



# CUBEX TUBINGS LIMITED


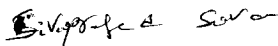
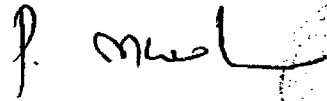

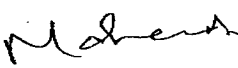
(AN ISO 9001:2008 CERTIFIED COMPANY)

CIN: L27109TG1979PLC002504



## FORM A

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

1.	Name of the company	CUBEX TUBINGS LIMITED
2.	Annual financial statements for the year ended	31 <sup>st</sup> March 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	NOT APPLICABLE
5.	To be signed by	
	CEO/Managing Director	
	CFO	
	Auditor of the company	 
	Audit Committee Chairman	

REGD. OFFICE : 1-7-27 TO 34, 2ND FLOOR, SHYAM TOWERS, S.D ROAD, SECUNDERABAD - 500 003. TELANGANA  
TEL : 040-27817440, 27817436

ADMN. OFFICE & FACTORY : SURVEY NOS. 464 & 482, NEAR IDA, PHASE-V, PATANCHERU - 502 319, MEDAK DIST. TELANGANA  
TEL : 08455-285362, 285363, FAX : 08455-241675, email : cubex@rediffmail.com  
KOLKATA : 033-22436184, FAX : 28610672, CHENNAI : 044-22483187, FAX : 22484630



**CUBEX TUBINGS LIMITED**



**36th Annual Report  
2014-2015**





## **CUBEX TUBINGS LIMITED**

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### **BOARD OF DIRECTORS**

Mr. P.R.Bhandari	: Managing Director (DIN: 00062271)
Mr. Virendra Bhandari	: Executive Director (DIN: 00062228)
Dr. Trilok Singh	: Independent Director (DIN: 06469426)
Mr. Mahendra Kumar Ranka	: Independent Director (DIN: 01268256)
Mr. Y. Narasimha Murthy	: Independent Director (DIN: 02567716)
Mr. Sandeep Kumar	: Independent Director (DIN: 05192591)
Ms. Veena Bhandari	: Additional Director (DIN: 03570489)

Corporate Identification Number : L27109TG1979PLC002504

### **BANKERS-**

Indusind Bank Limited  
State Bank of Hyderabad  
Axis Bank Limited  
HDFC Bank Limited

### **AUDITORS**

M/S. P.Murali & Co.,  
Chartered Accountants  
6-3-655/2/3, Somajiguda,  
Hyderabad - 500 082.

### **SOLICITORS**

MR. M.V.S. Prasad

### **CHIEF FINANCIAL OFFICER**

Mr. Siva Prasad Sarva

### **REGISTERED OFFICE**

1-7-27 to 34, Shyam Towers,  
S.D.Road, Secunderabad - 500 003.  
Telangana, India

Tel. No. 0091-40-27817440, 27817436

Fax No. 0091-40-27812569

Email: cubex@rediffmail.com

**www.cubextubings.com**

### **PLANT**

Near 5<sup>th</sup> Phase, S.NO.464, 482  
Pathancheru, Telangana.

### **SHARE TRANSFER AGENTS**

M/S. Aarathi Consultants Pvt. Ltd.,  
1-2-285, Domalguda,  
Hyderabad - 500 029  
Tel. No.: 0091-40-2763 8111, 2763 4445  
Fax :0091-40-2763 2184

Website: www.aarathiconsultants.com

Email: info@aarathiconsultants.com

### **LISTING AT**

Bombay Stock Exchange Limited, Mumbai  
The National Stock Exchange of India Limited, Mumbai

## NOTICE

NOTICE is hereby given that the 36<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Tuesday, the 29<sup>th</sup> September, 2015 at 10.30 A.M at Hotel Raj Comfort Inn, Near Paradise, Opposite HDFC Bank, Secunderabad-500 003 to consider the following Business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March 2015 including the Audited Balance Sheet and Statement of Profit & Loss for the year ended on that date and Reports of Directors and Auditors thereon for the said year.
2. To appoint a Director in place of Mr. Virendra Bhandari who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration and for this purpose to consider and, if thought fit to pass the following resolution as an Ordinary Resolution:

“Resolved that Pursuant to the Provisions of Section 139 and other applicable Provisions, if any, of the Companies Act, 2013, and pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 29, 2014, M/s P.Murali & Co., Chartered Accountants, Hyderabad, the retiring Auditors be and are hereby reappointed as the statutory Auditors of the company to hold the office till the conclusion of the 37<sup>th</sup> Annual General Meeting to be held in the calendar year 2016 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them”.

### SPECIAL BUSINESS:

4. **To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Ms. Veena Bhandari (DIN: 03570489) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f 30<sup>th</sup> March 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company”.

5. **To consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:**

#### **Appointment of Ms. Veena Bhandari, as Director –(Admn.) of the Company**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) re-enactments thereof for the time being in force) read with Schedule V of the Companies Act, 2013, and subject to approval of the Central Government or other Government authority, if any and subject to such other approvals and consents as may be necessary, approval of the members be and is hereby accorded to appoint **Ms. Veena Bhandari as Director – Administration** of the Company for a period of five years w.e.f. 1<sup>st</sup> April 2015 at a remuneration of Rs. 50,000/- per month.

RESOLVED FURTHER THAT all other benefits, amenities and perquisites shall be allowed and paid to her as minimum remuneration during the tenure of her office, notwithstanding the absence or inadequacy of profits for any financial year, but shall not, in any financial year, exceed the ceiling laid down in this behalf in schedule V of the Companies Act, 2013 including amendments made thereto from time to time.



RESOLVED FURTHER THAT the Remuneration committee be and is hereby authorized to review and also to determine performance linked incentives including commission, either on quarterly, half yearly basis, considering the maximum remuneration payable under sections 196, 197 and 203 and schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution”

**6. To consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:**

**Increase in Remuneration of Sri. P R Bhandari, Managing Director of the Company**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) re-enactments thereof for the time being in force) read with Schedule V of the Companies Act, 2013, and subject to approval of the Central Government or other Government authority, if any and subject to such other approvals and consents as may be necessary, approval of the members be and is hereby accorded to increase the remuneration payable to **Sri. P R Bhandari, Managing Director** of the Company upto Rs.75,000/- per month w.e.f. 1<sup>st</sup> April 2015.

RESOLVED FURTHER THAT all other benefits, amenities and perquisites shall be allowed and paid to him as minimum remuneration during the tenure of his office, notwithstanding the absence or inadequacy of profits for any financial year, but shall not, in any financial year, exceed the ceiling laid down in this behalf in schedule V of the Companies Act, 2013 including amendments made thereto from time to time.

RESOLVED FURTHER THAT the Remuneration committee be and is hereby authorized to review and also to determine performance linked incentives including commission, either on quarterly, half yearly basis, considering the maximum remuneration payable under sections 196, 197 and 203 and schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

**7. To consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:**

**Increase in Remuneration of Sri. Virendra Bhandari, Executive Director of the Company**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) re-enactments thereof for the time being in force) read with Schedule V of the Companies Act, 2013, and subject to approval of the Central Government or other Government authority, if any and subject to such other approvals and consents as may be necessary, approval of the members be and is hereby accorded to increase the remuneration payable to **Sri. Virendra Bhandari, Executive Director** of the Company upto Rs.75,000/- per month w.e.f. 1<sup>st</sup> April 2015.

RESOLVED FURTHER THAT all other benefits, amenities and perquisites shall be allowed and paid to him as minimum remuneration during the tenure of his office, notwithstanding the absence or inadequacy of profits for any financial year, but shall not, in any financial year, exceed the ceiling laid down in this behalf in schedule V of the Companies Act, 2013 including amendments made thereto from time to time.

RESOLVED FURTHER THAT the Remuneration committee be and is hereby authorized to review and also to determine performance linked incentives including commission, either on quarterly, half yearly basis, considering the maximum remuneration payable under sections 196, 197 and 203 and schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution”.



8. **To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Sandep Kuamr (DIN: 05192591), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 12<sup>th</sup> August 2015 up to 12<sup>th</sup> August, 2020.”

BY ORDER OF THE BOARD OF DIRECTORS  
For **CUBEX TUBINGS LIMITED**

PLACE: HYDERABAD

DATE: 13.08.2015

**P.R.BHANDARI**  
MANAGING DIRECTOR

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22<sup>nd</sup> September, 2015 to Tuesday, 29<sup>th</sup> September, 2015 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
4. The relevant details of Directors seeking appointment / re-appointment under item no. 2, 4, 5, 6 & 7 of this Notice are provided in the Annual Report.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by submitting a duly filled in ‘E-Communication Registration Form’, available on the website of the Share Transfer Agent of the Company [www. aarthiconsultants.com](http://www.aarthiconsultants.com), to M/s. Aarthi Consultancy Private Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

7. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 21<sup>st</sup> September 2015, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the despatch of the Annual Report and before the book closure may approach the Share Transfer Agent of the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 10.00 a.m. on Friday, 25<sup>th</sup> September 2015 and will end at 5.00 p.m. on Monday, 28<sup>th</sup> September 2015. The Company has appointed Ms. Sarada Putcha, Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

**8. The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Friday, 25<sup>th</sup> September 2015 at 10.00 A.M. and ends on Monday 28<sup>th</sup> September 2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21<sup>st</sup> September 2015, 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](http://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](http://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"> <li>• 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.</li> <li>• 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.</li> </ul>
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"> <li>• 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).</li> </ul>

- (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 CUBEX TUBINGS LTD 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) The e-voting module shall be disabled by CDSL after 5.00 p.m. on 28<sup>th</sup> September 2015.
- (xxi) The results shall be declared on or before 2<sup>nd</sup> October 2015. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.



9. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Aarhi Consultants Private Limited / Investor Service Department of the Company immediately.

10. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Aarhi Consultants Private Limited / Investor Service Department of the Company.

11. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.

12. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

#### **ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT**

Brief Details of Directors seeking re-appointment at this Annual General Meeting  
(Pursuant to Clause 49 of the Listing Agreement)

<b>Name of the Director</b>	Sri. Virendra Bhandari
<b>Date of Appointment</b>	12 <sup>th</sup> January 2012
<b>Date of Birth/Age</b>	43 Years
<b>Expertise in Specific functional areas</b>	Business Activities
<b>List of other Public Companies in which Directorships held as on 31.03.2015.</b>	1
<b>Chairman/Member of the Committees of other Companies in which he is a Director as on 31.03.2015.</b>	Nil

<b>Name of the Director</b>	Sri. P R Bhandari
<b>Date of Appointment</b>	Since incorporaton
<b>Date of Birth/Age</b>	70 Years
<b>Expertise in Specific functional areas</b>	Business Activities
<b>List of other Public Companies in which Directorships held as on 31.03.2015.</b>	1
<b>Chairman/Member of the Committees of other Companies in which he is a Director as on 31.03.2015.</b>	Nil

<b>Name of the Director</b>	Smt. Veena Bhandari
<b>Date of Appointment</b>	30 <sup>th</sup> March 2015
<b>Date of Birth/Age</b>	39 Years
<b>Expertise in Specific functional areas</b>	Business Activities
<b>List of other Public Companies in which Directorships held as on 31.03.2015.</b>	1
<b>Chairman/Member of the Committees of other Companies in which he is a Director as on 31.03.2015.</b>	Nil

<b>Name of the Director</b>	Sri. Sandeep Kumar
<b>Date of Appointment</b>	25 <sup>th</sup> August 2012
<b>Date of Birth/Age</b>	32 Years
<b>Education Qualification</b>	He holds Bachelor's Degree in Commerce.
<b>List of Companies in which Directorships held as on 31.03.2015.</b>	Nil
<b>Chairman/Member of the Committees of other Companies in which he is a Director as on 31.03.2015.</b>	Nil

### Explanatory Statement

[Pursuant to Section 102 of the Companies Act, 2013]

#### Item No. 4 & 5:

##### **Appointment of Smt. Veena Bhandari, as Director – Admin of the Company**

Pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ("Act") Ms. Veena Bhandari (DIN: 03570489) was appointed by the Board of Directors as an Additional Director of the Company w.e.f 30<sup>th</sup> March 2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company.

Pursuant to the provisions of Section 196, 197, 203 of the Companies Act 2013 and the Rules made thereunder and subject to approval of the Central Government or other Government authority, **Ms. Veena Bhandari is proposed to be appointed as Director – Administration** of the Company for a period of five years w.e.f. 1<sup>st</sup> April 2015 at a remuneration of Rs. 50,000/- per month.

