**

To,
The Board of Directors,
MAHALAXMI SEAMLESS LIMITED
Pipenagar (Sukeli)
Via: Nagothane,
Tal. Roha, Dist. Raigad- 402 126,
Maharashtra

CEO & CFO CERTIFICATION

We hereby certify that:

- (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 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 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, 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;
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) instances of significant fraud of which we 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.

**Place: Mumbai
Date: 24th June, 2014.**

For MAHALAXMI SEAMLESS LIMITED

**Registered Office :
Pipenagar (Sukeli) Via: Nagothane, Tal.
Roha, Dist. Raigad- 402 126, Maharashtra**

**MADHAVPRASAD GOVINDRAM JALAN
Chairman**



AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

TO
THE MEMBERS OF
MAHALAXMI SEAMLESS LIMITED

1. We have examined the compliance of conditions of Corporate Governance by Mahalaxmi Seamless Limited for the period ended 31st March 2014 as stipulated in Clause 49 of the Listing Agreements of the said Company with the Stock Exchanges.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. As per Clause 49 (I) (D) of the Listing Agreement, the Board shall lay down a code of conduct for all Board members and senior management of the Company. The Code of Conduct shall be posted on the website of the Company. However, during the year the Company has not complied with the said requirements.
4. As per Clause 49 (VI) (ii) of the listing agreement, the company is required to submit quarterly compliance report to stock exchange within 15 days from the close of quarter. However, during the year there have been delays in complying with the said requirements.
5. As per Clause 41 (VI) (a) of the listing agreement, the quarterly, half yearly and yearly financial results should be published in one English newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the company is situated, within 48 hours of conclusion of the Board meeting in which these financial results are approved. However, during the year the Company has not complied with the said requirements.
6. As per Clause 41 (I) of the listing agreement, the quarterly and year to date financial results along with limited review report is required to be submitted to stock exchange within 45 days from the end of the quarter. During the year, the company has complied with the same for the first three quarters only.
7. Except as stated in paragraph 3, 4, 5 and 6 above, 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 the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the clause 49 of the Listing Agreement.
8. As required by the guidance notes issued by The Institute of Chartered Accountants of India, we have to state that while the shareholder / investor grievance committee has not maintained record to show the investor grievances pending for a period exceeding one month against the Company, the register and share transfer agent of the Company have maintained the record of investor grievance and certify that as at 31st March 2014 there were no investor grievance remain un-attended / pending for more than 30 days.
9. 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 V. B. GOEL & CO.
Chartered Accountants
FRN - 115906W

(Vikas Goel)
Partner
Membership No. 39287

Place : Mumbai
Date : 24.06.2014



**AUDITORS' REPORT
TO THE MEMBERS OF
MAHALAXMI SEAMLESS LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of MAHALAXMI SEAMLESS LTD ("the Company"), which comprise the Balance Sheet as at March 31, 2014 and the Statement of Profit & Loss and the 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 and financial performance 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 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 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the 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 basis for our audit opinion, except for matters as specified below.

Basis for Qualified Opinion

- i) The Company has not taken prior sanction of Board and/or approval of the Central Government for entering into contracts as required under Section 297 (1) of the Companies Act, 1956 in respect of following transactions:

**ANNUAL REPORT
2013 - 2014**

Name of Associates Company	Nature of Transaction	Transaction Amount (Rs.)	Closing Balance (Rs.)	Maximum Amount
Vinayak Tubes	Sales	65,86,804	Nil	31,39,112
Vinayak Pipes & Tubes Pvt. Ltd.	Sales	11,73,814	13,52,528	23,52,528

Qualified Opinion

In our opinion, and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the Basis for Qualified Opinion, 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 the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b) in the case of Profit & Loss Account, of the loss for the year ended on that date.
- 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") 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 paragraph 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 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 and Statement of Profit & Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) except for the effects of the matters described in the Basis for Qualified Opinion, In our opinion Balance Sheet, Statement of Profit & Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub - section (3C) of Section 211 of the Companies Act, 1956.
 - e) on the basis of 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 March 31, 2014 from being appointed as a director in terms of clause (g) of sub - section (1) of section 274 of the Companies Act, 1956.

For V. B. GOEL & CO.
Chartered Accountants
FRN - 115906W

(Vikas Goel)
Partner
Membership No. 39287

Place : Mumbai
Date : 24.06.2014

ANNEXURE TO AUDITOR'S REPORT

Annexure referred to in paragraph 3 of Auditors' Report of even date to the members of Mahalaxmi Seamless Limited on the Accounts for the year ended March 31, 2014

1. a) In our opinion Company is not maintaining proper records to show full particulars, including quantitative details and situation of its fixed assets.
- b) As explained to us, the fixed assets of the Company have been physically verified during the year by the Management, but in view of inadequate fixed asset records we are unable to comment on discrepancies.
- c) The Company has not disposed off substantial parts of fixed assets during the year.
2. a) As explained to us, the inventory of the Company has been physically verified by the Management during the year and at the year end. Inventory lying with third parties and in transit have been verified by the management with reference to the confirmation received from them and/or subsequent receipt of goods.
- b) Based on the explanations provided, in our opinion, the procedures of physical verification of inventory 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, the company has maintained proper stock records showing quantitative details of each class of inventory, except for work-in-process. There was no material discrepancies between the physical inventory and the book records noticed on physical verification as mentioned in 2(a) above.
3. a) The Company has not granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Act.
- b) i) The Company has taken unsecured loans from Companies, firms or other parties covered in the register maintained under Section 301 of the Act. Details of the same are as follows :

Number of Parties	Amount Outstanding at the year End (Rs.)	Maximum amount outstanding during the year (Rs.)
One	14,00,000	20,00,000

- ii) In our opinion, the rate of interest and terms and conditions of loans taken are not prima facie prejudicial to the interest of the company;
- iii) The loan does not carry any interest ;
- iv) The repayment of principal amount is not stipulated.
4. In our opinion, there are adequate internal control procedures to 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. Further, during the course of our audit we have neither come across nor have we been informed of any instance of continuing failure to correct major weaknesses in the aforesaid internal control procedures.
5. i) To the best of our knowledge and according to the information and explanations given to us, the Company has entered into the transaction exceeding Rs. 5,00,000 that need to be entered in the register pursuant to Section 301 of the Act.
- ii) In our opinion, and according to the information and explanation given to us, the transaction made in pursuance of such contract or arrangement and aggregating during the year to Rupees Five Lacs or more in respect of each party have been made at prices which are reasonable having regards to the prevailing market prices at the relevant time, where such prices are available.
6. The Company has not accepted any deposits under the provisions of Section 58A and 58AA of the Act and the rules framed there under.
7. In our opinion, the Company's present internal audit system is not commensurate with its size and the nature of its business.
8. In our opinion the Company has not maintained adequate cost records in terms of Section 209 (1)(d) of the Act for its products.
9. a) According to the books and records as produced and examined by us in accordance with generally accepted auditing practices in India and also based on Management representations, in our opinion the Company is

generally regular in depositing undisputed statutory dues, including provident fund, investor education and protection fund, employees state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues as applicable, with the appropriate authorities in India ,except for the following:16.

