

Annual Report

Book Post

2012 - 2013



PREMIER PIPES LIMITED

(Formerly Known as QST Limited)

PREMIER PIPES LIMITED

**ANNUAL REPORT
2012-2013**

BOARD OF DIRECTORS:

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

BANKERS:

State Bank of India
Kotak Mahindra Bank Ltd.

AUDITORS:

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

COMPANY SECRETARY:

Mr. Vaibhav Shukla

REGISTRAR AND SHARE

TRANSFER AGENT:

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

CORPORATE LAW ADVISORS:

K. N. Shridhar & Associates
Company Secretaries
Kanpur

REGISTERED OFFICE:

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

WORKS:

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

PREMIER PIPES LIMITED
ANNUAL REPORT
2012-2013

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38th Annual General Meeting

Saturday 28th Day of September 2013 at 12.30 P.M. at Som Biz-Ness Xqure, 4th Floor, 1-The Mall, Kanpur

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

Notice :

Notice is hereby given that the THIRTY EIGHTH Annual General Meeting of the members of **PREMIER PIPES LIMITED** will be held on Saturday the 28th Day of September, 2013 at 12.30 P.M. at the Registered office of the Company at Som Biz - Ness Xqure, 4th Floor, 1-The Mall, Kanpur - 208 001 to transact the following business :-

ORDINARY BUSINESS :

- 1 To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Profit & Loss Account for the year ended on that date together with the reports of the Directors and the Auditors thereon.
- 2 To appoint a Director in place of Mr. Satya Narayan Dubey who retires by rotation and being eligible, offers himself for re-appointment.
- 3 To appoint a Director in place of Mr. Shyam Babu Gupta who retires by rotation and being eligible, offers himself for re-appointment.
- 4 To appoint a Director in place of Mr. Ajay Kumar Jain who retires by rotation and being eligible, offers himself for re-appointment.
- 5 To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS :

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

"RESOLVED THAT Subject to the approval of the members and pursuant to the provisions of section 198, 269, 309, 310 and 311 read with Schedule XIII of the Companies Act 1956 and pursuant to Articles of Association of the Company and other applicable provisions, if any, of the Companies Act 1956 (Including any statutory modification or re-enactment thereof for the time being in force) consent of the Company be and is hereby given to the re-appointment of Mr. Ajay Kumar Jain as Managing Director of the Company on remuneration in a scale of 80,000-10,000-1,00,000/- p.m. as approved by remuneration committee for a period of three years effective from 1st August 2013.

"RESOLVED FURTHER THAT In case of inadequate profit or no profit in any financial year, Mr. Ajay Kumar Jain will be entitled to the aforesaid remuneration as minimum remuneration.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, things and take 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 modification(s), the following resolution, as an Ordinary Resolution:

"RESOLVED THAT Subject to the approval of the members and pursuant to the provisions of section 198, 269, 309, 310 and 311 read with Schedule XIII of the Companies Act, 1956 and pursuant to Articles of Association of the Company and other applicable provisions, if any, of the Companies Act, 1956 (Including any statutory

modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby given to the re-appointment of Mr. Vinay Kumar Jain as Whole Time Director of the Company on remuneration in a scale of 80,000-10,000-1,00,000/- p.m. as approved by the remuneration committee for a period of three years effective from 1st August 2013.

RESOLVED FURTHER THAT In case of inadequate profit or no profit in any financial year, Mr. Vinay Kumar Jain will be entitled to the aforesaid remuneration as minimum remuneration.

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

By Order of the Board of Directors
For PREMIER PIPES LIMITED

Place : Kanpur
Date : 12.08.2013

Vaibhav Shukla
Company Secretary

Notes :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members desirous of any information on the accounts are requested to send their queries atleast ten days before the meeting to enable the management to keep the information ready.
3. The Register of Member and Share Transfer Books of the Company shall remain closed from Monday to 23.09.2013 to Saturday 28.09.2013 (both days inclusive).
4. An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business under Item No. 6 and Item No. 7 as set out above is annexed hereto.
5. Members who have multiple folios with identical order of names are requested to intimate to the Company those folios to enable the Company to consolidate all shareholdings into one folio.
6. In case of physical transfer or transmission of shares, copy of PAN Card of the transferee is mandatory.
7. Members are requested to notify changes in their address quoting their Registered Folio Nos. to the Company or its RTA.
8. As per the provisions of the Companies Act, 1956, facility for making nomination is available to the Shareholders in respect of shares held by them. The nomination can be made by filing the prescribed Form No. 9B. Nomination forms may also be requisitioned from the Company.
9. The addresses of Stock Exchanges where Company's Shares are listed are:
 1. The U.P. Stock Exchange Association Ltd. Padam Tower, 14/113, Civil Lines, Kanpur.
 2. Bombay Stock Exchange, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001
 3. The Delhi Stock Exchange Association Ltd. DSE House, 3/1, Asaf Ali Road, New-Delhi -110 002
10. The Company has appointed M/s Skyline Financial Services (P) Limited as Registrar and Share Transfer Agent of the Company. Any query in this regard shall be entertained by:
M/s Skyline Financial Services (P) Limited,
D-153/A, 1st Floor *Okhla Industrial Area Phase-1,
New Delhi 110 020