Hence, the above resolution at item no.4 & 5 are submitted to the meeting for the approval by the members of the Company.

The Board of Directors re-commends the above resolutions at item no.4 & 5 for the members' approval in the Annual General Meeting

None of the Directors and Key Managerial Persons of the Company except Sri. P R Bhandari and Sri. Virendra Bhandari (being the relative of proposed appointee) to the extent of the appointment is concerned or interested in this resolution.

#### Item No. 6:

##### **Increase in Remuneration of Sri. P R Bhandari, Managing Director of the Company**

Sri. P R Bhandari - Managing Director of the Company was re-appointed in the AGM held on 30<sup>th</sup> September 2011 for a period of five years. Now it is proposed to increase his remuneration to Rs. 75,000/- per month as per the terms and conditions mentioned in the notice at resolution no.6

As per the provisions of Schedule V of the Companies Act, 2013, increase in remuneration of Sri. P R Bhandari, requires the approval of the members in the General meeting. Hence, the above resolution at item no.6 is submitted to the meeting for ratification by the members of the Company.

The Board of Directors re-commends the above resolution at item no.6 for the members' approval in the Annual General Meeting

None of the Directors and Key Managerial Persons of the Company except Sri. Virendra Bhandari and Smt. Veena Bhandari (being the relative of proposed appointee) to the extent of the fixing the remuneration is concerned or interested in this resolution.

**Item No. 7:**

**Increase in Remuneration of Sri. Virendra Bhandari, Executive Director of the Company**

Sri. Virendra handari was appointed as an Executive Director of the Company in the AGM held on 28<sup>th</sup> September 2012 at a remuneration of Rs. 40,000/- w.e.f 12<sup>th</sup> January 2012. Now it is proposed to increase his remuneration to Rs. 75,000/- per month as per the terms and conditions mentioned in the notice at resolution no.7

As per the provisions of Schedule V of the Companies Act, 2013, increase in remuneration of Sri. Virendra Bhandari, requires the approval of the members in the General meeting. Hence, the above resolution at item no.7 is submitted to the meeting for ratification by the members of the Company.

The Board of Directors re-commends the above resolution at item no.7 for the members' approval in the Annual General Meeting

None of the Directors and Key Managerial Persons of the Company except Sri. P R Bhandari and Smt. Veena Bhandari (being the relative of proposed appointee) to the extent of the fixing the remuneration is concerned or interested in this resolution.

**Item No. 8:**

**Appointment of Independent Director:**

The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint Mr. Sandeep Kumar as Independent Directors on the Board of the Company for a term upto five consecutive years, commencing from 13<sup>th</sup> August, 2015. A brief profile of proposed Independent Director, including nature of their expertise, is provided in this Annual Report.

Notices have been received from Members proposing candidature of the above Director for the office of Independent Director of the Company. In the opinion of the Board, he fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

The Board recommends the Ordinary Resolution as set out at item no. 8 for approval of the Members. None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for his respective appointment, are concerned or interested, financially or otherwise, in these Resolutions.

BY ORDER OF THE BOARD OF DIRECTORS  
For **CUBEX TUBINGS LIMITED**

PLACE: HYDERABAD  
DATE: 13.08.2015

**P.R.BHANDARI**  
MANAGING DIRECTOR

## DIRECTORS' REPORT

To  
The members of  
**M/s. CUBEX TUBINGS LIMITED**

The directors have pleasure in presenting the 36<sup>th</sup> Annual Report of the Company together with the audited accounts for the year ended 31<sup>st</sup> March 2015.

### FINANCIAL RESULTS

(in Lakhs)

	Year ended 31.03.2015	Year ended 31.03.2014
<b>Income from operations</b>	<b>5587.45</b>	<b>4372.80</b>
<b>Other Income</b>	<b>140.78</b>	<b>298.64</b>
<b>Total Expenditure</b>	<b>5676.35</b>	<b>4436.04</b>
<b>Interest</b>	<b>8.63</b>	<b>9.36</b>
<b>Depreciation &amp; Amortization of Exp.</b>	<b>159.36</b>	<b>192.51</b>
<b>Provision for Tax</b>	<b>24.12</b>	<b>18.20</b>
<b>Net Profit</b>	<b>19.13</b>	<b>15.33</b>

### THE COMPANY'S PRODUCTS / SERVICES

CUBEX is manufacturer of seamless solid drawn Tubes, Rods, Bus bars and Wires of copper and copper based alloys such as Cupronickel, admiralty Brass, Aluminum Brass etc. Copper because of its high electrical conductivity and heat transfer characteristics finds wide application in the form of Tubes, Rods, Strips and Wires. The user industries are Power plants, Power plants manufacturers, Switchgears, Refineries, Furnace manufacturers, Sugar plants, Automobile, Electrical Equipment industries and Ship building Company.

### OPERATIONS

Your company has registered a total income of Rs. 5728.23 lakhs for 2014-15 as compared to Rs. 4671.44 lakhs for 2013-14 and the company posted a net profit of Rs. 19.13 lakhs for 2014-15 as compared to Rs. 15.33 lakhs for 2013-14.

### DIVIDEND

The Directors regret their inability to recommend dividend for the year under review due to insufficient profit.

### BUSINESS RISK MANAGEMENT

The Company, like any other enterprise, is exposed to business risk which can be internal risks as well as external risks. The threats to the segments in which the company operates are volatility in Exchange rate & Metal Prices. The company is concerned about the wide Fluctuations in Copper prices globally and locally and increase in foreign exchange value.

### DEPOSITS

The Company has not accepted deposits covered under Chapter V of the Companies Act, 2013 and accordingly, the disclosure requirements stipulated under the said Chapter are not applicable.

### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year under review, the company has not given any loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013

**CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, except the remuneration to managerial personnel, there is no other related party transactions to be disclosed.

**EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith elsewhere in the Annual Report.

**DEMAT SUSPENSE ACCOUNT UNCLAIMED SHARES**

As on 31<sup>st</sup> March 2015, there were no Equity Shares of Shareholders were lying in the Escrow Account due to non-availability of the correct particulars.

**CORPORATE GOVERNANCE**

Your Directors are happy to report that your Company is compliant with the Corporate Governance requirements as per Clause 49 of the Listing Agreement with the Stock Exchanges. A separate section on Corporate Governance together with a certificate from the Statutory Auditor's confirming compliance is set out in the Annexure forming part of this report.

**MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT**

A Management Discussion and Analysis Report, has been attached and forms part of the Annual Report.

**ADDITIONAL INFORMATION AS REQUIRED U/ S 134(3)(m) OF THE COMPANIES ACT, 2013****(a) Conservation of Energy:**

The Company is monitoring the consumption of energy and is identifying measures for conservation of energy.

- (i) the steps taken by the company for utilising alternate sources of energy - Nil
- (ii) the capital investment on energy conservation equipments - Nil

**(b) (i) Technology Absorption, adaptation and innovation:-** Indigenous Technology is involved for the manufacturing the products of the Company.

- (ii) Research and Development (R & D): No research and Development has been carried out.

**(c) Foreign exchange earnings: Rs. 802.58 Lakhs****(d) Foreign exchange out go: Rs. 35.17 Lakhs****PARTICULARS OF EMPLOYEES**

The Directors are to report that none of the employee was in receipt of remuneration exceeding the limit prescribed under rule 5(2) of the Companies (Appointment and Remuneration of managerial Personnel) Rules 2014

**STATUTORY AUDITORS**

M/s. P. Murali & Co., Chartered Accountants, Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. The said Auditors have furnished the Certificate of their eligibility for re-appointment. Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules framed thereunder. Accordingly the statutory auditor of the Company was reappointed from the conclusion of the previous AGM till the conclusion of the AGM to be held in the year 2017, subject to ratification of their appointment at the subsequent AGMs.

**BOARD AND COMMITTEES PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance, the directors individually as well as the evaluation of the working of its Audit and Nomination & Remuneration Committees.



**NUMBER OF BOARD MEETINGS HELD DURING THE FINANCIAL YEAR AND THE DATES OF THE BOARD MEETINGS:**

The Board met six times during the financial year 2014-2015.

The dates on which the above Board meetings were held are as follows;

30th May 2014, 4th August 2014, 13th August 2014, 13th November 2014, 14th February 2015, and 30th March 2015.

**DIRECTORS & INDEPENDENT DIRECTORS**

At the 35th Annual General Meeting of the Company held on 29th September 2014, the Members of the Company had appointed Independent Directors of the Company, for a period of 5 years. All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement. It is also proposed in this AGM to appoint Mr. Sandeep Kumar as Independent Director. During the period under review, the company has appointed Mrs. Veena Bhandari as Additional Director and it is proposed to appoint her as the Director in this AGM.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors responsibilities Statement it is hereby confirmed:

- a. That in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures ;
- b. That 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 at the end of the financial year ended 31st March, 2015 and of the profit and loss of the company for that period;
- c. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. That the directors have prepared the annual accounts on a going concern basis.
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**POLICIES**

**Material Subsidiary**

During the year ended March 31, 2015, the Company does not have any material listed/unlisted subsidiary companies as defined in Clause 49 of the Listing Agreement. The policy on determining material unlisted subsidiary of the Company is approved by the Board of Directors of the company.

**Vigil Mechanism**

The Board of Directors of the company are committed to maintain the highest standard of honesty, openness and accountability and recognize that employees have important role to play in achieving the goal. As a public company the integrity of the financial matters of the Company and the accuracy of financial information is paramount. The stakeholders of the Company and the financial markets rely on this information to make decisions. For these reasons, the Company must maintain workplace where it can retain and treat all complaints concerning questionable accounting practices, internal accounting controls or auditing matters or concerning the reporting of fraudulent financial information to our

shareholders, the Government or the financial markets. The employees should be able to raise these free of any discrimination, retaliation or harassment. Pursuant to the policy, employees are encouraged to report questionable accounting practices to Mr. Mahendra Kumar Ranka, Chairman of Audit Committee through email or by correspondence through post.

#### **Familiarisation programme for Independent Directors**

Pursuant to the provisions of Clause 49 of the Listing Agreement, the Company has formulated a programme for familiarising the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc through various initiatives.

#### **Key Managerial Personnel**

Sri. Siva Prasad Sarva, Chief Financial Officer was appointed as Key Managerial Personnel in accordance with the Section 203 of the Companies Act, 2013.

#### **Related Party Transaction**

Policy on dealing with Related Party Transactions is approved by the Board

No related party transactions were entered into during the financial year under review, There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. The same was discussed by the Audit Committee as also the Board. The policy on Related Party Transactions as approved by the Board. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

#### **Internal Financial Controls**

The Company has in place adequate internal financial controls with reference to financial statements. Periodic audits are undertaken on a continuous basis covering all the operations i.e., manufacturing, sales & distribution, marketing, finance, etc. Reports of internal audits are reviewed by management from time to time and desired actions are initiated to strengthen the control and effectiveness of the system.

#### **Secretarial Audit**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report is obtained by the company and forms part of this Annual report.

#### **Disclosures pursuant to The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

1. The Disclosures pursuant to sub-rule (1) of Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are forms part of the Board's Report.
2. The Disclosures pursuant to sub-rule (2) of Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company forms part of the Board's Report.

#### **Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The details pertaining to criteria for determining qualifications, positive attributes and independence of a Director and remuneration policy have been provided in Section of the attached Corporate Governance Report.

#### **Significant and Material Orders Passed by the Regulators or Courts**

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations



**Disclosure Under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. An Internal committee has been set up to redress the complaints received regarding sexual harassment at workplace. All employees including trainees are covered under this policy.

**PERSONNEL**

The relationship between the management and the staff was very cordial throughout the year under review. Your Directors take this opportunity to record their appreciation for the cooperation and loyal services rendered by the employees.

**ACKNOWLEDGEMENTS**

Your Directors place on record their appreciation of the continuous assistance and co-operation extended to your Company by the valued customers, bankers, Reserve Bank India, SEBI, Bombay Stock Exchange Limited & National Stock Exchange of India Limited and all other regulatory Authorities. The Directors also sincerely acknowledge the significant contributions made by all the employees for their dedicated services to the Company.

For and on behalf of the board  
For **CUBEX TUBINGS LIMITED**

PLACE: Hyderabad.  
DATE: 13.08.2015

**P.R.BHANDARI**      **VIRENDRABHANDARI**  
Managing Director      Executive Director

**Siva Prasad Sarva**  
Chief Financial Officer

**MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT:**

Pursuant to Clause 49 of the Listing Agreement, a Management Analysis Report is given below:

**A. INDUSTRY BACKGROUND**

The Copper and Copper Alloy products have shown impressive growth in the last decade.