On the basis of review of utilisation of funds on overall basis and related information available to us, the term loans taken by the Company have been applied for the purposes for which they are obtained.

Name of the Statute	Nature of Dues	Amount (Rs.)	Period	Due Date	Date of Payment
Investor Education & Protection Fund	Unclaimed Dividend	290,109	2005-06	Over-due	---

- b) According to the information and explanations given to us, there are no disputed dues of Income Tax, Wealth Tax, Custom Duty, Service Tax, Excise Duty and Cess which have not been deposited with the appropriate authority, except as stated below:

Name of the Statute	Nature of the Dues	Period of which the amount relates	Demand Amount (Rs.)	Forum where dispute is pending
Bombay Sales Tax	Assessment	FY 2004 -2005	70,57,957/-	Joint Commissioner of Sales Tax (Appeals)

10. The Company has incurred cash losses in the current financial year and in the immediately preceding financial years. The accumulated losses as at the end of the financial year do not exceed 50% of the Net Worth.
11. According to the records of the Company, the Company has not defaulted in repayment of dues to financial institution or banks during the year.
12. The Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, considering the nature of activities carried on by the Company during the year, the provisions of any special statute applicable to chit fund/ nidhi/ mutual benefit fund/ societies are not applicable to it.
14. The Company has not dealt or traded in shares, securities, debentures or other investments during the year.
15. As informed to us, the Company has not given any guarantee for the loans taken by others from banks or financial institutions during the year.
16. On the basis of review of utilisation of funds on overall basis and related information available to us, the term loans taken by the Company have been applied for the purposes for which they are obtained.
17. On the basis of review of utilisation of funds on an overall basis, related information as made available to us and as represented to us by the Management, funds raised on short term basis have not been used for long term investment.
18. The Company has not made any preferential allotment of shares during the year.
19. The Company has not issued debentures.
20. The Company has not raised any money by public issue during the year.
21. Based on our examination of the books of accounts carried out in accordance with the generally accepted Auditing Standards in India and 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.

For V. B. GOEL & CO.
Chartered Accountants
FRN - 115906W

(Vikas Goel)
Partner

Membership No. 39287

Place : Mumbai
Date : 24.06.2014



ANNUAL REPORT 2013 - 2014

BALANCE SHEET AS AT 31ST MARCH, 2014

	Schedule No.	Year ended 31-3-2014 (Rs.)	Year ended 31-3-2013 (Rs.)
I. EQUITY AND LIABILITIES			
1) SHAREHOLDER'S FUNDS			
(a) Share Capital	2	52,907,000	52,907,000
(b) Reserves and Surplus	3	(10,203,485)	23,907,000
2) NON-CURRENT LIABILITIES			
(a) Long-term borrowings	4	21,635,165	20,184,887
(b) Deferred tax liabilities (Net)	5	4,406,354	2,918,335
(c) Other Long term liabilities	6	327,636	617,745
3) CURRENT LIABILITIES			
(a) Short-term borrowings	7	36,965,728	44,959,224
(b) Trade payables	8	40,461,409	30,138,950
(c) Other current liabilities	9	26,833,485	7,123,236
(d) Short term Provisions	10	89,358	148,351
TOTAL		173,422,649	182,904,727
II. ASSETS			
1) NON-CURRENT ASSETS			
(a) Fixed assets			
(i) Tangible assets	11	75,199,345	81,723,851
(ii) Capital work-in-progress		-	
(b) Long Term Loans and Advances	12	19,216,213	19,485,354
2) CURRENT ASSETS			
(a) Inventories	13	61,242,520	56,493,057
(b) Trade receivables	14	10,048,471	14,591,722
(c) Cash and bank balances	15	4,959,748	8,075,214
(d) Short-term loans and advances	16	2,739,732	2,535,529
(e) Other current assets	17	16,621	-
TOTAL		173,422,649	182,904,727

As per our attached report of even date
For V. B. GOEL & CO.,
Chartered Accountants
FRN - 115906W

(V. B. Goel)
Partner
Membership No. 39287

Place : Mumbai,
Date : 24.06.2014

For and on behalf of the Board

M. P. Jalan
Chairman & Managing
Director

Vivek Jalan
Executive Director



PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2014

	Schedule No.	Year ended 31-3-2014 (Rs.)	Year ended 31-3-2013 (Rs.)
I. Revenue from operations	18	144,964,009	257,006,514
II. Other Income	19	1,926,314	12,131,410
TOTAL REVENUE (A)		146,890,323	269,137,924
III. EXPENSES :			
Cost of material consumed	20	92,982,239	161,440,667
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	21	4,845,188	2,451,731
Operating Expenses	22	33,079,615	68,366,256
Employee Benefit Expenses	23	20,566,382	22,490,592
Financial costs	24	10,343,435	15,334,686
Depreciation expense	11	6,629,505	11,705,315
Other expenses	25	10,909,328	21,360,903
Prior Period	26	157,096	246,058
TOTAL EXPENSES (B)		179,512,789	303,396,209
IV. PROFIT BEFORE TAX (A - B)		(32,622,466)	(34,258,285)
V. TAX EXPENSE :			
(1) Current tax		-	-
(2) Deferred tax		1,488,019	109,729
(3) Short/(Excess) Provision for Earlier years		-	389,444
		1,488,019	499,173
VI. PROFIT FOR THE PERIOD (IV - V)		(34,110,485)	(34,757,458)
VII. Earning per equity share of Rs. 10 :			
(1) Basic		(6.46)	(6.58)
(2) Diluted		(6.46)	(6.58)

As per our attached report of even date
For V. B. GOEL & CO.,
Chartered Accountants
FRN - 115906W