Important Communication to Members

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

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

ITEM No. 6:

ITEM No. 6:

Mr. Ajay Kumar Jain is a Post Graduate in Commerce. He got associated with Premier Pipes Limited as a Director on the Board since his appointment on 17th November 2006. Later, considering his experience and expertise he was appointed as Managing Director of your Company w.e.f. 1st August 2010 for a period of three years. Under his able guidance and supervision the company is constantly improving upon its performance, as a result the Board of Directors of the Company at their meeting held on 31st July 2013 re-appointed Mr. Ajay Kumar Jain as Managing Director of the Company to hold office for a period of three years w.e.f. 1st August, 2013 on remuneration in a scale of Rs. 80,000 10,000 1,00,000/- per month as approved by the Remuneration Committee. According to the provisions the Companies Act 1956 his re-appointment is subject to the approval of the Shareholders in general meeting.

The Board recommends passing of above resolution appearing at item no. 6 of the accompanying Notice as Ordinary Resolution.

None of the Directors, except Mr. Ajay Kumar Jain himself and Mr. Vinay Kumar Jain, Mr. Amit Kumar Jain, and Mr. Arun Kumar Jain, being relatives of Mr. Ajay Kumar Jain are concerned or interested in the said resolution.

ITEM No. 7:

Mr. Vinay Kumar Jain is a Bachelor of Engineering. He possesses rich experience in managing the marketing of the product. He was appointed on the Board as a Director on 5th April 2009 and thereafter appointed as Whole Time Director of the Company w.e.f. 1st August 2010. For a period of three years Considering his experience and expertise the Board of Directors of the Company at their meeting held on 31st July 2013 re-appointed Mr. Vinay Kumar Jain as Whole Time Director of the Company to hold office for a period of three years w.e.f. 1st August, 2013 on remuneration in a scale of Rs. 80,000 10,000 1,00,000/- per month as approved by the Remuneration Committee. According to the provisions the Companies Act 1956 his re-appointment is subject to the approval of the Shareholders in general meeting.

The Board recommends passing of above resolution appearing at item no. 7 of the accompanying Notice as Ordinary Resolution.

None of the Directors, except Mr. Vinay Kumar Jain himself and Mr. Ajay Kumar Jain, Mr. Amit Kumar Jain and Mr. Arun Kumar Jain, being relatives of Mr. Vinay Kumar Jain are concerned or interested in the said resolution.

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

**Place : Kanpur
Date : 12.08.2013**

**Vaibhav Shukla
Company Secretary**

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting herewith the **THIRTY EIGHTH** ANNUAL REPORT and the Audited Accounts of the Company for the year ended 31st March, 2013.

The financial figures are summarized below :

FINANCIAL RESULTS :

Particulars

	2012-13	2011-12
	(Rs. inLacs)	(Rs. inLacs)
Sales and other Income	3062.73	2043.61
Profit/ (Loss) before Depreciation	71.36	64.51
Depreciation	45.61	46.01
Profit / (Loss) before Tax	25.75	18.50
Tax Expenses:		
Current Tax	4.91	3.55
Less : MAT Credit Entitlement	<u>4.91</u>	0.00
Add: Differed Tax Liabilities/(Assets)	0.82	0.00
Profit / (Loss) after Tax	26.57	14.95

FINANCIAL PERFORMANCE :

The Company has achieved the sales and other Income of Rs. 3062.73 lacs against Rs. 2043.61 lacs reported last year showing an increase of almost 50% . The Profit after tax increased to Rs. 26.57 lacs during the year as compared to 14.95 lacs during the previous year. The management of your company takes pleasure in reporting that the plans, policies and efforts put in, are revealing positive results and endeavor is being made to improve the performance in future as well.

OPERATION AND ACTIVITIES :

Your Company is primarily engaged in the manufacturing of Black steel tubes, G.I. steel tubes, steel tubular poles and PVC pipes at its unit located at Bindki, District Fatehpur (U.P.) having installed capacity of about 46000 MT per annum. Constant efforts are being made to derive maximum output and improve the production level.

The Board of Directors of the Company is happy to report that your company is making steady progress as is evident from the better financial performance this year in comparison to the previous financial year and are hopeful that the trend will continue in the coming years as well and your company will be able to regain its lost glory.