Copper because of its high electrical conductivity and heat transfer characteristics finds wide application in the form of rods, tubes, strips, flats and wires. The user industries are generally Power Generation, Switchgear, Motors, Refrigeration, Heat Exchanger, Automobile, Electrical Equipment industries and ship building company.

**B. INDUSTRY OUTLOOK**

1. Since there is lot of emphasis of power generation the consumption of Copper Alloy tubes, Rods and Semis would increase.
2. The manufacturing capacity of condenser / refrigeration tubes are in short supply compare to its requirements in India.
3. There is huge export potential for copper alloy extrusions.

**C. OPPORTUNITIES AND THREATS**

The fundamental growth drivers of the country's economy as well as Copper industry continue to remain strong despite the pressures of slowdown and inflationary conditions prevalent till recently in the nation and also globally. The Copper Industry in the country is continuously attracting investments from domestic and foreign investors.

The threats to the segments in which the company operates are volatility in Exchange rate & Metal Prices.





**D. STRENGTH AND RISKS & CONCERNS**

The existing management has a strong technical knowledge and experience in the metal industry. Sri. P R Bhandari, Managing Director, and Sri. Virendra Bhandari, Executive Director are having vast technical knowledge and expertise in handling the business of the Company. Sri. Trilok Singh has vast experience in the process of OFE copper & Copper based alloys and expertise in the process of high temperature corrosion resistance materials for marine applications and Sri. Mahendra Kumar Ranka, Sri. Sandeep Kumar and Sri. Y. Narasimha Murthy, are independent and non-executive directors, are having vast experience and expertise in Business.

Your company is concerned about the wide Fluctuations in Copper prices globally and locally and increase in foreign exchange value.

Your company has registered a total income of Rs. 5587.45 lakhs for 2014-15 as compared to Rs. 4671.44 lakhs for 2013-14 and the company posted a net profit of Rs. 19.13 lakhs for 2014-15 as compared to Rs. 15.33 lakhs for 2013-14.

**FUTURE PROSPECTS**

Until 2010 Cubex was concentrating to manufacture mostly general copper and copper alloy products to standard specifications. We have added the following products in our portfolio.

- Manufacture of Copper Nickel tubes up to 250 mm diameter which presently no one is manufacturing in India.
- Manufacture of Oxygen Free Copper in the shape of Rods and Tubes. It is currently used in Atomic Energy and Heavy Electrical Plants.

**FUTURE PLANS**

Manufacture of Nickel base products – Cubex has developed and started manufacturing Titanium, Inconel and other Nickel base alloy products from 2012 – 2013 onwards and the same was very much impressive.

Also, intends to manufacture special copper alloys in vacume aniline furnace

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Internal control systems are aimed at promoting operational efficiencies while stressing adherences to policies. The systems are designed with adequate internal controls commensurate size and nature of operations. Transactions are executed in accordance with the company policies. Assets are safeguarded and deployed in accordance with the Company's Policies.

The Company has in place adequate internal financial controls with reference to financial statements. Periodic audits are undertaken on a continuous basis covering all the operations i.e., manufacturing, sales & distribution, marketing, finance, etc. Reports of internal audits are reviewed by management from time to time and desired actions are initiated to strengthen the control and effectiveness of the system.

**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS:**

The Company is able to retain the experienced staff, in spite of the copper consuming Industries are under recession, the Company feels confident of keeping its manpower costs to below industry norms. The atmosphere that is created in the organization is conducive for self-development and career growth; this is the success in retaining our manpower.

**FORM No. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015

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

To,  
The Members,  
CUBEX TUBINGS LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Cubex Tubings Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit and as per the explanations given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2015 according to the applicable provisions of:

- i. The Companies Act, 1956 and the Companies Act, 2013 ('the Act') and the rules made there under, as applicable;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and
- vi. Other laws applicable to the Company as per the representations made by the Management.

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

- i. Secretarial Standards of The Institute of Company Secretaries of India with respect to board and general meetings are yet to be specified under the Act by the Institute.
- ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

We further report that:

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

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously. We further report that as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no instances of Amalgamation or arrangements.

Sd/-  
**Sarada Putcha**  
Company Secretary

Hyderabad

FCS No: 21717, CP No: 8735

August 13, 2015

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

To,  
The Members,  
Cubex Tubings Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-  
**Sarada Putcha**  
Company Secretary

Hyderabad  
August 13, 2015

FCS No: 21717, CP No:8735

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN  
as on the financial year ended on  
31<sup>ST</sup> March 2015**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

<b>i. CIN</b>	<b>:</b>	<b>L27109TG1979PLC002504</b>
<b>ii. Registration Date</b>	<b>:</b>	<b>10th August 1979</b>
<b>iii. Name of the Company</b>	<b>:</b>	<b>CUBEX TUBINGS LTD.</b>
<b>iv. Category / Sub-Category of the Company</b>	<b>:</b>	<b>Indian – Non- Govt. Company</b>
<b>v. Address of the Registered office and contact details</b>	<b>:</b>	<b>1-7-27 to34, 1<sup>st</sup> Floor, ShyamTowers, S.D.Road, Secunderabad, Telangana – 500003</b>
<b>vi. Whether listed company Yes / No</b>	<b>:</b>	<b>Yes</b>
<b>vii. Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	<b>:</b>	<b>M/S. Aarthi Consultants Pvt. Ltd.,1-2-285, Domalguda,Hyderabad - 500 029 Tel. No.: 040-2763 8111, 2763 4445 Fax :0091-40-2763 2184</b>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

<b>Sl. No.</b>	<b>Name and Description of main products / services</b>	<b>NIC Code of the Product/ service</b>	<b>% to total turnover of the company</b>
1	Copper & Copper Alloys.	24201	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NIL**

<b>S. NO</b>	<b>Name and address of the Company</b>	<b>CIN/GLN</b>	<b>Holding/ Subsidiary / Associate</b>
1	NA	NA	NA

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	473320	89300	562620	3.93	473320	89200	562520	3.93	—
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	1824292	3803103	5627395	39.30	1829910	3797485	5627395	39.30	—
e) Banks / FI									
f) Any other	0	10490	10490	0.07	0	10490	10490	0.07	—
<b>(2) Foreign</b>									
a) Individual									
b) Bodies Corp.	0	120000	120000	0.84	0	120000	120000	0.84	—
c) QIB									
<b>Total shareholding of Promoter (A)</b>	<b>2297612</b>	<b>4022893</b>	<b>6320505</b>	<b>44.14</b>	<b>2303230</b>	<b>4017175</b>	<b>6320405</b>	<b>44.14</b>	—
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	0	45600	45600	0.32	0	45200	45200	0.32	—
b) Banks / FI	0	800	800	0.01	0	800	800	0.01	—
c) Central Govt	360	0	360	0	360	0	360	0	—
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total (B)(1):-</b>	<b>360</b>	<b>46400</b>	<b>46760</b>	<b>0.33</b>	<b>360</b>	<b>46000</b>	<b>46360</b>	<b>0.33</b>	—
2. Non-Institutions									
a) Bodies Corp.	304859	3183504	3488363	24.36	3415269	39122	3454391	24.12	—
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2049932	622762	2672694	18.67	1951700	607755	2559455	17.87	—
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1667522	12100	1679622	11.73	1814919	12100	1827019	12.76	—
c) Others (specify)									
Non Resident Indians	41859	10000	51859	0.36	32729	10000	42729	0.30	—
Overseas Corporate Bodies	0	50200	50200	0.35	0	50200	50200	0.35	—
Foreign Nationals									
Clearing Members	8972	0	8972	0.06	18416	0	18416	0.13	—
Trusts									
Foreign Bodies – D R									
<b>Sub-total (B)(2):-</b>	<b>4073144</b>	<b>3878566</b>	<b>7951710</b>	<b>55.53</b>	<b>7233033</b>	<b>719177</b>	<b>7952210</b>	<b>55.54</b>	—
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>4073504</b>	<b>3924966</b>	<b>7998470</b>	<b>55.86</b>	<b>7233393</b>	<b>765177</b>	<b>7998570</b>	<b>55.86</b>	—
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>6371116</b>	<b>7947859</b>	<b>14318975</b>	<b>100</b>	<b>9536623</b>	<b>4782352</b>	<b>14318975</b>	<b>100</b>	—

**ii) Shareholding of Promoter-**

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	CUBEX SECURITIES LIMITED	1861777	13.00	0	1867395	13.04	0	+ 0.04
2.	NADOL TRADING PVT LTD	1300000	9.08	0	1300000	9.08	0	0
3.	MAVV TRADING PVT LTD	825000	5.76	0	825000	5.76	0	0
4.	NADOL TRADING PVT LTD	825000	5.76	0	825000	5.76	0	0
5.	MAVV TRADING PVT LTD	800000	5.59	0	800000	5.59	0	0
6.	PUSHRAJ BHANDARI	282390	1.97	0	282390	1.97	0	0
7.	MOHINIDEVI BHANDARI	138700	0.97	0	138700	0.97	0	0
8.	IMTEX TRADING PTE LTD	120000	0.85	0	120000	0.85	0	0
9.	VIRENDRA BHANDARI	86280	0.6	0	86280	0.6	0	0
10.	VEENA BHANDARI	32600	0.23	0	32600	0.23	0	0
11.	MUKESH METAL INDUSTRIES (P) LTD	10000	0.07	0	10000	0.07	0	0
12.	MRS PATASI BAI	7500	0.05	0	7500	0.05	0	0
13.	B S P TRUST	5000	0.03	0	5000	0.03	0	0
14.	ANANT BOTHRA	4800	0.03	0	4700	0.03	0	0
15.	BHANDARI PRIVATE TRUST	4680	0.03	0	4680	0.03	0	0
16.	VEERENDRA KUMAR	2900	0.02	0	2900	0.02	0	0
17.	P R BHANDARI	2300	0.02	0	2300	0.02	0	0
18.	KIRAN BHANDARI	2000	0.01	0	2000	0.01	0	0
19.	P R BHANDARI	1740	0.01	0	1740	0.01	0	0
20.	KIRAN	1410	0.01	0	1410	0.01	0	0
21.	B S P TRUST	810	0.01	0	810	0.01	0	0
22.	Swarnim Metals Private Limited	5618	0.04	0	0	0	0	0

**iii) Change in Promoters' Shareholding (please specify, if there is no change): NO CHANGE**

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	6320405	44.14	Nil	Nil
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweatequity etc):	NA	NA	NA	NA
	At the end of the year	6320405	44.14	NA	NA


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

SN	For each of the Top 10 Shareholders*	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweatequity etc):				
	At the end of the year				

\* As per the list available at the registered office of the company for inspection.

**V. INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				
<b>Change in Indebtedness during the financial year</b>				
* Addition				
* Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount(Rs.)
		P R BHANDARI	VIRENDRA BHANDARI	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,00,000/-	4,80,000/-	10,80,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	—
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	—	—	—
2	Stock Option	—	—	—
3	Sweat Equity	—	—	—
4	Commission	—	—	—
	- as % of profit			
	- others, specify...			
5	Others, please specify	—	—	—
	Total (A)	6,00,000/-	4,80,000/-	10,80,000/-
	Ceiling as per the Act	—	—	—




**B. Remuneration to other directors: NIL**

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		--	--	--	--	
1	Independent Directors	/	/	/	/	/
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors	/	/	/	/	/
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	--	--	2,40,000/-	2,40,000/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--	--
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--
4	Commission	--	--	--	--
	- as % of profit	--	--	--	--
5	others, specify...	--	--	--	--
	Others, please specify	--	--	--	--
	Total	--	--	2,40,000/-	2,40,000/-

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

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

**REPORT ON CORPORATE GOVERNANCE  
(Pursuant to Clause 49 of the Listing Agreement)****1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Your Company has been committed to the highest standard of Corporate Governance practices in the entire gamut of its business philosophy. The guiding forces of Corporate Governance at Cubex are its core values – Quality operations, Customer satisfaction, Shareholders' value, Belief in people. The Company believes that a strong Corporate Governance policy is indispensable to healthy growth of business and resilient and vibrant capital markets, besides being an important instrument of investor protection. In this direction, Cubex endeavors in true spirit, to adopt the best global practices in Corporate Governance.