(Vikas Goel)
Partner
Membership No. 39287

Place : Mumbai,
Date : 24.06.2014

For and on behalf of the Board

M. P. Jalan
Chairman & Managing
Director

Vivek Jalan
Executive Director



ANNUAL REPORT 2013 - 2014

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014

	(Amount in Lacs)	
	Year Ended 31.03.2014	Year Ended 31.03.2013
A. Cash Flow from operating activities :		
Net Profit/(Loss) before tax and exceptional items	(32,622,466)	(34,258,285)
Adjusted for :		
Depreciation	6,629,505	11,705,315
Short Provision for Income Tax	-	(389,444)
Provision for doubtful debts	1,860,904	1,314,154
Interest Income	(645,471)	(2,422,219)
Gratuity Income as per AS 15	-	-
Profit/(Loss) on Sale of Fixed Asset	-	(28,293)
Interest Expenses	8,309,522	13,028,674
	<u>16,154,461</u>	<u>23,208,187</u>
Operating profit before working capital changes	(16,468,005)	(11,050,098)
Adjusted for :		
Trade & Other Receivable	2,682,347	43,432,910
Inventories	(4,749,462)	41,015,444
Trade & Other Payables	29,973,714	(58,191,958)
	<u>27,906,598</u>	<u>26,256,396</u>
Cash generated from operation	11,438,593	15,206,298
Direct taxes paid	-	-
Cash flow before Exceptional Item	<u>11,438,593</u>	<u>15,206,298</u>
Net Cash from Operating activities	11,438,593	15,206,298
B. Cash Flow from Investment Activities :		
Purchase of Fixed Assets & Capital Advances	(105,000)	(1,175,872)
Interest Received	645,471	2,422,219
Sales of fixed assets	-	66,222
Loans & Advances	48,317	4,759,981
	<u>48,317</u>	<u>4,759,981</u>
Net Cash from Investing Activities	588,788	6,072,551
C. Cash Flow from Financing Activities :		
Repayment of Long Term Borrowings	-	-
Proceeds of Long Term Borrowings	1,160,169	(1,006,129)
Repayment from Short Term Borrowings	(7,993,496)	(17,003,847)
Proceeds from Short Term Borrowings	-	-
Dividend Paid	-	(6,250)
Interest Paid	(8,309,522)	(13,028,674)
	<u>(8,309,522)</u>	<u>(13,028,674)</u>
Net Cash from Financing Activities	(15,142,849)	(31,044,901)
Net Increase/(Decrease) in Cash & Cash Equivalent (A+B+C)	<u>(3,115,466)</u>	<u>(9,766,052)</u>
Cash & Bank Balances at the beginning of the Period :		
Cash and cash equivalents	787,368	3,769,415
Earmarked balances with bank	919,330	1,390,260
Short term bank deposits	6,368,517	12,681,591
	<u>8,075,214</u>	<u>17,841,266</u>
Cash & Bank Balances at the end of the Period :		
Cash and cash equivalents	27,536	787,368
Earmarked balances with bank	896,707	919,330
Short term bank deposits	4,035,505	6,368,517
	<u>4,959,748</u>	<u>8,075,214</u>

As per our attached report of even date
For V. B. GOEL & CO.,
Chartered Accountants
FRN - 115906W

For and on behalf of the Board

(V. B. Goel)
Partner
Membership No. : 39287

M. P. Jalan
Chairman & Managing
Director

Vivek Jalan
Executive Director

Place : Mumbai,
Date : 24.06.2014



Schedules	As at 31-3-2014 (Rs.)	As at 31-3-2013 (Rs.)
SCHEDULE : 2		
SHARE CAPITAL		
Authorised 60,00,000 Equity Shares of Rs.10/- Each	<u>60,000,000</u>	<u>60,000,000</u>
Issued, Subscribed and Paid up 52,81,400 Equity Shares of Rs.10/- Each fully paid up	52,814,000	52,814,000
Add: Shares Forfeited (18600 Equity Shares of Rs.10/-Each Rs.5/- per Share Paid up)	93,000	93,000
TOTAL	<u><u>52,907,000</u></u>	<u><u>52,907,000</u></u>

a) Reconciliation of number of shares outstanding at the beginning and at the end of the Reporting Period

	31.03.2014 (No. of shares)	31.03.2013 (No. of shares)
Equity shares of Rs 10 each At the beginning of the period	5,281,400	5,281,400
Issued during the period	-	-
Outstanding at the end of the period	<u>5,281,400</u>	<u>5,281,400</u>

b) Terms/ Rights Attached to equity shares

The company has one class of equity share having a par value of Rs. 10 per . Each holder of equity shares is entitled to one vote per share . The dividend,if any, is declared and paid in Indian Rupees. The dividend , if any,proposed by the Board of Director is subject to the approval of the holders in the ensuing Annual General Meeting.

In the event of Liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the holders

c) Nil number of bonus shares issued, shares issued for consideration other than cash and share bought back during the period of five years immediately preceeding the reporting date.

d) Details of Shares holders holding more than 5% shares in the company

	31.03.2014 (No. of shares)	31.03.2013 (No. of shares)
Equity shares of Rs. 10 each		
Sampathidevi Madhavprasad Jalan	8,52,671 (16.15%)	8,06,105 (15.26%)
Madhavprasad Govindram Jalan	5,34,498 (10.12%)	5,34,498 (10.12%)
Vivek Jalan	4,52,280 (08.56%)	4,52,280 (08.56%)
Narendra Sakariya	4,86,920 (09.22%)	4,86,920 (09.22%)
Megh Sakariya International Pvt Ltd	5,33,030 (10.09%)	5,33,030 (10.09%)

SCHEDULE : 3

RESERVE & SURPLUS

Reserves and Surplus consists of following reserves :

a) Capital Reserve

Opening Balance	4,500,000	4,500,000
Addition during the year	-	-
Deduction during the year	-	-
Closing Balance	<u>4,500,000</u>	<u>4,500,000</u>

b) General Reserve

Opening Balance	1,000,000	1,000,000
Addition during the year	-	-
Deduction during the year	-	-
Closing Balance	<u>1,000,000</u>	<u>1,000,000</u>



SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNTS

**ANNUAL REPORT
2013 - 2014**

Schedules	As at 31-3-2014 (Rs.)	As at 31-3-2013 (Rs.)
c) Surplus in profit & loss account		
Opening Balance	18,407,000	53,164,457
Addition during the year	(34,110,485)	(34,757,457)
Deduction during the year	-	-
Closing Balance	(15,703,485)	18,407,000
TOTAL	(10,203,485)	23,907,000

SCHEDULE : 4

LONG TERM BORROWINGS

I) Secured

Vehicle loans (Secured against hypothecation of respective vehicle)	404,533	588,067
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Particulars	Vehicle Loan Repayable (Rs.)	
	2013-14	2012-13
1) ICICI BANK - I 10		
2014-2015	-	86,093
2015-2016	95,625	95,625
2016-2017	106,208	106,210
2017-2018	84,818	84,822
2) TATA CAPITAL LTD		
2014-2015	-	97,435
2015-2016	108,324	117,882
2016-2017	9,558	-

II) Unsecured

Deferred payment liabilities

Bombay Sales tax	430,737	1,046,950
Central Sales tax	4,944,327	5,453,206
Deferred Value added tax	13,096,664	13,096,664
Mohindra Finvest Pvt Ltd	2,758,904	-
Sub Total	21,230,632	19,596,820
	21,635,165	20,184,887