DIVIDEND :

In view of the meager profit of the Company, the Board does not recommend any dividend for the financial year 2012-2013.

SHIFTING OF REGISTERED OFFICE :

In order to ensure smooth working of the company the registered office has been shifted from Agarwala Building,

The Mall, Kanpur to Som Biz-Ness Xqure, 4th floor, 1,-The Mall, Kanpur w.e.f. 12th November 2012. All the related compliances in this regard have been successfully made including information to the Stock Exchanges where the Companies Shares are listed and the concerned stakeholders.

REVOCATION OF SUSPENSION IN TRADING AT BSE:

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

DIRECTORS :

The Tenure of Mr. Ajay Kumar Jain as Managing Director of the Company and Mr. Vinay Kumar Jain as Whole Time Director of the Company expired on 31st July 2013. The Board of Directors of your company after being of the opinion that the company has made steady progress under their able guidance and supervision, at its meeting held on 31st July 2013 re-appointed Mr. Ajay Kumar Jain as Managing Director of the Company and Mr. Vinay Kumar Jain as Whole Time Director of the Company subject to the approval of the shareholders in the ensuing Annual General Meeting for a period of three years effective from 1st August, 2013.

Mr. Ajay Kumar Jain, Managing Director of the Company, Mr. Satya Narain Dubey and Mr. Shyam Babu Gupta, Directors of the Company retire from the Board by rotation at the ensuing Annual General Meeting and are eligible for re-appointment.

AUDITOR'S :

M/s. C. L. Kanodia & Co. Chartered Accountants, retire as Statutory Auditors of the Company at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

AUDITOR'S REPORT :

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

COMPLIANCE CERTIFICATE :

As per the provisions of Section 383A of the Companies Act, 1956 the Company has obtained Compliance Certificate from M/s K. N. Shridhar & Associates, a firm of Practicing Company Secretaries for the Financial Year 2012-2013.

COST AUDIT :

The Central Government vide its Order No. 52/86 CAB- 1991 dated 16th April, 1991 has directed the Company to carry out audit of the Cost Accounts maintained by the Company in respect of Steel Tubes and Pipes. Your Board has appointed Cost Auditor, qualified from ICWAI, to carry out the cost audit for this purpose.

CORPORATE GOVERNANCE:

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

PARTICULARS OF EMPLOYEES :

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

INDUSTRIAL RELATIONS :

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

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

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

DIRECTORS RESPONSIBILITY STATEMENT :

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

- i) that in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ii) that the Directors have selected such Accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year 31st March, 2013, and the Profit of the Company for the year ended on that date;
- iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud & other irregularities.
- iv) that the Directors have prepared the annual accounts on a going concern basis.

LISTING AGREEMENT :

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

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

ACKNOWLEDGEMENT :

Your Directors place on record their sincere thanks to the Company's bankers, shareholders, customers, dealers and business constituents for their support and co-operation, and are grateful to you for the trust and confidence reposed in the Company.

By Order of the Board
For PREMIER PIPES LIMITED

Kanpur
12.08.2013

(Ajay Kumar Jain) (Vinay Kumar Jain)
(Managing Director) (Whole Time Director)

Corporate Governance Report 1st April, 2012 to 31st March, 2013.

Annexure I

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

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

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

The Company views Corporate Governance under the following major parameters:

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

2. BOARD OF DIRECTORS:

As on 31st March 2013, the Board of Premier Pipes Limited comprises of two Executive Directors (Managing Director and Whole Time Director) and Six Non-Executive Directors. Out of Six, Four Non-Executive Directors are Independent Directors.

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

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

Details of Board Meetings held during the year 2012-13

The Board of Directors met 4 (Four) times on 30th May 2012, 14th August 2012, 12th November 2012 & 13th February 2013, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

3. AUDIT COMMITTEE:

Terms of reference of the Audit Committee include review of:

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

During the year, four meetings of the committee were held each one of which was before finalization of accounts. The said meetings were held on 30th May 2012, 14th August 2012, 12th November, 2012 and 13th February 2013.

The constitution of the Audit Committee and attendance of each member of the Committee as on 31st March, 2013, are given below :

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

4. REMUNERATION COMMITTEE:

The Constitution of Remuneration Committee as on 31st March, 2013 is given below :

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

Details of remuneration paid to each Executive Director of the Company for the financial year 2012-13.

S. No.	Name	Designation	Total Salary p.a.(Rs.in Lacs)
1.	Mr. Ajay Kumar Jain	Managing Director	8.10
2.	Mr. Vinay Kumar Jain	Whole Time Director	8.10

5. SHAREHOLDERS COMMITTEE:

During the year four meetings were held. The said meetings were held on 30th May 2012, 14th August 2012, 12th November 2012 & 13th February 2013,

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

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

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

All complaints which the Company received during the year have been replied/ redressed to the satisfaction of the shareholders. There are no pending complaint upto 31st March 2013.