**2. BOARD OF DIRECTORS**

- As on the date of this report, the Board of Directors of the Company comprises of 7 (Seven) Directors which includes woman director out of which, 3 (three) Executive Directors including Managing Director, and 4 (four) are Non-Executive & Independent Directors.
- The composition of the Board is in conformity with clause 49 of the Listing Agreements entered into with the Stock Exchanges and meets the stipulated requirements.
- None of the Directors on the Board is a Member of more than 10 committees or Chairman of more than 5 companies across all the Companies in which he is a Director. The Directors have made necessary disclosures regarding Committee positions in other public companies as on March 31, 2015.
- The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other companies is given below. Other Directorships do not include alternate directorships, directorships of private limited companies, section 8 companies and of companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit and Shareholders / Investors Grievance Committees.

Name of the Director and age	Category (Promoter/ Executive/ Non- Executive)	Designation	Relationship with other Directors	Number of memberships in Board of other Public Limited Company	Associated with other committees of Public Limited Company	
					Member	Chairman
Sri P.R. Bhandari 70 Yrs	Promoter & Managing Director	Managing Director	Father of Virendra Bhandari	Nil	Nil	Nil
Sri. Virendra Bhandari 43 Yrs	Promoter & Executive Director	Executive Director	Son of Sri P.R. Bhandari	1	Nil	Nil
Smt. Veena Bhandari	Executive Director	Director- Admin	Wife of Sri. Virendra Bhandari	1	Nil	Nil
Sri Mahendra Kumar Ranka	Independent Non-	Director Executive	Nil	1	Nil	Nil
Sri. Y. Narasimha Murthy	Independent Independent	Director	Nil	Nil	Nil	Nil
Sri. Sandeep Kumar	Independent Non- Executive	Director	Nil	Nil	Nil	Nil
Sri Trilok Singh	Independent Non-Executive	Director	Nil	Nil	Nil	Nil

During 2014-15, the Board met 6 (Six) times on 30th May 2014, 4th August 2014, 13th August 2014, 13th November 2014, 14th February 2015, and 30th March 2015. The Last Annual General Meeting was held on 29<sup>th</sup> September 2014. The attendance of each Director during the financial year is as under:



Name of the Director	No. of Meetings held	No. meetings attended	Presence at AGM
Sri P.R. Bhandari	6	6	Yes
Sri. Virendra Bhandari	6	6	Yes
Smt. Veena Bhandari*	6	1	No
Sri. Mahendra Kumar Ranka	6	6	Yes
Sri. Y Narasimha Murthy	6	5	No
Sri. Sandeep Kumar	6	6	Yes
Sri. Trilok Singh	6	5	No

\* Smt. Veena Bhandari was appointed as additional Director in the meeting held on 30<sup>th</sup> March 2015

None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company

During the year, information as mentioned in **Annexure** to Clause 49 of the Listing Agreements has been placed before the Board for its consideration.

### 3. AUDIT COMMITTEE:

- I). The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with the provision of the Companies Act, 2013.
- II) The terms of reference of the Audit Committee include a review of;
  - a. Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
  - b. Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
  - c. Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  - d. Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
  - e. Reviewing with management the annual financial statements before submission to the Board, focusing on:
    - i. Any changes in accounting policies and practices;
    - ii. Qualification in draft audit report;
    - iii. Significant adjustments arising out of audit;
    - iv. The going concern concept;
    - v. Compliance with accounting standards;
    - vi. Compliance with stock exchange and legal requirements concerning financial statements;
    - vii. Any related party transactions
  - f. Reviewing the company's financial and risk management's policies.
  - g. Disclosure of contingent liabilities.
  - h. Reviewing with management, external and internal auditors, the adequacy of internal control systems.



- i. Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- j. Discussion with internal auditors of any significant findings and follow-up thereon.
- k. Reviewing the findings of any internal investigations by the internal auditors into the 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.
- l. Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- m. Reviewing compliances as regards the Company's Whistle Blower Policy.

III) The previous Annual General Meeting of the Company was held on 29th September 2014 and Mr. Mahendra Kumar Ranka, Chairman of the Audit Committee, attended previous AGM.

The attendance of each member of the Audit Committee are given below:

Name of the Director	Designation	No. of Meetings held	No. meetings attended
Mr. Mahendra Kumar Ranka	<b>Chairman</b>	<b>4</b>	<b>4</b>
Mr. Virendra Bhandari	<b>Member</b>	<b>4</b>	<b>4</b>
Mr. Sandeep Kumar	<b>Member</b>	<b>4</b>	<b>4</b>

V) During the financial year four Audit Committee meetings were held on 30<sup>th</sup> May 2014, 13<sup>th</sup> August 2014, 13<sup>th</sup> November 2014, and 14<sup>th</sup> February 2015.

The necessary quorum was present at all the meetings.

#### 4. NOMINATION AND REMUNERATION COMMITTEE

The composition of the Committee is given below:

Name of the Director	Chairman/Member
Mr. Mahendra Kumar Ranka	Chairman
Mr. Sandeep Kumar	Member
Mr. Y Narasimha Murthy	Member

#### 5. REMUNERATION OF DIRECTORS:

Details of remuneration paid to Directors are given below:

Name of the Director	Relationship with other Directors	Business relationship with Company if any	Loans and advances from Company	Remuneration Sitting fees	Paid during the Year 2013-14		
					Salary	Commis- sion	Total
Sri P.R. Bhandari	Related to Sri Virendra Bhandari Executive Director	Promoter Director	NIL	—	6,00,000	—	6,00,000
Sri.Virendra Bhandari	Related to Sri.P.R. Bhandari, Manaing Director	Promoter Director	NIL	—	4,80,000	—	4,80,000

Note: No setting fee' was paid to any Director for attending any Board Meeting or any committee meeting



Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, except the remuneration to managerial personnel, there is no other related party transactions to be disclosed.

**6. STAKEHOLDERS RELATIONSHIP /INVESTORS GRIEVANCE COMMITTEE:**

The Committee oversees share transfers and monitors investor grievances. To look into the redressal of shareholders and investors complaints like – transfer of shares, non – receipt of balance Sheet, non-receipt of declared dividends etc.,

The Committee consists of the following Directors:

Name of the Director	Chairman/Member
Mr. P R Bhandari	Chairman
Mr. Virendra Bhandari	Member
Mr. Mahendra Kumar Ranka	Member

Details of Complaints received/resolved:

During the period under review, no complaints were received from the shareholders, and there are no pending Complaints as on date of this report.

Company has made all the arrangements to resolve all the investors’ Complaints if any, within seven days from the date of receipt of the complaint, as communicated by our Share Transfer Agents M/s. Aarathi Consultants Pvt. Ltd. The outstanding complaints as on 31<sup>st</sup> March, 2014 were: NIL.

**INDEPENDENT DIRECTORS**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Company has complied with the requirement of training of the Independent Directors and their performance evaluation and holding separate meetings for the Independent Directors.

**7. DETAILS OF ANNUAL GENERAL MEETINGS: LOCATION AND TIME OF THE LAST THREE AGMS.**

AGM	YEAR	VENUE	DATE	TIME
35 <sup>th</sup>	2013-2014	Hotel Raj Comfort Inn, Near Praradise, Opposite HDFC Bank, Secunderabad-500	29.09.2014	10.00 A.M.
34 <sup>th</sup>	2012-2013	Hotel Raj Comfort Inn, Near Praradise, Opposite HDFC Bank, Secunderabad-500	28.09.2013	10.45 A.M.
33 <sup>rd</sup>	2011-2012	Hotel Raj Comfort Inn, Near Praradise, Opposite HDFC Bank, Secunderabad-500	28.09.2012	10.00 A.M.

**Postal ballot:**

During the year under review, the company has conducted postal ballot to seek the approval of the members of the Company under section 180(1)(a) and 180(1)(c) of the Companies Act 2013 and had declared the results of the same on 26<sup>th</sup> September 2014

**8. DISCLOSURES**

- i. There were no materially significant related party transactions that may have potential conflict with the interest of the Company at large.
- ii. There was no incidence of non-compliance during the last three years by the Company on any matter related top Capital markets. There were no penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority.
- iii. The Company has complied with all the mandatory requirements of Clause 49.

**9. NOTES ON DIRECTORS APPOINTMENT/RE-APPOINTMENT:**

Relevant details forms part of the explanatory statement to the notice of the Annual General Meeting/Director's Report.

**10. MEANS OF COMMUNICATIONS:**

The quarterly, half-yearly and yearly financial results will be sent to the Stock Exchanges immediately after the Board approves the same and these results will also be published in prominent daily newspapers. These financial statements, press releases are also posted on the Company's website. As the financial performance of the Company is well published, individual communication of half yearly results are not sent to the shareholders.

The Management Discussion and Analysis Report forms part of the annual report, which is posted to the shareholders of the Company.

**11. GENERAL SHAREHOLDER INFORMATION:****(I) Annual General Meeting**

Date	:	29 <sup>th</sup> September, 2015
Time	:	10.30 A.M.
Venue	:	Hotel Raj Comfort Inn, Near Paradise, Opposite HDFC Bank, Secunderabad-500 003

**(II) Financial Calendar 1<sup>st</sup> April 2015 to 31<sup>st</sup> March 2016 (Tentative Schedule)**

Quarter ending June 30, 2015	:	Approved in the Board Meeting held on 13 <sup>th</sup> August 2015 and intimated the same to Stock Exchanges
Quarter ending September 30, 2015	:	1 <sup>st</sup> / 2 <sup>nd</sup> week of November 2015
Quarter ending December 31, 2015	:	1 <sup>st</sup> / 2 <sup>nd</sup> week of February 2016
Quarter ending March 31, 2016	:	on or before 30 <sup>th</sup> May 2016
Annual General Meeting for FY ended 31 <sup>st</sup> March, 2016	:	Before end of September, 2016

**(III) Date of Book Closure :** 23<sup>rd</sup> September 2015 to 29<sup>th</sup> September 2015

**(IV) Listing on Stock Exchanges :**

1. The Bombay Stock Exchange Limited (BSE)
2. The National Stock Exchange of India Limited (NSE)

**The listing fee has been paid to all the Stock Exchanges where the Company's shares are listed.**

**(V) Stock Code**

The Bombay Stock Exchange Limited (BSE)	:	526027
The National Stock Exchange of India Limited (NSE)	:	CUBEXTUB
<b>Dematerialization of Securities</b>	:	ISIN: INE 144D01012

**(VI) Market Price Data: High, Low during each Month in last Financial Year**

During the financial year the shares of the company were traded on Bombay Stock Exchange Limited & on National Stock Exchange Limited, the following Market Price High & Low during each Month in the Last Financial Year 2014-15 as follows:



Month & Year	BSE (in Rs.)		NSE (in Rs.)	
	High	Low	High	Low
April 2014	5.18	4.05	5.75	5.50
May 2014	7.06	4.29	6.65	4.35
June 2014	9.81	6.35	9.30	6.50
July 2014	8.56	6.83	8.55	6.70
August 2014	7.85	6.20	7.20	6.30
September 2014	12.22	6.75	12.00	6.40
October 2014	14.14	8.89	12.50	9.50
November 2014	13.00	9.60	12.30	9.20
December 2014	14.69	10.16	12.95	9.80
January 2015	15.01	11.26	13.65	11.70
February 2015	13.92	10.17	13.00	9.80
March 2015	12.40	9.48	12.10	9.70

**(VII) Stock Performance in Comparison to Broad-based indices such as BSE Sensex, CRISIL Index, BZX 200, Nifty etc.**

During the financial year the shares of the company were traded actively and the Share price has been moving with the trend of the indices.

**(VIII) Transfer Agents**

M/s. Aarhi Consultants Private Limited  
1-2-285, Domalguda, Hyderabad – 500 029.  
Ph: 040-2763 8111; 040-2763 4445  
Fax: 040-2763 2184  
Website: [www.aarhiconsultants.com](http://www.aarhiconsultants.com)  
Email: [info@aarhiconsultants.com](mailto:info@aarhiconsultants.com)

**(IX) Share Transfer System****Documents will be accepted at**

M/s. Aarhi Consultants Private Limited  
1-2-285, Domalguda, Hyderabad – 500 029.  
Ph: 040-2763 8111; 040-2763 4445  
Fax: 040-2763 2184  
Website: [www.aarhiconsultants.com](http://www.aarhiconsultants.com)  
Email: [info@aarhiconsultants.com](mailto:info@aarhiconsultants.com)

The Shares of the Company are in physical form and electronic form. The transfer of shares in demat form is done through the Depositories without involvement of the Company. As regards, transfer of shares held in physical form, the transfer documents can be lodged with Company as well as Registrars M/s. Aarhi Consultants Private Limited at above-mentioned address.