SCHEDULE : 5

DEFERRED TAX LIABILITIES (NET)

Deferred tax liabilities consists of the following :

Depreciation	4,511,443	2,994,801
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Deferred tax assets consists of the following :

Expenses specifically disallowed under income tax	105,089	76,466
	4,406,354	2,918,335

SCHEDULE : 6

OTHER LONG TERM LIABILITIES

Others		
Unclaimed dividend	327,636	617,745
	327,636	617,745



Schedules	As at 31-3-2014 (Rs.)	As at 31-3-2013 (Rs.)
SCHEDULE : 7		
SHORT TERM BORROWINGS		
I) Secured		
a) Cash Credit with Oriental Bank of Commerce	30,110,226	44,959,224
Secured against hypothecation of Stock of Raw Material, Stock in process, Finished goods, Stores & Spares and Book debts upto 120 days and secured by equitable mortgage of factory land and building, first charge on Fixed Assets of Company and personal guarantee of Directors Mr Madhav.Prasad.Jalan and Mr. Vivek Jalan.		
b) LIC OF INDIA	5,455,502	-
Secured against LIC Keyman Insurance Policies taken by the company in the name of its directors/past directors :		
a) Mr.Vivek Jalan		
b) Mr. Narendra Sakariya"		
II) Unsecured		
M. P. Jalan	1,400,000	-
	<u>36,965,728</u>	<u>44,959,224</u>
SCHEDULE : 8		
TRADE PAYABLES		
Due to micro and small enterprises	-	-
Due to others	40,461,409	30,138,950
	<u>40,461,409</u>	<u>30,138,950</u>
SCHEDULE : 9		
OTHER CURRENT LIABILITIES		
Current Maturities of Long Term Debt	1,308,620	2,126,085
Statutory dues payable	1,959,644	1,838,868
Employee dues payable	3,224,586	2,765,291
Advance from customers	13,066,538	383,511
Other Trade Payables	6,869,761	-
Unclaimed dividend	290,109	-
Gratuity Fund	114,226	9,481
	<u>26,833,485</u>	<u>7,123,236</u>
SCHEDULE : 10		
SHORT TERM PROVISIONS		
Provisions for Expenses	89,358	148,351
	<u>89,358</u>	<u>148,351</u>



**NOTE : 11
FIXED ASSETS**

(Amount in Rupees)

Particulars	Gross Block				Depreciation				Net Block	
	Opening As at 01.04.13	Additions	Sale/ Transfer	Closing As at 31.03.14	Opening As at 01.04.13	For the year	Deletion/ Adjust- ment	Closing As at 31.03.14	As at 31.03.14	As at 31.03.13
MUMBAI OFFICE										
Office Building	2,258,522	--	--	2,258,522	752,610	75,296	--	827,906	1,430,616	1,505,912
Office Equipment	401,489	--	--	401,489	289,396	15,592	--	304,988	96,501	112,093
Furniture & Fixture	376,505	--	--	376,505	334,074	7,680	--	341,754	34,751	42,431
Electrical Fitting	9,929	--	--	9,929	9,698	32	--	9,730	199	231
Air Conditioner	115,000	--	--	115,000	84,521	4,240	--	88,761	26,239	30,479
Computers	917,136	--	--	917,136	807,799	43,735	--	851,534	65,602	109,337
Vehicles	2,202,177	--	--	2,202,177	1,720,281	124,763	--	1,845,044	357,133	481,896
FACTORY										
Factory Land	1,809,102	--	--	1,809,102	--	--	--	--	1,809,102	1,809,102
Building Others	1,467,258	--	--	1,467,258	129,358	23,916.31	--	153,275	1,313,983	1,337,900
Factory Building	49,397,000	--	--	49,397,000	20,913,591	1,649,859.80	--	22,563,451	26,833,549	28,483,409
Plant & Machinery	153,380,781	--	--	153,380,781	108,939,197	4,203,858.21	--	113,143,055	40,237,726	44,441,584
Furniture & Fixture	550,319	--	--	550,319	325,926	34,835.19	--	360,762	189,557	224,393
Electricals Fittings	2,487,680	--	--	2,487,680	1,248,870	118,164.80	--	1,367,035	1,120,645	1,238,810
Office Equipment	833,220	--	--	833,220	494,002	39,577.94	--	533,580	299,640	339,218
Air Conditioner	195,105	--	--	195,105	88,731	9,267.49	--	97,998	97,107	106,374
Computers	1,776,455	105,000	--	1,881,455	1,535,215	119,731.21	--	1,654,946	226,509	241,240
Vehicles	2,099,180	--	--	2,099,180	879,738	158,957.23	--	1,038,695	1,060,485	1,219,442
Total	220,276,858	105,000	--	220,381,858	138,553,007	6,629,505	--	145,182,513	75,199,345	81,723,851
Previous Year	219,688,892	1,175,872	587,906	220,276,858	127,397,669	11,705,315	549,977	138,553,007	81,723,851	

* represents depreciation excess provided in earlier years written back.



Schedules	As at 31-3-2014 (Rs.)	As at 31-3-2013 (Rs.)
SCHEDULE : 12		
LONG TERM LOANS AND ADVANCES		
Unsecured, considered good		
Security Deposits	2,892,272	2,890,272
Balances with government authorities	16,323,941	16,595,082
	<u>19,216,213</u>	<u>19,485,354</u>
SCHEDULE : 13		
INVENTORIES		
Raw Materials	18,310,917	8,784,847
Work in Progress	24,489,164	33,100,706
Stores & Spares	2,102,605	938,070
Finished Goods	15,186,964	11,443,903
Scrap (At net realisable value)	405,204	381,912
Goods in Transit	747,665	1,843,620
(Valued at lower of cost or net realisable value)		
	<u>61,242,520</u>	<u>56,493,057</u>
SCHEDULE : 14		
TRADE RECEIVABLES		
(Unsecured - Considered Good unless otherwise stated)		
Due for more than 6 months	3,175,058	185,458
Others	10,048,471	15,720,418
	13,223,529	15,905,876
Less : Provision for doubtful debts	3,175,058	1,314,154
	<u>10,048,471</u>	<u>14,591,722</u>
<i>Debts Due from firm or private companies in which director is partner, director or member</i>	<i>Nil</i>	<i>Nil</i>
<i>Debts Due from directors or other officers of the company</i>	<i>Nil</i>	<i>Nil</i>
SCHEDULE : 15		
CASH & BANK BALANCES		
Cash and cash equivalent :		
Cash in hand	10,180	594,630
Balances with bank in current account	17,356	192,738
Earmarked balances with banks :		
Unpaid dividend account	610,177	610,176
The Trustee Mahalaxmi Seamless account for Gratuity	286,530	309,153
Short term depositis :		
Deposit with banks held as margin money	3,909,132	6,115,468
Other deposits	126,373	253,049
	<u>4,959,748</u>	<u>8,075,214</u>
SCHEDULE : 16		
SHORT TERM LOANS & ADVANCES		
(Unsecured - Considered Good unless otherwise stated)		
Advance to creditors	2,129,488	1,553,917
Loans & Advances to Staff	244,503	268,700
Service Tax -STRM(13-14)	58,376	-
Prepaid Expenses	307,365	712,912
	<u>2,739,732</u>	<u>2,535,529</u>



SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNTS

**ANNUAL REPORT
2013 - 2014**

Schedules	As at 31-3-2014 (Rs.)	As at 31-3-2013 (Rs.)
Debts Due from firm or private companies in which director is partner, director or member	Nil	Nil
Debts Due from directors or other officers of the company	69,977	36,778
	<u>2,739,732</u>	<u>2,535,529</u>
SCHEDULE : 17 OTHER CURRENT ASSETS		
M.L.S.Employee Welfair Society (Canteen Exp.)	13,812	-
TDS Recoverable (TATA Capital Financial Services Ltd)	2,809	-
	<u>16,621</u>	<u>-</u>
SCHEDULE : 18 REVENUE FROM OPERATIONS		
Sales of Products	160,400,477	283,749,773
Less : Excise Duty	15,436,468	26,743,259
Net Sales	<u>144,964,009</u>	<u>257,006,514</u>
SCHEDULE : 19 OTHER INCOME		
Foreign Exchange Gain/loss	67,024	-
Inspection, Testing & Caliberation Charges	14,179	-
Interest From Parties	383,898	-
Interest Received from bank	645,471	2,422,219
Other Income	237,465	91,503
Sundry Credit Bal W/Back	578,277	7,382,651
Difference in opening & Closing Excise Duty	-	1,684,024
Profit on sale of assets	-	28,293
Insurance Claimed Received	-	522,720.00
	<u>1,926,314</u>	<u>12,131,410</u>
SCHEDULE : 20 COST OF MATERIAL CONSUMED		
Opening Stock	10,628,467	47,087,597
Add. : Raw Material Purchases	101,412,354	124,981,537
	112,040,821	172,069,134
Less : Sales of Raw Materials	-	-
	112,040,821	172,069,134
Less : Closing Stock of Raw Materials (Including Goods in Transit)	19,058,582	10,628,467
	<u>92,982,239</u>	<u>161,440,667</u>
SCHEDULE : 21 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS		
Stock at close - WIP & Scrap	24,894,368	33,482,618
Stock at close - Finished Goods	15,186,964	11,443,903
	<u>40,081,332</u>	<u>44,926,520</u>
Stock at commencement - WIP & Scrap	33,482,618	20,909,355
Stock at commencement - Finished Goods	11,443,903	26,468,896
	<u>44,926,520</u>	<u>47,378,251</u>
(Increase) / Decrease in Stocks	<u>4,845,188</u>	<u>2,451,731</u>



Schedules	As at 31-3-2014 (Rs.)	As at 31-3-2013 (Rs.)
SCHEDULE : 22		
OPERATING EXPENSES		
IBR Charges	30,850	-
Repair and Maintenance Expenses - Plant	682,650	4,012,871
Stores and Spares Consumed	9,810,054	20,734,175
Transportation Charges	-	166,465
Inspection & Testing Charges	11,550	766,494
Power & Diesel Expense	21,839,195	42,246,793
Labour Charges	355,937	-
Water Charges	349,379	439,459
	<u>33,079,615</u>	<u>68,366,256</u>
SCHEDULE : 23		
EMPLOYEE BENEFIT EXPENSES		
Salary, Wages and Bonus	15,486,810	17,766,743
Contribution to Provident Fund	204,175	266,955
Staff Welfare Expenses	1,054,628	1,066,268
Contractual Services	3,704,486	3,262,230
Gratuity	116,283	128,397
	<u>20,566,382</u>	<u>22,490,592</u>
SCHEDULE : 24		
FINANCIAL COST		
Interest Expense	8,309,522	13,028,674
Bank Charges	2,033,913	2,306,012
	<u>10,343,435</u>	<u>15,334,686</u>
SCHEDULE : 25		
EXPENSES		
Admin Expense		
Postage, Telephone & Telegram Expenses	281,742	463,717
Electricity Exp.	138,580	164,580
Insurnace Expenses	189,801	236,296
Office Expenses	345,516	54,059
Computer Expenses	45,681	26,351
Printing & Stationery	117,446	160,134
Consultancy Charges	285,020	915,551
Legal & Professional Expenses	596,500	621,943
Auditor's Remuneration - As Auditor	200,000	200,000
For Taxation	15,000	15,000
For other services	51,000	49,500
Listing Fees	84,090	25,400
Rent Rates & Taxes	714,068	1,193,037
Travelling & Conveyance Expenses	581,194	998,961
Vehicle Expenses	465,762	873,517
Brokerage & Commission	98,532	79,683
Security Expenses	592,228	723,835
Subscription & Membership -	31,854	-
Sales Tax Paid on Assessment	469,175	1,750,781
Repairs & Maintenance Expenses	120,734	-
Sub-Total	<u>5,392,068</u>	<u>8,584,199</u>



ANNUAL REPORT 2013 - 2014

Schedules	As at 31-3-2014 (Rs.)	As at 31-3-2013 (Rs.)
Selling Expenses		
Packing Expenses	852,716	-
Transportation/freight Charges on Sale-Export	24,300	-
LD/ Rejection Charges	6,000	675,792
Advertisement Expenses	2,464	796,426
Clearing & Forwarding Expenses	-	84,624
Sales Promotion Expenses	45,292	-
Transportation Charges-Outward	88,576	-
Provision for Doubtful Debts	1,860,904	1,314,154
Sub Total	<u>2,880,252</u>	<u>2,870,996</u>
Other Expenses		
Penalty on Late Return Filing of Excise	46,165	-
Donation	1,000	4,648
Sundry Debit Bal W/Off	1,967,471	8,018,594
Service Tax Paid-VCES Schem-2013	106,508	-
Interest on Service Tax	13,338	-
Penalty Charges on Tds,Tcs & Service Tax	88,213	-
Difference in opening & Closing Excise Duty	414,313	-
Variation in Foreign Exchange -	1,882,466	-
Sub Total	<u>2,637,008</u>	<u>9,905,708</u>
SCHEDULE : 26	<u>10,909,328</u>	<u>21,360,903</u>
PRIOR PERIOD EXPENSES		
Prior Period Exp.	27,657	246,058
Professional Fees	129,439	-
	<u>157,096</u>	<u>246,058</u>



NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31ST MARCH 2014.