6.GENERAL BODY MEETINGS:

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

Year	Date and Time	Location
2011-12	Saturday, 29 th September, 2012 at 12:30 P.M.	Som Biz-Ness Xqure, 4th Floor, 1-The Mall, Kanpur.
2010-11	Friday, 30 th September, 2011 at 11.30 A.M.	Som Biz-Ness Xqure, 4th Floor, 1-The Mall, Kanpur.
2009-10	Tuesday, 28 th September, 2010 at 11.00 A.M.	Agarwala Building, The Mall, Kanpur.

ii. No special resolution was passed in the previous three AGMs.

iii. No special resolution was passed through Postal Ballot last year, nor is it proposed to put any special resolution to vote through Postal Ballot this year.

7. DISCLOSURES :

A. There are no materially significant related party transactions made by the Company with its Promoters, Directors or Management, their Subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.

- B. There is no instance of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority on any matter related to capital markets during the last three years.
- C. The Company has complied with all the mandatory requirements and most of the non-mandatory requirements specified in clause 49 of the Listing Agreement.
- D. The Management Discussions and Analysis Report forms part of Director's Report.

8. WHISTLE BLOWER POLICY:

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

9. CEO AND CFO CERTIFICATION:

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

10. MEANS OF COMMUNICATION:

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

11. GENERAL SHAREHOLDERS INFORMATION:

A. Date of Annual General Meeting, time and venue	28 th September, 2013 at 12:30 P.M. at Som Biz - Ness Xqure, 4 th Floor, 1-The Mall, Kanpur 208 001
B. Financial Year:	1 st April 2012 to 31 st March 2013.
C. Record Date / Date of Book Closure	From 23.09.2013 to 28.09.2013 (both days inclusive)
D. Listing at Stock Exchanges	1. The U.P. Stock Exchange Association Ltd. Padam Tower, 14/113, Civil Lines, Kanpur. 2. The Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai. 3. The Delhi Stock Exchange Association Ltd. DSE House, 3/1, Asaf Ali Road, New-Delhi.
E. Scrip Code at The Bombay Stock Exchange	513291

F. REGISTRAR AND SHARE TRANSFER AGENTS:

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

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

G. SHARE TRANSFER SYSTEM:

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

H. DISTRIBUTION OF SHAREHOLDERS:

Distribution of Shareholding as at 31st March, 2013 are as under:

Range	No. of Members	%age	Amount in Rupees	% of Total amount
Upto 500	4947	93.93	6795030	19.14
501 - 1000	139	2.64	1093000	3.08
1001 - 2000	53	1.00	774000	2.18
2001 - 3000	19	0.36	502000	1.41
3001 - 4000	11	0.21	389000	1.10
4001 - 5000	23	0.44	1081000	3.05
5001 - 10000	30	0.57	2182700	6.15
10001 & Above	45	0.85	22683270	63.89
TOTAL	5269	100.00	35500000	100.00

According to Categories of Shareholders :

S. No.	Category	No. of Shares	% of Shareholding
1.	RI General	1896116	53.42
2.	RI Promoter Group & Director	407294	11.47
3.	NRI	208100	5.86
4.	Body Corporates	1038490	29.25
	Total	3550000	100.00

I. DEMATERIALIZATION OF SHARES AND LIQUIDITY:

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

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

J. OUTSTANDING INSTRUMENT:

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

K. PLANT LOCATION:

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

L. ADDRESS FOR COMMUNICATION:

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

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

**Place: Kanpur
Date: 12.08.2013**

**(Ajay Kumar Jain)
Managing Director**

CEO AND CFO CERTIFICATE

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

- a) We have reviewed financial statements and the cash flow statement for the year ended 31st March 2013 and that to the best of our knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2012-2013, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) They have indicated to the auditors and the Audit committee:
- (i) significant changes in internal control over financial reporting during the year 2012-13
 - (ii) significant changes in accounting policies during the year 2012-13 and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

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

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

Place : Kanpur
Date : 12.08.2013

AUDITOT'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Premier Pipes Limited:

We have examined the compliance of conditions of Corporate Governance by Premier Pipes Limited for the year ended on 31st March, 2013, as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchanges in India.