The Transfer of shares in physical form is normally processed within 10-15 days from the date of receipt if the documents are complete in all respects. The Share Transfer Committee severally empowers to approve the transfers.


**CUBEX TUBINGS LIMITED**
**(X) Statement Showing Distribution Schedule as on 31.03.2015**

SL NO	CATEGORY	HOLDERS	HOLDERS PERCENTAGE	SHARES	AMOUNT	AMOUNT PERCENTAGE
1	1 - 5000	5853	83.4	915123	9151230	6.39
2	5001 - 10000	596	8.49	485196	4851960	3.39
3	10001 - 20000	273	3.89	416333	4163330	2.91
4	20001 - 30000	83	1.18	213767	2137670	1.49
5	30001 - 40000	47	0.67	170116	1701160	1.19
6	40001 - 50000	40	0.57	187900	1879000	1.31
7	50001 - 100000	61	0.87	444985	4449850	3.11
8	100001 & Above	65	0.93	11485555	114855550	80.21
	<b>Total:</b>	<b>7018</b>	<b>100</b>	<b>14318975</b>	<b>143189750</b>	<b>100</b>

**(XI) Statement Showing Shareholding Pattern as on 31.03.2015**

Category code	Category of Shareholder	Number of Share holders	Total Number of shares	Number of shares held in dematerialised form	Total shareholding as a percentage of total number of shares	
					As a Percent age of (A+B)	As a Percent age of (A+B+C)
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)
(A)	Shareholding of Promoter and Promoter Group					
1	Indian					
(a)	Individuals/Hindu Undivided Family	12	562520	473320	3.93	3.93
(c)	Bodies Corporate	6	5627395	1829910	39.30	39.30
(e-ii)	Trusts	3	10490	0	0.07	0.07
	<b>Sub Total (A)(1)</b>	<b>21</b>	<b>6200405</b>	<b>2303230</b>	<b>43.30</b>	<b>43.30</b>
2	Foreign					
(a)	Individuals (Non Resident Individuals/Foreign Individuals)	0	0	0	0	0
(b)	Bodies Corporate	1	120000	0	0.84	0.84
	<b>Sub Total (A)(2)</b>	<b>1</b>	<b>120000</b>	<b>0</b>	<b>0.84</b>	<b>0.84</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>22</b>	<b>6320405</b>	<b>2303230</b>	<b>44.14</b>	<b>44.14</b>
(B)	Public Shareholding					
1	Institutions					
(a)	Mutual Funds/UTI	3	45200	0	0.32	0.32
(b)	Financial Institutions/Banks	3	800	0	0.01	0.01
(c)	Central Government/State Government(s)	1	360	360	0	0
	<b>Sub Total (B)(1)</b>	<b>7</b>	<b>46360</b>	<b>360</b>	<b>0.32</b>	<b>0.32</b>
B2	Non-Institutions					
(a)	Bodies Corporate	121	3454391	3415269	24.12	24.12
(b)	Individuals					
(I)	Individual shareholders holding nominal share capital upto Rs.1 lakh	6780	2559455	1951700	17.87	17.87
(II)	Individual shareholders holding nominal share capital in excess of Rs.1 lakh	43	1827019	1814919	12.76	12.76
(d)	Any Others(Specify)					
(d-i)	Non Resident Individuals	21	42729	32729	0.3	0.3
(d-ii)	Overseas Corporate Bodies	5	50200	0	0.35	0.35
(d-v)	Clearing Members	19	18416	18416	0.13	0.13
	<b>Sub Total (B)(2)</b>	<b>6989</b>	<b>7952210</b>	<b>7233033</b>	<b>55.54</b>	<b>55.54</b>
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>6996</b>	<b>7998570</b>	<b>7233393</b>	<b>55.86</b>	<b>55.86</b>
	<b>Total (A)+(B)</b>	<b>7018</b>	<b>14318975</b>	<b>9536623</b>	<b>100</b>	<b>100</b>





**12. OTHER DISCLOSURES AS PER CLAUSE 49 OF THE LISTING AGREEMENT**

**i. Code of Conduct**

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

**Certificate of Code of Conduct for the year 2014-15**

CUBEX is committed for conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Company has adopted "Code of Conduct" which is applicable to all director, officers and employees.

I hereby certify that all the Board Members and Senior Management have affirmed the compliance with the Code of Conduct, under a certificate of Code of Conduct for the year 2014-15.

Hyderabad  
13.08.2015

P.R. Bhandari  
Managing Director

**i. Disclosure of Accounting Treatment**

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently. There have been no deviations from the treatment prescribed in the Accounting Standards notified under the provisions of the Companies Act, 2013.

**ii. Non executive directors' compensation and disclosures**

None of the Independent / Non-executive Directors has any pecuniary relationship or transactions with the Company which in the judgment of the Board may affect the independence of the Directors.

**iii. CEO/CFO Certification**

The CEO and CFO certification of the financial statements for the year 2014-15 is provided elsewhere in this Annual Report.

BY ORDER OF THE BOARD OF DIRECTORS  
**For CUBEX TUBINGS LIMITED**

PLACE : HYDERABAD  
DATE : 13-08-2015

P.R. BHANDARI  
Managing Director

VIRENDRA BHANDARI  
Executive Director

**SIVA PRASAD SARVA**  
Chief Financial Officer



**CERTIFICATE BY THE CHIEF EXECUTIVE OFFICER (CEO) AND THE CHIEF FINANCIAL OFFICER (CFO)**

We P.R. Bhandari, Managing Director and Siva Prasad Sarva CFO of M/s Cubex Tubings Limited certify:

1. That we have reviewed the financial statements and the cash flow statement for the year ended 31<sup>st</sup> March 2015 and to the best of our knowledge and belief;
  - These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
  - These statements present a true and fair view of the company's affair and are in compliance with the existing accounting standards, applicable laws and regulations.
2. That 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;
3. That we accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which we are aware and the steps that we have taken or purpose to take and rectify the identified deficiencies and;
4. That we have informed the auditors and the audit committee of:
  - a) Significant changes in the internal control during the year;
  - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c) There is no Instances of significant fraud of which we have become aware and the involvement of an employee having a significant role in the company's internal control system.

Place: Hyderabad  
Date: 13.08.2015

P.R Bhandari  
Managing Director

Siva Prasad Sarva  
Chief Financial Officer



**Certificate on compliance of Corporate Governance**

To

The Members,  
**Cubex Tubings Limited**  
Hyderabad

We have read the report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance condition of corporate governance of M/s **Cubex Tubings Limited** ("the company") for the year ended 31<sup>st</sup> March, 2015 as stipulated in clause 49 of the listing agreement of the said company with the Stock Exchanges.

The compliance of the conditions of the Corporate Governance is the responsibility of the management. Our examination, conducted in the manner described in the Guidance note on Certification of Corporate governance" issued by the Institute of Chartered Accountants of India was limited to procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of Corporate Governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the company.

In our opinion and to the best of our information and explanations given to us and on the basis of our examination described above, the company has complied with the conditions of Corporate Governance as stipulated in clause 49 the above mentioned Listing Agreement.

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

**FOR P. MURALI & CO.,**  
CHARTERED ACCOUNTANTS

PLACE : HYDERABAD  
DATE :13.08.2015

**P. MURALI MOHANA RAO**  
PARTNER

**INDEPENDENT AUDITORS' REPORT****To the Members of CUBEX TUBINGS LIMITED  
Report on the Financial Statements**

We have audited the accompanying financial statements of **M/s Cubex Tubings Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2015, its profit and its 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, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order , to the extent applicable.
2. As required by section 143(3) of the Act, we further report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
  - e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

For P. Murali & Co.  
Chartered Accountants  
Firm Registration No: 007257S

A.Krishna Rao  
Partner  
M.No. 020085

Place: Hyderabad  
Date: 29-05-2015

**Annexure referred to in paragraph 1 of Our Report of even date to the members of Cubex Tubings Ltd on the accounts of the company for the year ended 31st March, 2015 Under “Report on other Legal & Regulatory Requirements”**

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) Fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies between the book records and physical inventory have been noticed on such verification.
- ii. (a) The inventory has been physically verified during the year by the Management and in our opinion, the frequency of verification is reasonable.  
(b) In our opinion, the procedures of the physical verification of inventory followed by the Management is reasonable and adequate in relation to the size of the Company and the nature of its business.  
(c) In our opinion the Company is maintaining proper records of inventory and as explained to us, no material discrepancies were noticed on physical verification of stocks as compared to book records.
- iii. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013.
- iv. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, no major weakness in the aforesaid internal control system has been noticed or reported.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- vi. We have broadly verified the books of accounts and records maintained by the company relating to the manufacture of copper and copper alloy products pursuant to the order made by the Central Government for maintenance of cost records under sub-section (1) of Section 148 of the Act, 2013, and are of the opinion that , prima facie, the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records with a view to determine, whether they are accurate and complete.
- vii. (a) In our opinion the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India;  

There were no undisputed statutory dues in arrears as at 31<sup>st</sup> March 2015 for a period of more than 6 months from the date they became payable.

  
(b) According to the information and explanations given to us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.  
(c) There are no amounts that are due to be transferred to the Investors Education and protection Fund in accordance with the relevant provisions of the Companies Act, 1956 [1 of 1956] and rules made there under.
- viii. The Company does not have accumulated losses at the end of the financial year and the company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.



## CUBEX TUBINGS LIMITED

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- ix. In our opinion, and according to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institution/banks. The company has not issued any debentures.
- x. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from bank or financial institutions. Accordingly, the provisions of clause 3(x) of the Order are not applicable to the company.
- xi. The company has not taken any term loan during the year. Accordingly, the provisions of clause 3(xi) of the Order are not applicable to the company.
- xii. To the best of our knowledge and according to the information and explanations given to us, no material fraud on or by the company has been noticed or reported during the year.

For P. Murali & Co.,  
Chartered Accountants  
Firm Registration No 007257S

A.Krishna Rao  
Partner  
M.No. 020085

Place: Hyderabad  
Date: 29-05-2015

**Balance Sheet as at 31st March, 2015**

Particulars	Note No	As on 31-03-2015 Rupees	As on 31-03-2014 Rupees
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	142,601,299	142,601,299
(b) Reserves and Surplus	2	419,231,516	421,866,882
<b>(2) Non-Current Liabilities</b>			
(a) Long-Term Borrowings	3	41,874,410	45,115,857
(b) Deferred Tax Liabilities (Net)	4	9,259,140	7,979,484
<b>(3) Current Liabilities</b>			
(a) Short-Term Borrowings	5	-	4,458,893
(b) Trade Payables	6	33,244,077	20,118,925
(c) Other Current Liabilities	7	21,117,503	14,763,311
(d) Short-Term Provisions	8	4,474,744	4,563,024
<b>Total</b>		<b>671,802,689</b>	<b>661,467,675</b>
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets			
(i) <i>Tangible &amp; Intangible Assets</i>	9	201,544,523	221,097,390
(b) Long Term Loans and Advances	10	104,776,673	89,251,999
(c) Other Non Current assets	11	585,000	682,500
<b>(2) Current assets</b>			
(a) Inventories	12	72,049,349	75,149,422
(b) Trade Receivables	13	206,408,046	212,934,813
(c) Cash and Bank Balances	14	38,864,837	33,017,848
(d) Short-Term Loans and Advances	15	22,480,151	8,998,032
(e) Other Current Assets	16	25,094,109	20,335,670
<b>Total</b>		<b>671,802,689</b>	<b>661,467,675</b>

Significant Accounting Policies &  
The accompanying Notes are an Integral Part of the Financial Statements  
AS PER OUR REPORT OF EVEN DATE

**For P.Murali & Co.,**  
Chartered Accountants  
Firm Registration No: 007257S

A.Krishna Rao  
Partner  
Membership No. 020085

Place : Hyderabad  
Date : 29-05-2015

For and on behalf of the Board  
**For CUBEX TUBINGS LIMITED**

**P.R.Bhandari**      **Virendra Bhandari**  
Managing Director      Executive Director

**Siva Prasad Sarva**  
Chief Financial Officer



**Statement of Profit and Loss for the year ended 31st March, 2015**

<b>Particulars</b>	<b>Note No</b>	<b>Year Ended 31-03-2015 Rupees</b>	<b>Year Ended 31-03-2014 Rupees</b>
Revenue from Operations	17	558,745,492	437,280,184
Other Income	18	14,078,081	29,864,347
<b>Total Revenue</b>		<b>572,823,573</b>	<b>467,144,531</b>
Expenses:			
Cost of materials consumed	19	483,004,650	368,034,860
Change in Inventory (Finished goods & Work In Progress)	20	(3,514,319)	2,173,638
Employee Benefit Expenses	21	9,737,486	9,349,695
Other Operating Expenses	22	56,001,848	57,083,854
Administrative and Selling Expenses	23	6,469,359	6,961,761
Financial Costs	24	863,119	935,968
Depreciation	9	15,935,957	19,251,676
<b>Total Expenses</b>		<b>568,498,099</b>	<b>463,791,452</b>
Profit / (Loss) Before Tax		<b>4,325,474</b>	<b>3,353,079</b>
Tax Expense:			
(1) Current tax		1,133,232	638,929
(2) Deferred tax		1,279,656	1,181,464
Profit / (Loss) After Tax		<b>1,912,585</b>	<b>1,532,685</b>
Earning per equity share:			
(1) Basic & Diluted EPS Rs.		0.13	0.11