1. **SIGNIFICANT ACCOUNTING POLICIES**

a) **Basis for preparation of financial statement**

The financial statement have been prepared to comply in all material respects with the notified accounting standards by Companies (Accounting Standards) Rules, 2006 and the relevant provision of the Companies Act, 1956 and 2013 under historical cost convention on an accrual basis unless stated otherwise.

b) **Method of Accounting**

The Company follows the mercantile system of accounting.

c) **Revenue recognition of Income & Expenditure**

- i) Revenue from sales of products is recognized on transfer of all significant risk and rewards of ownership of the product on to customer, which is generally on dispatch of goods. Sales are stated net of deductions during the year and exclusive of Value Added Tax and excise duty.
- ii) Purchases are recognized when ownership of goods is transferred and inclusive of all statutory levies but excluding excise duty & value added tax
- iii) Job work charges are accounted for on completion of job basis.
- iv) Interest income is recognized on time proportion basis.
- v) All items of Income & Expenses are accounted for on accrual basis.

d) **Services Tax & Cenvat Credit**

- i) Services Tax on GTA is accounted on accrual basis.
- ii) Cenvat Credit on input services is recognized on the date of the booking of the Invoice.

e) **Fixed Assets**

Fixed Assets are stated at cost net of Cenvat, other setoffs, accumulated depreciation and impairment loss if any. Cost includes all expenses incurred to bring the asset to its present location and condition.

f) **Capital Work in Progress**

The capital Work in progress is stated at cost plus pre operative expenses.

g) **Depreciation**

- i) Depreciation on Fixed Asset at Mumbai Office is provided on written down value as per the rates prescribed under the schedule XIV of the Companies Act, 1956.
- ii) Depreciation on Fixed Assets at Nagothane Factory Unit is provided on straight-line method as per the rates prescribed under Schedule XIV of the Companies Act, 1956.

h) **Inventories**

- i) Raw Materials are valued at cost or net realizable value whichever is less. Cost is arrived at using FIFO Method and comprises of all expenditure including expenses incurred in bringing the inventories to the present condition and situation. It does not include Excise Duty and VAT.
- ii) Work in progress is valued at cost or net realizable value whichever is lower. Cost consists of average cost of Raw material and conversion cost up to the stage of process completed.
- iii) Finished goods are valued at cost or net realizable value whichever is less. Cost consists average cost of Raw material, conversion cost and excise duty.
- iv) Stores and Spares are valued at cost exclusive of Excise Duty & VAT credit taken.
- v) Scrap is valued at the net realizable value.

i) **Foreign Currencies Transaction**

- a) Transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction.
- b) Monetary items denominated in foreign currency are restated at the exchange rate prevailing on the balance sheet date.
- c) The exchange differences on realization or on restatement are adjusted to :
 - i) Carrying cost of fixed assets, if they relate to fixed assets and
 - ii) Profit and Loss account in other cases
- d) In case of forward contracts, the exchange difference are dealt with in the profit and loss account over the period of the contracts except in respect of liabilities incurred for acquiring fixed assets in which case, the difference are adjusted in their carrying cost.

j) **Employee Benefit**

Liability in respect of employee benefits are accounted for as follows :

- A. Short-term employee benefits are recognized as expenses at undiscounted amount in the Statement of Profit and Loss of the year in which the relevant services is rendered.

B. **Retirement Benefit**

- i) Retirement benefit in the form of Provident Fund, which are defined Contribution plans, are accounted on accrual basis and charged to the Statement of Profit and Loss of the year.
- ii) The liability in respect of accumulated leave is accounted on accrual.
- iii) The Company has taken a Group Gratuity cum Life Insurance policy with Life Insurance Corporation of India (LIC) for all eligible employees. The liability is actuarially assessed by LIC and accounted on accrual basis.



k) Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. All other borrowed cost is charged to Statement of Profit and Loss.

l) Taxation :

- i) Current Tax is determined as the amount of tax payable in respect of taxable income for the year, computed in accordance with the applicable provisions of income tax Act, 1961.
- ii) Deferred Tax resulting from timing difference between taxable and accounting income is accounted for using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred Tax Asset is recognized and carried forward only if there is reasonable certainty of its realisation.

m) Impairment of Assets

Impairment of assets is ascertained in each balance sheet date in respect of cash generating units. An impairment loss is recognized whenever carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

n) Provisions, Contingent Liabilities and Contingent Assets

- i) A provision is recognized based on a reliable estimate when there is a present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation.
- ii) Contingent liabilities, if material, are disclosed by way of notes to accounts. Contingent assets are neither recognized nor disclosed in the financial statements.

II NOTES TO ACCOUNTS

27) Contingent Liabilities

- i) Counter Guarantee given to the Bank for the performance guarantee given by them of Rs 38.45 Lacs (P.Y. Rs.30.77 Lacs).
- ii) Disputed sales tax liability of Rs 65,57,957/- for F.Y 2004-05- (P.Y.65,57,957) .
- iii) Letters of Credit outstanding of Rs 1,83,72,886/- (P.Y. 1,88,77,173).
- iv) There are some labour related matters pending in the Labour Court at Raigad and Mumbai. The Company's Liability towards such matters cannot be ascertained.
- v) The Company had imported certain items under the Duty Free Advance Authorisation Scheme. The total value of the Bond given is Rs 2,03,01,500/-
The Company was unable to complete its export obligation in respect of such imports.
The Company has applied to the Directorate General of Foreign Trade for granting extension of the time period for fulfillment of its export obligation. The approval for the same is awaited.

28) Prior Period Items

The prior period item consist of the following items.

Particulars	Current year (Rs.)	Previous year (Rs.)
Income	---	---
Expenditure	1,57,096	2,46,058
TOTAL	1,57,096	2,46,058

29) Income Tax

- i) Due to net loss the company has not made any provision of Current Tax under the provisions of Income Tax Act, 1961.
- ii) The Company has provided for the deferred tax based on the tax effect of timing differences, which will reverse in future. The break up is as under:

Particulars	As At 31.03.2013 (Rs.)	For the year (Rs.)	As At 31.03.14 (Rs)
Deferred Tax Liability/ (Assets) on account of :			
Depreciation	29,94,801	15,16,642	45,11,443
Expenditures	(76,466)	(28,623)	(1,05,089)
Net Deferred tax Liability / (Assets)	29,18,335	14,88,019	44,06,354



In view of the uncertainty regarding future profitability deferred tax asset on accumulated loss has not been ascertained.

30) Sales Tax Deferment

Unsecured loan includes Interest free Sales Tax Deferment of Rs. 1,95,96,820/-. Out of this, a sum of Rs 11,25,092/- (P. Y. Rs 18,70,329/-) is due within the immediate next year. Rs.7,88,549/- is payable in next 2 years as annual installments till year 2016-17.