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

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

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

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

Place: Kanpur
Date : 12.08.2013

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

MANAGEMENT DISCUSSION AND ANALYSIS

As you are aware that the trading in securities of your company was suspended by the BSE. In this context, the Management of your company takes immense pleasure in informing you that the Company has successfully made all the compliances regarding the same, as a result of which, suspension of trading in securities of the company has been revoked by the Bombay Stock Exchange w.e.f. 13th August 2012. The Company has also entered into tripartite agreement with both NSDL and CDSL and obtained valid ISIN number for dematerialization of the securities of the Company

The summarized financial performance during the year is as under :-

(Rs. in lacs)

	2012-13	2011-12
Sales	2964.29	1988.44
Other Income	98.44	55.17
PBT	18.50	18.50
Current Tax 490614		
Less : MAT Credit Entitlement 490614	Nil	3.55
Deffered Tax Liabilities	(0.82)	
PAT	26.57	14.95
Paid up Capital	355.00	355.00
Reserves & Surplus	679.81	669.15
Earning per share	0.75	0.42

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

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

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

Kanpur
12.08.2013

(Ajay Kumar Jain)
(Managing Director)

Annexure III

ANNEXURE TO DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2013

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

(A) CONSERVATION OF ENERGY :

- (a) Energy conservation measures taken. (i) The diesel oil consumption during the year was 60 KL.
- (ii) Power consumption was reduced in Welders, Motors and Tube Mills by replacement of critical components with the newly designed ones for job work
- (b) Additional Investments and proposal, if any, being implemented for reduction of consumption of energy. No additional investment has been made during the year.
- (c) Impact of measures of (a) & (b) above for reduction of energy consumption and consequent impact on the cost of production of goods. The Company is relying on existing arrangements for energy conservation.
- (d) Total energy consumption per unit of production as per Form A.
- | Power & Fuel Consumption | | 2012-13 | 2011-12 |
|-------------------------------------|--|----------------|----------------|
| Electricity | | | |
| a) Purchased | | | |
| -Units | | 455930 | 504180 |
| -Total Amount (Rs. in Lacs) | | 42.65 | 39.75 |
| -Rate / Unit (In Rs.) | | 9.36 | 7.88 |

(B) TECHNOLOGY ABSORPTION :

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

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

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

By Order of the Board

Kanpur
12.08.2013

(Ajay Kumar Jain) (Vinay Kumar Jain)
(Managing Director) (Whole Time Director)

FORM - B

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION

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

- | | |
|--|---|
| 1. Specific areas in which R & D carried out. | No such research activity carried out by the Company |
| 2. Benefits derived as a result of the above R & D | NIL |
| 3. Future Plan of action. | Hollow Rectangular and Square Section, used for fabrication and structural work in open market. |
| 4. Expenditure on R & D | |
| (a) Capital | NIL |
| (b) Recurring | NIL |
| (c) Total | NIL |
| (d) Expenditure as a percentage of total turnover. | NIL |

(II) TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION :

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

COMPLIANCE CERTIFICATE

Under Rule 3 of the Companies (Compliance Certificate) Rules, 2001

Name of the Company : **PREMIER PIPES LIMITED**

Registration No. L22219UP1975PLC004105

Nominal Capital : Rs. 4.00 Crore

**To,
The Members,
Premier Pipes Limited,
Som Biz-Ness Xqure,
4th Floor, 1-The Mall,
Kanpur 208 001**

I have examined the registers, records, books and papers of **M/s Premier Pipes Limited** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the Rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the Financial Year ended on **31st March, 2013**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Companies Act, 1956 and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder whenever required.
3. The Company being a Public Company, the comments are not required.
4. The Board of Directors duly met 4 (Four) times on 30th May 2012, 14th August 2012, 12th November 2012, 13st February 2013, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members, from 23.09.2012 to 29.09.2012 (both days inclusive) and necessary compliance of section 154 of the Act has been made.
6. The Annual General Meeting for the Financial Year ended on 31.03.2012 was held on 29th September, 2012 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-Ordinary General Meeting was held during the Financial Year.
8. The Company has not advanced any loans to directors, persons, companies or firms as referred under Section 295 of the Act.

9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company was not required to make entries in the register maintained under Section 301 of the Act.
11. As there was no instance falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government.
12. The Company has not issued any duplicate share certificates during the Financial Year.
13. The Company:
 - i. has delivered all the certificates on lodgment thereof for transfer / transmission any other purpose in accordance with the provisions of the Act, there was no allotment of shares during the year.
 - ii. has not deposited any money in a separate Bank Account as no dividend was declared during the Financial Year.
 - iii. was not required to post warrant to any member of the Company as no dividend was declared during the Financial Year.
 - iv. has no unpaid, unclaimed dividend account, application money, matured deposits, matured debentures and the interest accrued thereon, due for payment which have remained unclaimed or unpaid for a period of seven years required to be transferred to Investor Education and Protection Fund;
 - v. has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of any director, additional director, alternate director and director to fill casual vacancy during the Financial Year.
15. No appointment of Managing Director / Whole Time Director / Manager has been made during the Financial Year.
16. The Company has not appointed any Sole Selling Agent during the Financial Year.
17. The Company has obtained approval of the Central Government, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act, wherever required, during the financial year.
18. The Directors have disclosed their interest in other Firms / Companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued Equity shares / debentures / other securities during the Financial Year.
20. The Company has not bought back any shares during the Financial Year.