**Significant Accounting Policies &**

The accompanying Notes are an Integral Part of the Financial Statements  
AS PER OUR REPORT OF EVEN DATE

**For P.Murali & Co.,**  
Chartered Accountants  
Firm Registration No: 007257S

A.Krishna Rao  
Partner  
Membership No. 020085

Place : Hyderabad  
Date : 29-05-2015

For and on behalf of the Board  
**For CUBEX TUBINGS LIMITED**

**P.R.Bhandari**      **Virendra Bhandari**  
Managing Director      Executive Director

**Siva Prasad Sarva**  
Chief Financial Officer

**CASH FLOW STATEMENT OF THE YEAR ENDED 31-03-2015**

S.No.	PARTICULARS	Year Ended 31-03-2015	Year Ended 31-03-2014
<b>A)</b>	<b>CASH FLOW FROM OPERATION ACTIVITIES</b>		
	Net Profit Before Tax & Extraordinary Items	4,325,474	3,353,079
	ADJUSTMENTS FOR		
	Depreciation	15,935,957	19,251,676
	Interest Expenses	148,407	93,693
	Loss on Sale of Fixed Assets	182,246	513,720
	Profit on Sale of Fixed Assets	-	-
	Operating Profit before Working Capital Changes	20,592,084	23,212,168
	ADJUSTMENTS FOR		
	Trade Receivables	6,526,767	(49,343,725)
	Short term Loans and Advances	(13,482,119)	2,048,523
	Other Current Assets	(4,758,439)	(7,767,402)
	Inventories	3,100,073	5,846,087
	Trade Payables	13,125,152	(1,162,926)
	Other Current Liabilities	6,354,192	(513,352)
	Short-Term Borrowings	(4,458,893)	4,458,893
	Short Term Provisions	(1,221,512)	380,464
	<b>Net Cash flow from Operating Activities</b>	<b>25,777,304</b>	<b>(22,841,269)</b>
<b>B)</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of Fixed Assets	(1,360,048)	(7,344,854)
	Sale/Adjustment of Fixed Assets	246,763	8,564,346
	<b>Net Cash Used in Investment Activities</b>	<b>(1,113,285)</b>	<b>1,219,492</b>
<b>C)</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Proceeds from Share Capital	-	24,105,750
	Long Term Borrowings Taken/Repaid	(3,241,447)	(6,034,448)
	Securities Premium	-	12,052,875
	Long Term Loans and Advances	(15,524,674)	(2,441,138)
	Share Warrants money transfer to securities Premium	-	(10,221,125)
	Increase in Capital reserve	-	21,303,844
	Share Warrants Forfeiture and Paid	-	(21,928,875)
	Other Non Current Assets	97,500	97,500
	Interest & Finance Charges paid	(148,407)	(93,693)
	<b>Net Cash used in Financing Activities</b>	<b>(18,817,028)</b>	<b>16,840,690</b>
	<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS</b>	<b>5,846,991</b>	<b>(4,781,087)</b>
	Cash and Cash Equivalents (Opening Balance)	33,017,848	37,798,935
	Cash and Cash Equivalents (Closing Balance)	38,864,840	33,017,848

For and on behalf of the Board

**P.R.Bhandari**  
Managing Director**Virendra Bhandari**  
Executive DirectorPlace: Hyderabad  
Date: 29-05-2015**Siva Prasad Sarva**  
Chief Financial Officer**CERTIFICATE**To  
The Board of Directors  
M/s. Cubex Tubings Limited

We have examined the above cash flow statement of Cubex Tubings Limited for the year ended 31st, March, 2015. This has been prepared by the Company is based on and in agreement with the corresponding Profit &amp; Loss Account and Balance Sheet of the Company covered by our report of even date to the members of the Company.

**For P.Murali & Co.,**  
Chartered Accountants  
Firm Registration No: 007257SPlace: Hyderabad  
Date : 29-05-2015**A.Krishna Rao**  
Partner, M.No. 020085

**I. CORPORATE INFORMATION**

Cubex Tubings Limited (Company) was incorporated on August 10, 1979 under the laws of the republic of India and has its registered office at Secunderabad (Telangana). Company is a manufacturer of seamless solid drawn Tubes, Rods, Bus bars and Wires of copper and copper based alloys such as Cupronickel, admiralty Brass, Aluminum Brass etc. Copper because of its high electrical conductivity and heat transfer characteristics finds wide application in the form of Tubes, Rods, Strips and Wires. The user industries are Power plants, Power plants manufacturers, Switchgears, Refineries, Furnace manufacturers, Sugar plants, Automobile and Electrical Equipment industries.

**II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****BASIS OF PREPARATION:**

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"), as applicable. The financial statements have been prepared as a going concern on accrual basis under the historical cost convention. The Accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year except for change in the accounting policy for depreciation

**USE OF ESTIMATES:**

The preparation of financial statements in conformity with generally accepted accounting principles require the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the result of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Significant estimates used by the management in the preparation of these financial statements include estimates of the economic useful lives of fixed assets and provisions for bad and doubtful debts. Any revision to accounting estimates is recognized prospectively.

**a) Accounting Convention and Revenue Recognition:**

The Financial Statements have been prepared on a going concern basis in accordance with historical cost convention except for such fixed assets which are revalued.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from operations includes revenue from sale of products, services and other operating revenue. Revenue from sale of products is recognized when all the significant risks and rewards of ownership of products have been passed to the buyer, usually on delivery of the products. The revenue from sale of products is net of discounts, excise duty, value added taxes and sales tax.

Revenue is not recognized on the grounds of prudence, until realized in respect of liquidated damages, delayed payments as recovery of the amounts are not certain.

**b) CASH FLOW STATEMENT****i) Cash and Cash Equivalents (for the purpose of cash flow statement)**

Cash comprises Margin Money, Current Accounts with Banks and cash on hand. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**ii) Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**c) RETIREMENTS BENEFITS:**

Gratuity - No provision for gratuity has been made as no employees have put in qualifying period of service for entitlement of this benefit.



Provident Fund – the company makes monthly contribution to the Employees Provident Fund and Pension Fund under the provisions of Employees Provident Fund and Miscellaneous Provisions Act, 1952.

**d) FIXED ASSETS:**

Fixed Assets are stated at cost of acquisition and subsequent improvements thereto, inclusive of taxes, freight, and other incidental expenses related to acquisition, improvements and installation, except in case of revaluation of Fixed Assets where it is stated at revalued amount, as contained in **AS-10**.

**e) DEPRECIATION:**

Depreciation on Fixed Assets is provided on straight-line method as per the useful life specified in Schedule II of the Companies Act, 2013. This is in accordance with the **AS-6** and there is no change in the method of Depreciation during the year.

**f) TRANSACTIONS IN FOREIGN EXCHANGE:**

Sales / Purchases and revenue incomes / expenses in foreign currency are booked at the exchange rate prevailing on the date of transaction. Gain / Loss arising out of fluctuations in exchange based on the rate on date of realization is accounted for in the Profit and Loss Account as per **AS-11**.

**g) BORROWING COST:**

Borrowing cost relating to acquisition/ construction of qualifying assets are capitalized until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use/sale. Borrowing costs that are attributable to the projects are charged to the respective projects. All other borrowing costs, not eligible for inventorisation/capitalisation, are charged to revenue.

**h) INVENTORIES:**

Materials, stores & spares, tools and consumable are valued at cost or market value, whichever is lower on the basis of first in first out method reflecting the fairest possible approximation to the cost incurred in bringing the items of inventory to their present location and condition.

**i) TAXES ON INCOME:**

- a) Provision for tax for the year comprises current Income Tax and Deferred Tax and is provided as per the Income Tax Act, 1961.
- b) Deferred tax resulting from timing differences between the book and the tax profits is accounted for, at the current rate of tax, to the extent that the timing differences are expected to crystallize. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future; however where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets/liabilities are reviewed as at each balance sheet date.

**j) EARNINGS PER SHARE:**

The earnings considered in ascertaining the Earning per Share comprise of Net Profit after Tax. The number of shares used in computing Basic Earnings per Share is the Weighted Average number of shares outstanding during the year, as per **AS-20**.

**k) IMPAIRMENT OF FIXED ASSETS:**

Management periodically assesses using external and internal sources whether there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sale price or present value as determined above.

**l) RELATED PARTY DISCLOSURES :**

The Company furnishes the Disclosure of transactions with related parties, as required by Accounting Standard 18 "Related Party Disclosure" as specified in the Companies (Accounting Standard) Rules, 2006. Related parties as defined under clause 3 of the Accounting Standard 18 have been identified on the basis of representation made by the management and information available with the company.


**Notes to Financial Statements for the year ended March 31, 2015**
**NOTE NO. 1 : SHARE CAPITAL**

S.No.	Particulars	As on 31-03-2015 Rupees	As on 31-03-2014 Rupees
I	Equity Share Capital		
	(a) Authorised		
	( No. of Shares 25000000 - Current Year )	<b>250,000,000</b>	
	( No. of Shares 25000000 - Previous Year )	-	<b>250,000,000</b>
	(b) Issued		
	( No. of Shares 14318975 - Current Year )	143,189,750	-
	( No. of Shares 14318975 - Previous Year )	-	143,189,750
	(c) Subscribed & Fully Paid Up		
	( No. of Shares 14318975 - Current Year )	143,189,750	-
	( No. of Shares 14318975 - Previous Year )	-	143,189,750
	(d) Calls Unpaid by others	588,451	588,451
	(e) Par Value per share Rs. 10/-		
	<b>Total Equity Share capital</b>	<b>142,601,299</b>	<b>142,601,299</b>
II	<b>A Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period: Equity Shares of Rs.10/- Each, Fully paid up</b>	<b>No.Of Shares</b>	
	At the Beginning	14,318,975	11,908,400
	Issued during the year - Cash Issue	-	2,410,575
	At the end	14,318,975	14,318,975
III	<b>Details of Shareholder holding more than 5% shares of the company: Equity Shares of Rs.10/- each Held By</b>	<b>% of Share Holding</b>	
	Cubex Securities Ltd -No. Of Shares (C.Y ) 1861777, ( P.Y) 1861777,	13.00%	13.00%
	Nadol Trading Pvt Ltd -No. Of Shares (C.Y ) 2125000, ( P.Y) 2125000,	14.84%	14.84%
	Mavv Trading Pvt Ltd -No. Of Shares (C.Y ) 1625000, ( P.Y) 1625000,	11.35%	11.35%
	Swarnim Avenues Pvt Ltd -No. Of Shares (C.Y ) 2000000, ( P.Y) 2000000,	13.97%	13.97%
	Enspire Institute of Prof. Studies -No. Of Shares (C.Y ) 1150000, ( P.Y) 1150000,	8.03%	8.03%

**NOTE NO. 2 : RESERVES AND SURPLUS**

S.No.	Particulars	As on 31-03-2015 Rupees	As on 31-03-2014 Rupees
I	<b>RESERVES AND SURPLUS</b>		
	a) Subsidy	1,309,890	1,309,890
	b) Capital Reserve	24,439,844	24,439,844
	c) Securities Premium	225,918,281	225,918,281
	d) Revenue Reserves	2,277,766	2,277,766
	e) Investment Allowance Reserve	660,700	660,700
	f) Surplus :		
	Opening Balance - Profit and Loss Account	167,260,401	165,727,716
	Add: Transfer from Profit & Loss Account	1,912,585	1,532,685
	Less : Amount transferred to retained earnings pursuant to Schedule II of Companies Act 2013 (Refer Note No. 30(A))	4,547,952	-
		<b>164,625,035</b>	<b>167,260,401</b>
	<b>Total Reserves and Surplus</b>	<b>419,231,516</b>	<b>421,866,882</b>