31) Auditor's Remuneration

Particulars	Current Year (Rs.)	Previous Year (Rs.)
For Audit Fee	2,00,000	2,00,000
For Taxation	15,000	15,000
For Other Services	51,000	49,500
TOTAL	2,66,000	2,64,500

32) Segment Accounting

The Company has only one reportable segment i.e. Cold drawn Seamless Pipes and Tubes. Hence requirement of Accounting Standard, AS-17 "Segment Reporting" are not applicable.

33) Impairment of Assets

There is no such impairment of assets at the year ended on 31.03.14 in terms of Accounting Standard, AS – 28. Hence company has not made any provision for impairment loss.

34) Dues to Small Scale Industrial Undertakings

The Company has not received any intimation from 'suppliers' regarding their status under the Micro, Small and Medium enterprises Development Act, 2006 and hence disclosures, if any relating to amount unpaid as at the year end together with interest paid/payable as required under the said Act have not been furnished.

35) Disclosure pursuant to Accounting Standard - 15 Employee Benefits

A. Defined Contribution Plans :

The Company has recognized the following amounts in the Profit & Loss Account for the year.

	Current Year (Rs.)	Previous Year (Rs.)
1. Contribution to Employees' Provident Fund/ Employees' Family Pension Fund	2,66,955	2,66,955
2. Leave encashment	2,74,026	2,74,026

B) Contribution to Gratuity fund being Defined Benefits Plan

I Changes in the Present Value of Defined Benefits Obligation.

1. Present Value of Defined Benefit Obligation at the beginning of the year	8,70,314	7,16,238
2. Interest Cost	69,625	57,299
3. Current Service Cost	64,451	73,862
4. Benefits Paid	(79,576)	0
5. Actuarial (Gain)/Loss on Defined Benefit Obligation	26,020	22915
6. Present Value of Defined Benefit Obligation at the end of the year	9,50,834	8,70,314

II Changes in the Fair Value of Plan Assets

1. Fair Value of Plan Assets at the beginning of the year	8,60,833	7,72,793
2. Expected Return on Plan Assets	55,351	70,733
3. Contributions	0	17,307
4. Benefits Paid	(79,576)	0
5. Actuarial Gain / (Loss) on Plan Assets	Nil	0
6. Fair Value of Plan Assets at the end of the year	8,36,608	8,60,833

III Amounts recognized in the Balance Sheet

1. Present Value of Defined Benefit Obligation at the end of the year	9,50,834	8,70,314
2. Fair Value of Plan Assets at the end of the year	8,36,608	8,60,833
3. Net (Asset) /Liability to be recognized in the Balance Sheet	(1,14,226)	9,481



IV Balance Sheet Reconciliation

1. Net (Asset)/ liability at the beginning of the year	9,481	(56,555)
2. (Income)/ Expense recognized as under	1,04,745	83,343
3. Contributions as above	0	17,307
4. Net (Asset)/ liability at the end of the year	1,14,226	9,481

V Amount recognized in the Profit & Loss A/c.

1. Current Service Cost	64,451	73,862
2. Interest Cost on obligation	69,625	57,299
3. Expected Return on plan assets for the period	(55,351)	(70,733)
4. Net Actuarial (Gain) / Loss	26,020	22,915
5. Expense Recognized in statement of Profit & Loss A/c.	1,04,745	83,343

VI Actual Return on Plan Assets

1. Expected Return on plan assets for the period	(55,351)	70,733
2. Actuarial Gain/(Loss) on Plan Assets	0	0
3. Actual Return on Plan Assets	(55,351)	70,733

VII Percentage of each category of Plan Assets to total Fair Value of Plan Assets

1. Insurer managed fund	100%	100%
-------------------------	------	------

VIII Actuarial Assumption

1. Discount Rate	8.00%	8.00%
2. Expected Rate of Return on Plan Assets	6.50%	9.00%
3. The estimate of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand factors in the employment market.	4.00%	4.00%

K) Related Party Disclosures as per Accounting Standard (AS) 18 :

A) Name of the Parties (as certified by the management)

1) Associates

Madras Steel & Tubes (MST)
Vinayak Pipes & Tubes Pvt Ltd (VT)
Vinayak Tubes
Excel Tube Corporation (ETC)

2) Key Management Personnel

Shri Madhav. P. Jalan
Shri Vivek Jalan
Shri Jiwanprakash. T. Hingorani
Shri Manish Dalal
Shri Chetan Jain
Smt. Mala Sharma

3) Relative of Key Management Personnel (KMP)

Smt. Sampathidevi M. Jalan



B) Related Party Transactions:

Nature of Transaction	Associates (Rs.)	Key Management Personnel (Rs.)	Relatives of KMP (Rs.)	Total (Rs.)
Transaction during the year:				
Purchase of Goods	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
Sales of Goods	1,05,11,353 (2,11,93,478)	Nil (Nil)	Nil (Nil)	1,05,11,353 (2,11,93,478)
Remuneration/Salary	Nil (Nil)	24,00,000 (24,00,000)	Nil (Nil)	24,00,000 (24,00,000)
Receiving of Services	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
Loan Given	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
Loans taken	Nil (Nil)	20,00,000 (52,50,000)	Nil (Nil)	20,00,000 (52,50,000)
Commission given	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)
Interest charged	1,27,105 (2,39,913)	Nil (Nil)	Nil (Nil)	1,27,105 (2,39,913)
Outstanding Balance				
Balance Receivable	13,52,528 (31,31,282)	89,677 (36,778)	Nil (Nil)	14,42,205 (31,68,060)
Balance Payable	Nil (Nil)	15,81,844 (1,12,967)	Nil (Nil)	15,81,844 (1,12,967)

C) Details of material related party transactions (including under (B) above)

Nature of transaction	Associates (M S T) (Rs.)	Associates (VT) (Rs.)	Associates (E TC) (Rs.)	Associates (V P T) (Rs.)
Sales of Goods	3,19,317 (82,07,304)	65,86,804 (1,29,86,174)	24,31,418 (Nil)	11,73,814 (Nil)
Purchase of Goods	Nil (Nil)	Nil (Nil)	Nil (Nil)	Nil (Nil)

37) Earnings per Share

The earning considered in ascertaining the Company's EPS comprises the net profit after tax. The number of shares used in Computing EPS are the weighted average number of share outstanding during the year which is calculated as below :

	31.03.14 (Rs.)	31.03.13 (Rs.)
a) Weighted average No. of Equity shares outstanding during the year.	52,81,400	52,81,400
b) Net Profit/(Loss) after tax attributable to Equity share holders	(3,41,10,485)	(3,47,57,458)
c) Basic / Diluted earning per share-Face Value Rs 10/-	(6.46)	(6.58)