21. There was no redemption of preference shares or debentures during the Financial Year as there was none.
22. There was no transaction necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares.
23. The Company has not accepted deposits including any unsecured loans falling within the purview of Section 58A during the Financial Year.
24. The Company has not made any borrowings during the Financial Year.
25. The Company has not made any loans and investments or given guarantees or provided securities to other body corporates during the financial year, consequently no entries have been made in the register kept for the purpose.
26. The Company has shifted its Registered office within the local limits of Kanpur however, it was not required to alter the provisions of the Memorandum with respect to situation of the Company's Registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to object of the Company during the year under scrutiny.
28. The Company has not altered the provisions of Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the Financial Year.
31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any punishment was imposed on the Company during the Financial Year, for the offences under the Act.
32. The Company has not received any money as security from its employees during the Financial Year.
33. The Company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to section 418 of the Act.

For K. N. Shridhar & Associates
Company Secretaries

(K. N. Shridhar)
Prop.
C.P. No. 2612

Place : Kanpur
Date : 12.08.2013

Registers as maintained by the Company

Annexure 'A'

1. Register of Members & Share Ledger
2. Register of Share Transfer
3. Register of Directors, Managing Directors etc. u/s 303 of the Act.
4. Register of Directors shareholding
5. Register of Investments
6. Register of Charges
7. Register of Common Seal
8. Directors' Attendance Register
9. Members' Attendance Register

Annexure 'B'

Forms and Returns filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2013 wherever applicable.

Sl. No.	Form No./ Return	Filed u/s	For	Date of filing	Whether filed within prescribed time Yes / No	If delay in filing whether requisite Additional Fee Paid Yes / No
1	18	146	Change of Registered Office	29.11.2012	YES	N.A.
2	23AC & 23 ACA	220	Balance Sheet & Profit & Loss A/c	11.05.2013	NO	YES
3	20B	159	Annual Return	28.01.2013	NO	YES

Note : Forms / Returns mentioned above were uploaded on MCA-21 portal, requisite fee were paid and receipts to these were available for inspection.

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
PREMIER PIPES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **PREMIER PIPES LIMITED (The Company)** which comprise the Balance Sheet as at March 31, 2013, the statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("The Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statement are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also evaluating the appropriateness of accounting policies used and reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanation given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of Balance Sheet, of the state of affairs of the Company as at March 31, 2013
- b) In the case of Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

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

2. As required by section 227(3) of the Act, , we report that :-
- a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. in our opinion, proper Books of Accounts as required by law have been kept by the Company, so far as appears from our examination of those books.
 - c. the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
 - d. in our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956; and
 - e. on the basis of the written representations received from the Directors, as on March 31, 2013, and taken on record by the Board of Directors, none of the Directors is disqualified as on 31March, 2013 from being appointed as a Director in terms of clause (g) of sub- section (1) of Section 274 of the Companies Act,1956.

Place : Kanpur
Date : 30.05.2013

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

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

ANNEXURE TO THE AUDITOR'S REPORT

The Annexure referred to in our report to the members of Premier Pipes Limited ('the Company') for the year ended 31st March, 2013, We report that:

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
(c) There was no disposal of fixed assets during the year, and therefore, do not affect the going concern assumption.
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) In our opinion, and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancies were noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has granted loans to four bodies corporate covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was Rs. 794.52 lacs and the year-end balance of such loan amounted to Rs. 574.66 lacs. Other than the above, the Company has not granted any loans, secured or unsecured to companies, firm or parties in the register maintained under section 301 of the Act.
(b) In our opinion, the rate of interest and other terms and conditions on which the loans have been granted to the bodies corporate listed in the register maintained under Section 301 of the Act are not, *prima-facie* prejudicial to the interest of the Company.
(c) In the case of loans granted to the bodies corporate listed in the register maintained under section 301 of the Act, the borrowers have been regular in the payment of the interest as stipulated. The terms of arrangement do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 4(iii)(c) of the Order is not applicable to the Company in respect of repayment of the principal amount.
(d) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies corporate listed in the register maintained under section 301 of the Act.
(e) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has taken loans from two bodies corporate and one other parties covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was Rs. 42.70 lacs. Other than the above, the Company has not granted any loans, secured or unsecured to companies, firms or parties covered in the register maintained under section 301 of the Act.
(f) In our opinion, the rate of interest and other terms and conditions on which the loans have been taken from the bodies corporate and other parties covered in the register maintained under Section 301 of the Act are not, *prima-facie*, prejudicial to the interest of the Company.
(g) In respect of loans taken from the bodies corporate and other parties covered in the register maintained under section 301 of the Act, the Company has been regular in the payment of the interest as stipulated. The terms of arrangement do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 4(iii)(g) of the Order is not applicable to the Company in respect of repayment of the principal amount.