**CUBEX TUBINGS LIMITED**
**NOTE NO. 3 : LONG TERM BORROWINGS**

S.No.	Particulars	As on 31-03-2015 Rupees	As on 31-03-2014 Rupees
I	Long Term Borrowings		
	i) Secured Loans		
	a) Vehicle Finance from Banks	-	655,649
	b) Vehicle Finance from Kotak Mahindra Prime Limited	2,821,260	-
	<b>Notes:</b>		
	1) <b>Primary Security:</b> Hypothecation of Vehicles of the company. (i.e. Toyota Fortuner, Renault Duster, Tata Indica V2)		
	2) <b>Personal Guarantee:</b> Vehicle Finance is secured by Personal Guarantee of the promoter i.e., 1) Pusha Raj Bhandari		
	ii) Deferred Payment Liabilities		
	Sales Tax Deferment	39,053,150	44,460,208
	<b>Total Long Term Borrowings</b>	<b>41,874,410</b>	<b>45,115,857</b>

**NOTE NO. 4 : DEFERRED TAX LIABILITY ( NET )**

S.No.	Particulars	As on 31-03-2015 Rupees	As on 31-03-2014 Rupees
I	Opening Deferred tax Liability	7,979,484	6,798,019
	Add: Deferred Tax Liability for the year ( Due to SLM and WDV Difference )	1,279,656	1,181,464
	<b>Deferred Tax Liability/ ( Asset ) - Net</b>	<b>9,259,140</b>	<b>7,979,484</b>

**NOTE NO. 5 : SHORT TERM BORROWINGS**

S.No.	Particulars	As on 31-03-2015 Rupees	As on 31-03-2014 Rupees
I	<b>Short term Borrowings</b>		
	<b>a) Cash Credits from Banks</b>		
	- Secured		
	Cash Credit taken from HDFC Bank Limited	-	4,458,893
	<b>Notes:</b>		
	1) <b>Primary Security:</b> Hypothecation of current assets of the company.		
	2) <b>Collateral Security:</b> Company's Factory Land & Buildings Situated at Door No. 13-159, Syno 482 & 464, Venkateswara Colony, Patancheru Village, Sangareddy Medak District.		
	3) <b>Personal Guarantee:</b> Cash Credit is secured by Personal Guarantee of the promoters i.e., 1) Pusha Raj Bhandari and 2) Virendra Bhandari.		
	4) <b>Corporate Guarantee:</b> Cash Credit is secured by Corporate Guarantee of 1) M/s. Cubex Securities Limited,		
	2) M/s. Nadol Trading Pvt Ltd, 3) M/s. Mavv Trading Pvt Ltd.		
	5) The Interest Rate for the above cash credit is Base Rate + 2.90%.		
	<b>Total Short Term Borrowings</b>	<b>-</b>	<b>4,458,893</b>

**CUBEX TUBINGS LIMITED****NOTE NO. 6 : TRADE PAYABLES**

S. No.	Particulars	As on 31-03-2015 Rupees	As on 31-03-2014 Rupees
I	a) Trade Payables	33,244,077	20,118,925
	<b>Total Trade Payables</b>	<b>33,244,077</b>	<b>20,118,925</b>

**NOTE NO. 7 : OTHER CURRENT LIABILITES**

S.No.	Particulars	As on 31-03-2015 Rupees	As on 31-03-2014 Rupees
	a) Current maturities of Long Term Debt - Sales Tax Deferment	5,407,058	5,440,016
	b) Current maturities of Long Term Debt - Vehicle Finance	4,244,627	-
	c) Creditors for Capital Goods	5,194,121	5,997,557
	d) Creditors for Expenses	6,271,697	3,325,738
	<b>Total Other Current Liabilities</b>	<b>21,117,503</b>	<b>14,763,311</b>

**NOTE NO. 8 : SHORT TERM PROVISIONS**

S.No.	Particulars	As on 31-03-2015 Rupees	As on 31-03-2014 Rupees
	a) Provisions for employee benefits		
	PF Payable	126,255	105,849
	ESI Payable	35,540	27,070
	Salaries Payable	616,581	474,286
	b) Others		
	Provision for Expenses	2,824,055	3,270,468
	TDS Payable	47,044	45,822
	Profession tax Payable	1,050	600
	Provision for Income Tax	824,219	638,929
	<b>Total Short Term Provisions</b>	<b>4,474,744</b>	<b>4,563,024</b>

**NOTE NO 9 : TANGIBLE & INTANGIBLE ASSETS AS AT 31-03-2015**

S.No	Particulars	Gross Block As on 01.04.2014	Additions during the year	Deletions during the year	Gross Block As on 31.03.2015	Depreciation upto 01.04.02014	Transferred to retained Earnings	Depreciation during the year	Deletions during the year	Total Depreciation As on 31.03.2015	Net Block As on 31.03.2015	Net Block As on 31.03.2014
1	Land	1,665,670	-	-	1,665,670	-	-	-	-	-	1,665,670	1,665,670
2	Building	30,820,596	69,500	-	30,890,096	11,849,045	-	704,255	-	12,553,300	18,336,796	18,971,551
3	Electrical Installation	16,457,700	-	-	16,457,700	5,379,735	695,804	2,146,757	-	8,222,296	8,235,404	11,077,965
4	Plant & Machinery - I	203,770,334	71,400	-	203,841,734	117,540,821	2,660,591	6,777,574	-	126,978,985	76,862,749	86,229,513
5	Plant & Machinery - II	95,296,909	-	-	95,296,909	15,222,772	-	2,820,717	-	18,043,489	77,253,420	80,074,137
6	Furniture & Office Eqpt.	3,225,218	-	-	3,225,218	2,804,817	-	117,797	-	2,922,614	302,604	420,401
7	Furnace	16,490,864	739,500	-	17,230,364	5,456,422	-	891,603	-	6,348,025	10,882,339	11,034,442
8	Lab Equipment	4,307,042	-	-	4,307,042	1,976,894	243,650	583,956	-	2,804,500	1,502,542	2,330,148
9	Water Cool moulds	6,628,732	-	-	6,628,732	1,968,645	841,197	913,459	-	3,723,302	2,905,430	4,660,087
10	Weight Equipment	111,931	-	-	111,931	87,140	19,194	-	-	106,334	5,597	24,791
11	Bore well	131,760	-	-	131,760	73,501	51,670	-	-	125,171	6,589	58,259
12	Vehicles	8,829,712	471,240	633,118	8,667,834	6,772,860	-	709,390	204,109	7,278,140	1,389,694	2,056,852
13	Scooter & Mopeds	637,431	-	-	637,431	612,205	-	2,688	-	614,893	22,538	25,226
14	Generators	3,267,653	-	-	3,267,653	894,459	-	235,296	-	1,129,755	2,137,898	2,373,194
15	Computers	1,123,747	8,408	-	1,132,155	1,104,072	-	14,015	-	1,118,087	14,068	19,675
16	Telephones	423,694	-	-	423,694	348,213	35,846	18,450	-	402,509	21,185	75,481
	<b>Intangible Fixed Assets</b>	-	-	-	-	-	-	-	-	-	-	-
	<b>Capital Work In Progress</b>	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>393,188,993</b>	<b>1,360,048</b>	<b>633,118</b>	<b>393,915,923</b>	<b>172,091,600</b>	<b>4,547,952</b>	<b>15,935,957</b>	<b>204,109</b>	<b>192,371,400</b>	<b>201,544,523</b>	<b>221,097,393</b>
	<b>Previous Year's</b>	<b>403,267,139</b>	<b>7,344,854</b>	<b>17,423,000</b>	<b>393,188,993</b>	<b>161,184,860</b>	<b>-</b>	<b>19,251,676</b>	<b>8,344,934</b>	<b>172,091,602</b>	<b>221,097,390</b>	<b>242,082,278</b>



**NOTE NO. 10 : LONG TERM LOANS AND ADVANCES**

S.No.	Particulars	As on 31-03-2015 Rupees	As on 31-03-2014 Rupees
I	a) Security Deposits Secured, Considered Good	21,160,659	20,692,428
	b) Loans and Advances to Others Unsecured, Considered Good	83,616,014	68,559,571
	<b>Total Long Term Loans and Advances</b>	<b>104,776,673</b>	<b>89,251,999</b>

**NOTE NO. 11 : OTHER NON CURRENT ASSETS**

S.No.	Particulars	As on 31-03-2015 Rupees	As on 31-03-2014 Rupees
I	Unamortised Expenditure	585,000	682,500
	<b>Total Other Non Current Assets</b>	<b>585,000</b>	<b>682,500</b>

**NOTE NO. 12 : INVENTORIES**

S.No.	Particulars	As on 31-03-2015 Rupees	As on 31-03-2014 Rupees
I	a) Raw materials	-	-
	b) Work - in - progress	65,278,250	61,763,932
	c) Finished goods	-	-
	d) Consumables, Stores and spares	6,771,099	13,385,491
	<b>Total Inventories</b>	<b>72,049,349</b>	<b>75,149,422</b>

**NOTE NO. 13 : TRADE RECEIVABLES**

S.No.	Particulars	As on 31-03-2015 Rupees	As on 31-03-2014 Rupees
I	<b>Outstanding for a period exceeding six months from the date they are due for payment</b> Unsecured, Considered Good	66,670,410	88,757,178
	<b>Other Receivables:</b> Unsecured, Considered Good	139,737,636	124,177,635
	<b>Total Trade Receivables</b>	<b>206,408,046</b>	<b>212,934,813</b>

**CUBEX TUBINGS LIMITED****NOTE NO. 14 : CASH AND BANK BALANCES**

S.No.	Particulars	As on 31-03-2015 Rupees	As on 31-03-2014 Rupees
I	Cash and Cash Equivalents :		
	a) Balances with banks :		
	1) On Current Accounts	7,655,245	1,302,089
	2) Margin Money	30,672,869	30,637,006
	b) Cash on Hand	536,723	1,078,753
	<b>Total Cash and Cash Equivalents</b>	<b>38,864,837</b>	<b>33,017,848</b>

**NOTE NO. 15 : SHORT TERM LOANS AND ADVANCES**

S.No.	Particulars	As on 31-03-2015 Rupees	As on 31-03-2014 Rupees
I	Short - term Loans and Advances:		
	a) Advances Recoverable in Cash or in Kind Unsecured, Considered Good		
	i) Advances to Suppliers	16,053,911	2,845,682
	ii) Advances to Staff	62,200	102,213
	iii) Other Advances	2,695,400	4,136,730
	b) Security Deposit with Customers	3,668,640	1,913,407
	<b>Total Short Term Loans and Advances</b>	<b>22,480,151</b>	<b>8,998,032</b>

**NOTE NO. 16 : OTHER CURRENT ASSETS**

S.No.	Particulars	As on 31-03-2015 Rupees	As on 31-03-2014 Rupees
I	a) Cenvat Credit (Including of Capital Goods & PLA Amount)	15,126,827	9,046,665
	b) Advance Income Tax (Includes TDS Receivable)	2,329,445	2,039,559
	c) VAT Receivable	3,015,086	5,322,118
	d) Customs Duty Receivable	127,229	127,229
	e) Interest Accrued	4,495,522	3,800,099
	<b>Total Other Current Assets</b>	<b>25,094,109</b>	<b>20,335,670</b>

**NOTE NO. 17 : REVENUE FROM OPERATIONS**

S.No.	Particulars	Year Ended 31-03-2015 Rupees	Year Ended 31-03-2014 Rupees
I	Revenue from operations		
	(a) Sale of Products		
	(i) Copper and Copper Alloys Products	603,202,569	478,433,813
	(b) Job Work Charges	26,620,238	11,642,535
		629,822,807	490,076,348
	Less: Excise Duties & Service Tax Collected	53,671,422	40,501,646
	VAT & CST Collected	17,405,893	12,294,518
	<b>Total Revenue from Operations</b>	<b>558,745,492</b>	<b>437,280,184</b>

**CUBEX TUBINGS LIMITED****NOTE NO. 18 : OTHER INCOME**

S.No.	Particulars	Year Ended 31-03-2015 Rupees	Year Ended 31-03-2014 Rupees
I	(a) Interest Income	13,217,194	13,272,128
	(b) Forfeiture of Advances	-	10,000,000
	(c) Profit on Sale of Assets	-	22,990
	(d) Foreign Exchange Fluctuation Gain	-	6,380,330
	(e) Misc. Income	860,887	188,900
	<b>Total Other Income</b>	<b>14,078,081</b>	<b>29,864,347</b>