38) Additional Information required to be disclosed as per Revised Schedule VI

i) MANUFACTURING ACTIVITY	Current Year Amount (Rs.)	Previous Year Amount (Rs.)
Finished Goods		
Opening Stock	1,14,43,903	2,64,68,896
Production	---	---
Sales	12,26,37,590	23,26,70,970



ANNUAL REPORT 2013 - 2014

i) MANUFACTURING ACTIVITY	Current Year Amount (Rs.)	Previous Year Amount (Rs.)
Scrap Sales	29,90,320	77,96,842
Closing Stock	1,51,86,964	1,14,43,903
Raw Materials		
Opening Stock	1,06,28,467	4,70,87,597
Raw Material Purchase :	10,14,12,354	12,49,81,537
a. Import	3,86,04,027	2,30,29,699
b. Domestic	6,28,08,327	10,19,51,839
Raw Material Consumed	9,29,82,239	161,440,667
Closing Stock	1,90,58,582	1,06,28,467
a. Import	36,86,010	Nil
b. Domestic	1,53,72,572	1,06,28,467
Work in Progress		
Opening Stock	3,31,00,706	2,02,43,627
Closing Stock	2,44,89,164	3,31,00,706
Job Work		
Job work done	1,39,74,608	63,22,676

ii) Composition of Consumption

Particulars	2013-14 (Rs.)	%	2012-13 (Rs.)	%
RAW MATERIAL CONSUMPTION				
Imported	3,49,18,017	37.56	21,675,095	13.43
Indigenous	5,80,64,222	62.44	139,765,572	86.57
	9,29,82,239	100	161,440,667	100
STORES & CONSUMABLES				
Imported	Nil	Nil	523,128	2.53
Indigenous	98,10,054	100	20,211,047	97.47
	98,10,054	100	20,734,175	100

iv) Foreign Currency Transaction

Particulars	2013-14 (Rs.)	2012-13 (Rs.)
Earning in Foreign Exchange (FOB) value of exports	41,23,307	1,14,59,612
Expenditure in Foreign Currency		
a) CIF Value of Imports		
Raw Materials	3,86,04,027	2,16,75,095
Stores & Consumables	Nil	5,23,128
b) Travelling Expenses	1,40,937	1,08,623
c) Interest paid	Nil	3,75,355
d) Bank Charges	Nil	89,693

39) In the opinion of Board the current assets, loans & advances are approximately of the value stated in the balance sheet if realized in the ordinary courses of business.

40) Previous years figures have been regrouped, wherever necessary to make them comparable with those of current year. Figures in the brackets represent figures for the previous year.

As per our attached report of even date
For **V. B. GOEL & CO.,**
Chartered Accountants

For and on behalf of Board

(V. B. Goel)
Partner
Place : Mumbai
Date : 24.06.2014

(M. P. Jalan)
Chairman &
Managing Director

(Vivek Jalan)
Executive Director



Additional information as required under Part IV of Schedule VI to the Companies Act, 1956

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I	Registration Details	
	Registration No.	61347
	State Code	11
	Balance Sheet Date	31-Mar-2014
II	Capital Raised during the year	(Amount in Rs. Thousand)
	Public Issue	--
	Right Issue	--
	Bonus Issue	--
	Private Placement	--
III	Position of Mobilisation and Deployment of Funds	(Amount in Rs. Thousand)
	Total Liabilities	173423
	Total Assets	173423
	Sources of Funds	
	Paid-up Capital	52907
	Reserves and Surplus	(10203)
	Secured Loans	404533
	Un secured Loans	21230
	Current Liabilities	104349
	Deferred Tax Liabilities	4406
	Application of Funds	
	Net Fixed Assets	75199
	Investments	--
	Net Current Assets	79007
	Misc. Expenditures	--
IV	Performance of Company	(Amount in Rs. Thousand)
	Turnover And Other Income	146890
	Total Expenditure	179513
	Profit Before Tax	(32662)
	Profit After Tax	(34110)
	Earning per Share in Rs	(6.46)
	Dividend Rate %	Nil
V	Generic Number of Three Principal Items Of The Company	
	Item Code	Product Description
	730490 00	Cold Drawn Seamless Pipe
	730590 99	U Tubes

For and on behalf of the Board

M. P. Jalan
Chairman & Managing
Director

Vivek Jalan
Executive Director

Place : Mumbai,
Date : 24/06/2014



MAHALAXMI SEAMLESS LIMITED

Registered Office

Pipenager (Sukeli), Via, Nagothane, Tal. Roha, Dist. Raigad, Maharashtra : 402 126

FORM NO. MGT-11

PROXY FORM

[PURSUANT TO SECTION 105(6) OF THE COMPANIES ACT, 2013 AND RULE 19(3) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

CIN: L27108MH1991PLC061347

Name of the Company: MAHALAXMI SEAMLESS LIMITED

Registered Office: Pipenager (Sukeli), Via, Nagothane, Tal. Roha, Dist. Raigad, Maharashtra : 402 126

Name of the member (s) :

Registered address :

E-mail Id :

Folio No/ Client Id :

DP ID :

I/We, being the member (s) of _____ shares of the above named company, hereby Appoint

1. Name :

Address :

E-mail Id :

Signature :....., or failing him/her

2. Name :

Address :

E-mail Id :

Signature :....., or failing him/her

3. Name :

Address :

E-mail Id :

Signature :....., or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Third Annual general meeting of the company, to be held on Tuesday, 30th day of December 2014 at 12 Noon. at Pipenager (Sukeli), Via, Nagothane, Tal. Roha, Dist. Raigad, Maharashtra : 402 126 (place) and at any adjournment thereof in respect of all resolutions.

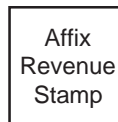
Resolution No.

1.....

2.....

3.....

Signed this..... day of..... 20.....



Signature of shareholder _____

Signature of 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.



MAHALAXMI SEAMLESS LIMITED

Annual General Meeting on Tuesday, December 30, 2014

ATTENDANCE SLIP

Regd. Folio No. :

No. of shares held :

Name of the Member/Proxy:

I certify that I am a registered Member /proxy for the registered Member of the Company.

I hereby record my presence at the Annual General Meeting of the Company to be held on Tuesday, December 30, 2014 at 12 Noon at Pipenagar (Sukeli) Via. Nagothane Tal. Roha, Dist. Raigad Maharashtra : 402 126 and at any adjournment thereof.

.....
*Proxy's name in BLOCK Letters

.....
Member's/Proxy's Signature

*(To be filled if the Proxy attends instead of the Member)

Note : Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL.



BOOK - POST

If undelivered, Please return to :



MAHALAXMI SEAMLESS LTD.

A-54, Virwani Industrial Estate,
Western Express Highway,
Goregaon (E), Mumbai - 400 063.

PRASHANTHI ENTERPRISES : 9004563390 / 9869439077