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

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

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

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

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

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

Place : Kanpur
Date : 30.05.2013

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

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

BALANCE SHEET AS AT 31ST MARCH 2013

PARTICULARS	Notes	As At 31st March 2013 (Rupees)	As At 31st March 2012 (Rupees)
EQUITY AND LIABILITIES			
<u>SHAREHOLDER'S FUND</u>			
Share Capital	2	35,500,000	35,500,000
Reserves & Surplus	3	67,980,822	66,914,690
		103,480,822	102,414,690
<u>NON-CURRENT LIABILITIES</u>			
Long Term Borrowings	4	51,521,464	56,711,237
Deferred Tax Liabilities (Net)		797,662	--
Other Long-Term Liabilities	5	4,466,515	2,256,353
		56,785,641	58,967,590
<u>CURRENT LIABILITIES</u>			
Short Term Borrowings	6	48,444,670	57,818,447
Trade Payables	7	24,017,461	17,279,753
Short Term Provisions	8	3,184,040	3,680,150
		75,646,171	78,778,350
		235,912,634	240,160,630
ASSETS			
<u>NON-CURRENT ASSETS</u>			
<u>FIXED ASSETS</u>			
	9		
Tangible Assets		47,896,251	53,785,435
Intangible Assets		-	
Non-Current Investments	10	104,355	104,355
Long Term Loans & Advances	11	17,169,809	37,301,596
Other Non-Current Assets	12	19,126,451	24,735,501
		84,296,866	115,926,887
<u>CURRENT ASSETS</u>			
Inventories	13	22,734,503	26,085,463
Trade Receivables	14	55,993,990	30,498,969
Cash & Bank Balances	15	7,527,493	5,478,083
Short-Term Loans & Advances	16	64,699,484	61,938,544
Other Current Assets	17	660,298	232,684
		151,615,768	124,233,743
Total		235,912,634	240,160,630
Significant Accounting Policies	1		
Notes on Financial Statements	25		
As per our report of even date For C. L. Kanodia & Co. Firm Registration No. : 001002C Chartered Accountants			For and on behalf of the Board Ajay Kumar Jain Managing Director Vinay Kumar Jain Director Amit Kumar Jain Director
Kanpur 30.05.2013	(C. L. Kanodia) Prop. Membership No. 11427	Vaibhav Shukla Company Secretary	

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31st MARCH 2013

PARTICULARS	Notes	As At 31st March 2013 (Rupees)	As At 31st March 2012 (Rupees)
INCOME			
Revenue from Operations (Gross)	18	327,521,536	215,799,382
Less : Excise Duty		<u>31,092,774</u>	<u>16,955,749</u>
Revenue from Operations (Net)		296,428,762	198,843,633
Other Income	19	<u>9,844,080</u>	<u>5,517,803</u>
		<u>306,272,842</u>	<u>204,361,436</u>
EXPENDITURE			
Raw Material Consumed	20	236,229,023	147,703,497
Purchases of Stock-in-Trade		18,119,245	7,421,358
Change in Inventories of Finished Goods, Stock-in-process and Stock-in-Trade	21	7,454,515	15,381,581
Employee Benefit Expenses	22	4,229,111	4,745,145
Finance Costs	23	11,618,446	11,631,820
Depreciation and Amortization expenses	6132922		
Less : Transfer from Revaluation Reserve	<u>1571858</u>	4,561,064	4,601,308
Other Expenses	24	21,486,721	11,026,710
Total Expenses		<u>303,698,125</u>	<u>202,511,418</u>
Profit/(Loss) Before Tax		2,574,717	1,850,018
Tax Expense			
-Current Tax	490613	--	355,000
-Less: MAT Credit entitlement	490613		
-Deferred Tax Liabilities /(Assets)		(82,779)	--
Profit/(Loss) for the year		2,657,496	1,495,018
Earning per equity share of face value of Rs. 10/-.			
-Basic/Diluted		0.75	0.42

Notes on Financial Statements

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

For and on behalf of the Board

Kanpur
30.05.2013
(C. L. Kanodia)
Prop.
Membership No. 11427

Vaibhav Shukla
Company Secretary

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

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2013

NOTE - 1

SIGNIFICANT ACCOUNTING POLICIES

(a) Accounting Convention

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

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

(b) Use of Estimates

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

(c) Fixed Assets & Depreciation

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

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

Depreciation for additions to/deductions from fixed assets is calculated pro rata from/to the month of addition/deductions. Fixed assets individually costing Rs. 5000.00 or less is depreciated in full in the year of addition.