**NOTE NO. 19 : COST OF MATERIALS CONSUMED**

S. No.	Particulars	Year Ended 31-03-2015 Rupees	Year Ended 31-03-2014 Rupees
I	Opening Stock of Raw Materials (Copper, Nickel, Zinc and Brass)	-	1,689,975
	Add : Purchases During the year	483,004,650	366,344,885
	Less: Closing Stock of Raw material	-	-
	<b>Total Cost Of Material Consumed</b>	<b>483,004,650</b>	<b>368,034,860</b>

**NOTE NO. 20 : CHANGE IN INVENTORIES & WIP.**

S.No.	Particulars	Year Ended 31-03-2015 Rupees	Year Ended 31-03-2014 Rupees
I	<b>Finished Goods</b>		
	Finished goods at the beginning of the year	-	-
	Less : Finished goods at the end of the year	-	-
	<b>Sub Total (A)</b>	-	-
	<b>Work in Progress</b>		
	Work in progress at the beginning of the year	61,763,932	63,937,570
	Less : Work in progress at the end of the year	65,278,250	61,763,932
	<b>Sub Total (B)</b>	(3,514,319)	2,173,638
	<b>(Increase) / Decrease in Inventories (A+B)</b>	<b>(3,514,319)</b>	<b>2,173,638</b>

**NOTE NO. 21 : EMPLOYEE BENEFIT EXPENSES**

S.No.	Particulars	Year Ended 31-03-2015 Rupees	Year Ended 31-03-2014 Rupees
I	(a) Salaries & Wages	8,586,188	8,086,694
	(b) Contribution to Provident & Other Funds	982,110	859,517
	(c) Staff Welfare Expenses	169,188	403,484
	<b>Total Employee Benefit Expenses</b>	<b>9,737,486</b>	<b>9,349,695</b>

**CUBEX TUBINGS LIMITED****NOTE NO. 22 : OTHER OPERATING EXPENSES**

S.No.	Particulars	Year Ended 31-03-2015 Rupees	Year Ended 31-03-2014 Rupees
I	(a) Consumption of Stores & Spares	20,313,296	16,360,044
	(b) Power & Fuel	28,424,865	30,686,309
	(c) Repairs to Machinery	857,677	852,053
	(d) Insurance	442,795	565,373
	(e) Rates & Taxes (excluding Income Tax)	787,558	1,020,795
	(f) Clearing and Forwarding Charges	3,481,217	3,278,417
	(g) Other Manufacturing Expenditure	1,305,560	2,087,950
	(h) Net loss on Sale of Assets	182,246	513,720
	(i) Income Tax	-	1,621,692
	(j) Miscellaneous Expenses W/o.	97,500	97,500
	(k) Foreign Exchange Loss	109,133	-
	<b>Total Other Operating Expenses</b>	<b>56,001,848</b>	<b>57,083,854</b>

**NOTE NO. 23 : ADMINISTRATIVE AND SELLING EXPENSES**

S.No.	Particulars	Year Ended 31-03-2015 Rupees	Year Ended 31-03-2014 Rupees
I	(a) Telephone, Postage and Others	368,336	226,135
	(b) Advertisement and Publicity	122,834	94,527
	(c) Sales Commission	1,050,000	1,355,000
	(d) Discount Allowed	-	1,071,378
	(e) Freight Outward	1,342,209	840,829
	(f) Travelling & Conveyance	129,006	162,615
	(g) Office Maintenance	36,709	84,291
	(h) Printing & Stationery Expenses	130,287	65,709
	(i) Security Charges	519,550	499,472
	(j) Rates & Taxes (excluding Income Tax)	2,500	88,708
	(k) Managerial Remuneration	1,080,000	1,080,000
	(l) Office Rent & Others	520,224	486,720
	(m) General Expenses	650,011	485,686
	(n) Interest on Late payment of Taxes	290	2,535
	(o) Vehicle Maintenance	203,019	136,757
	(p) Professional and Annual Fee Etc.,	218,204	225,219
	(q) Donations	40,000	-
	(r) Payment to Auditors:		
	(i) As Auditor	33,708	33,708
	(ii) For Taxation Matters	22,472	22,472
	<b>Total Administrative and Selling Expenses</b>	<b>6,469,359</b>	<b>6,961,761</b>

**NOTE NO. 24 : FINANCE COST**

S.No.	Particulars	Year Ended 31-03-2015 Rupees	Year Ended 31-03-2014 Rupees
I	(a) Interest Expenses		
	- Interest on Vehicle Finance	148,407	93,693
	- Loan processing Charges & Bank Charges	714,711	842,275
	<b>Total Finance Cost</b>	<b>863,119</b>	<b>935,968</b>

**NOTES TO FINANCIAL STATEMENTS**
**25. Detailed information regarding quantitative particulars under Part II of schedule III to the Companies Act, 2013:**

i) Quantitative information with regard to Licensed Capacity and &amp; Installed Capacity per annum.

Particulars	Year ended 31-03-2015		Year ended 31-03-2014	
	Quantity ( MT )	Amount (Rs.)	Quantity ( MT )	Amount (Rs.)
a) Turnover	971.00	53,21,25,254	725.07	42,56,37,649
b) Details of Raw Material consumed				
i) Copper & Copper Alloys and Other items	1089.00	48,30,04,650	830.38	368,034,860
c) Capacity & Production				
i) Installed Capacity	2800	NIL	2800	NIL
ii) Actual Production	971.00	-	725.07	-

**26. Related Party Disclosures:**

Particulars of Related Parties:

Name of the Related Party	Nature of Relationship
Mr. P.R.Bhandari	Managing Director
Mr. Virendra Bhandari	Executive Director
Dr. Trilok Singh	Director
Mr. Mahendra Ranka	Director
Mr. Sandeep Kumar	Director
Mr. Y. Narasimha Murthy	Director
Mrs. Veena Bhandari	Additional Director

**Transactions with related parties during the year (Director Remuneration):**

Name of the Party	Nature of Relationship	Nature of Transaction	2014-15 (Rs.)	2013-14 (Rs.)
Mr. P.R.Bhandari	Managing Director & CEO	Remuneration	600,000	600,000
Mr. Virendra Bhandari	Executive Director	Remuneration	480,000	480,000

**27. Contingent Liabilities: (Rs.)**

		As at 31-03-2015	As at 31-03-2014
Bank Guarantee(Performance of Product & towardsThe Security)	State Bank of Hyderabad, Axis Bank, & HDFC Bank	3,06,72,869	30,073,024

**28. Foreign Exchange Earnings and Outflow:**

ParticularsYear 2014-15 Year 2013 –14

	Amount in Foreign	Amount in Rupees Currency	Amount in Foreign Currency	Amount in Rupees
<b>EARNINGS</b>				
On Export of Goods	\$1,334,738	Rs. 80,257,692	\$ 938,367	Rs. 55,245,571
<b>OUTFLOW</b>				
Raw Materials / Equipment	\$ 56,333	Rs. 3,517,482	\$ 17,940	Rs. 991,996

**29. Earnings per Share:**

Particulars	Year 2014-15	Year 2013 -14
Net profit after tax (Rs.)	1,912,585	1,532,685
Weighted Average Numbers of shares	14,318,975	14,087,824
Basic EPS (Rs.)	0.13	0.11
Diluted EPS (Rs.)	0.13	0.11

**30. Depreciation on Fixed Assets**

A) In accordance with provisions of Schedule II of Companies Act,2013,in case of fixed assets which have completed the useful life as at 31st march 2014,the carrying value as on 1.04.2014 amounting to Rs 45,47,952/- has been recognized in the Retained earnings as a transitional provision.

Further in case of assets acquired prior to 1st April, 2014, the carrying value of assets is depreciated over the remaining useful life as specified in the companies Act, 2013 effective 1st April, 2014.

B) Consequent to the implementation of the provisions of the Schedule II of the Companies Act, 2013, the depreciation expenses for the year decreased by Rs. 26,77,564/-

31. Segment wise information is not furnished as the company operates in only one segment viz. Copper & Copper Alloy Products.
32. Closing Balances of Debtors / Creditors / Loans & Advances are subjected to confirmation from the Parties.
33. The Company has availed total amount of Rs.56,707,740/- towards the sales Tax deferment, which has been sanctioned to the company, of which fourth annual instalment of Rs.5,440,016 has been repaid during this Financial Year.
34. There are no dues to SSI Units outstanding for more than 45 days.
35. Previous year's figures have been regrouped wherever necessary.
36. The Figures have been rounded off to the nearest rupee.

Signature to notes Sl. No. 1 to 36

As Per our Report of Even Date  
**For P. Murali & Co.,**  
 Chartered Accountants  
 FR NO. 007257S

**A.Krishna Rao**  
 Partner  
 M No. 020085

Place: Hyderabad  
 Date: 29-05-2015

For And on Behalf of The Board  
**For Cubex Tubings Limited**

**P. R. Bhandari**      **Virendra Bhandari**  
 Managing Director      Executive Director

**Siva Prasad Sarva**  
 Chief Financial Officer



**CUBEX TUBINGS LIMITED**

1-7-27 to 34, Shyam Towers, S.D.Road, Secunderabad - 500 003.

**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** : **L27109TG1979PLC002504**

**Name of the company** : **CUBEX TUBINGS LTD**

**Registered office** : 1-7-27 to 34, Shyam Towers, S.D.Road, Secunderabad - 500 003, Telangana, India

<b>Name of the member (s):</b>	
<b>Registered address:</b>	
<b>E-mail Id:</b>	
<b>Folio No/ Client Id:</b>	
<b>DP ID:</b>	

I/We, being Member /Members of Cubex Tubings Limited hereby appoint

- |                               |                               |                               |
|-------------------------------|-------------------------------|-------------------------------|
| 1. Name: .....                | 2. Name: .....                | 3. Name: .....                |
| Address: .....                | Address: .....                | Address: .....                |
| .....                         | .....                         | .....                         |
| E-Mail ID.....                | E-Mail ID.....                | E-Mail ID.....                |
| Signature..... Or failing him | Signature..... Or failing him | Signature..... Or failing him |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36<sup>th</sup> Annual general meeting of the company, to be held on the Tuesday, 29<sup>th</sup> Day of September 2015, at 10.30 a.m. at Hotel Raj Comfort Inn, Near Paradise, Opposite HDFC Bank, Secunderabad-500 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
<b>Ordinary Business</b>	
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015 the Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon
2.	To appoint a Director in place of Mr. Virendra Bhandari who retires by rotation and being eligible offers himself for reappointment
3.	To appoint M/s. P. Murali & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company until the conclusion of the 37 <sup>th</sup> Annual General Meeting to be held in the year 2016 and fix their remuneration
<b>Special Business</b>	
4.	To appoint Mrs. Veena Bhandari as Director of the Company
5.	To appoint Mrs. Veena Bhandari as Director – Admin of the Company
6.	To Increase in the remuneration of Sri. P R Bhandari
7.	To Increase in the remuneration of Sri. Virendra Bhandari
8.	To appoint Sri. Sandeep Kumar as Independent Director of the Company for a period of Five years

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015



Signature of Shareholder \_\_\_\_\_ Signature of Proxy holder (s) \_\_\_\_\_

**Note:**

- a. Proxy need not be a member of the Company.
- b. The Proxy Form duly filled in and signed by the Member(s) across the revenue stamp should reach the Company's Registered Office at least 48 hours before the commencement of the meeting.
- c. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.



**CUBEX TUBINGS LIMITED**

1-7-27 to 34, Shyam Towers, S.D.Road, Secunderabad - 500 003.

**36<sup>th</sup> Annual General Meeting – Tuesday – 29<sup>th</sup> September 2015**

***Attendance Slip***

**Folio no. / DPID and Client ID no:**

**No. of shares**

Name and address of First/sole shareholder:

I, hereby record my presence at the 36<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, September 29 2015 at 10.30 a.m. at Hotel Raj Comfort Inn, Near Paradise, Opposite HDFC Bank, Secunderabad-500 003.

Name of the Member/Proxy  
(Block Letters)

Signature of the Member/Proxy

**Notes:**

- a. Only Member/Proxy can attend the Meeting. No minors would be allowed at the Meeting.**
- b. Member/Proxy who wish to attend the Meeting must bring this attendance slip to the Meeting and hand over at the entrance duly filled in and signed.**
- c. Member/Proxy should bring his/her copy of the Annual Report for reference at the Meeting.**



**REGD.POST/COURIER**

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**CUBEX TUBINGS LIMITED**

Regd. Office : 1-7-27 to 34, Shyam Towers, S.D.Road,  
Secunderabad - 500 003, Telangana, India