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

(d) **Investments**

Long Term Investments are stated at cost.

(e) **Revenue Recognition**

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

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

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

(f) **Valuation of Inventories**

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

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

(g) **Employee Benefits**

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

Retirement benefits in the form of gratuity and leave encashment are considered as defined benefit obligations and are provided for on the basis of an actuarial valuation, using the projected unit credit method, as at the date of the balance sheet. Any gain/loss, if any, are immediately recognised in the Profit and Loss Account.

(h) **Borrowing Costs**

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

(i) **Taxes on Income**

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

(j) Provisions and contingent liabilities

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

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

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

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

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

Name of Shareholders	As at 31.03.2013		As at 31.03.2012	
	No. of Shares	% holding	No. of Shares	% holding
Lewis Exim (P) Ltd.	429000	12.08	429000	12.08
Goldstar Business (P) Ltd.,	199000	5.61	199000	5.61

NOTE -3
RESERVES & SURPLUS

Capital Reserve		319,750	319,750
Balance as per Last Balance Sheet			
Capital Subsidy		2,222,250	2,222,250
Balance as per Last Balance Sheet			
Securities Premium Reserve		8,875,000	8,875,000
Balance as per Last Balance Sheet			
Revaluation Reserve		9,222,018	10,793,876
Balance as per Last Balance Sheet	10,793,876		
Less : Transfer to Profit & Loss Account	1,571,858		
Profit & Loss Account		47,341,804	44,703,814
Balance as per Last Balance Sheet	44,703,814		
Add : Income Tax (MAT) earlier years	860,935		
Add : Transfer from Profit & Loss Account	2,657,496		
Less : Deferred Tax Liabilities	880,441		
	Total	67,980,822	66,914,690

NOTE -4
LONG TERM BORROWINGS UNSECURED

Loan from other Companies		47,691,354	52,909,315
Loan from related parties		3,830,110	3,801,922
	Total.....	51,521,464	56,711,237

NOTE -5
OTHER LONG TERM LIABILITIES

Trade Payables		3,857,970	2,256,353
Advances from Customers		608,545	--
	Total.....	4,466,515	2,256,353

NOTE -6

SHORT TERM BORROWINGS

SECURED LOANS

Working Capital Borrowing from Banks

- Kotak Mahindra Bank	48,444,670	57,818,447
Total.....	48,444,670	57,818,447

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

NOTE -7

TRADE PAYABLES

Sundry Creditors	20,772,538	15,741,556
Advances from Customers	3,244,923	1,538,197
Total.....	24,017,461	17,279,753

NOTE -8

SHORT TERM PROVISIONS

Provision for employee benefits	503,813	495,907
Other Statutory Dues	2,680,227	3,184,243
Total.....	3,184,040	3,680,150

**NOTE -9
FIXED ASSETS**

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at 01.04.2012	Addition	Deduction	As at 31.03.2013	As at 01.04.2012	For the Year	On Sale/ Adjustment	Total as at 31.03.2013	As at 31.03.2013	As at 31.03.2012
TANGIBLE ASSETS										
Land	2,144,545	-	-	2,144,545	-	-	-	-	2,144,545	2,144,545
Building	32,917,279	-	-	32,917,279	20,071,087	1,099,437	-	21,170,524	11,746,755	12,846,192
Plant & Machinery	102,892,550	243,738	-	103,136,288	65,010,460	4,896,246	-	69,906,706	33,229,582	37,882,090
Furniture & Fixtures	1,640,315	-	-	1,640,315	1,529,269	-	-	1,529,269	111,046	111,046
Air Conditioner	678,419	-	-	678,419	625,688	32,225	-	657,913	20,506	52,731
Cycle	2,750	-	-	2,750	485	-	-	485	2,265	2,265
Computer	150,700	-	-	150,700	60,593	-	-	60,593	90,107	90,107
Officer Equipments	1,593,848	-	-	1,593,848	1,189,511	75,708	-	1,265,219	328,629	404,337
Tools & Equipments	616,972	-	-	616,972	514,715	29,306	-	544,021	72,951	102,257
Vehicles	2,997,231	-	-	2,997,231	2,847,366	-	-	2,847,366	149,865	149,865
Total (a)	Rs. 145,634,609	243,738	-	145,878,347	91,849,174	6,132,922	-	97,982,096	47,896,251	53,785,435
INTANGIBLE ASSETS										
Total.. (b)	-	-	-	-	-	-	-	-	-	-
Total.. (a+b)	Rs. 145,634,609	243,738	-	145,878,347	91,849,174	6,132,922	-	97,982,096	47,896,251	53,785,435
Previous Year	Rs. 133,604,212	12,030,397	-	145,634,609	85,676,008	6,173,166	-	91,849,174	53,785,435	-

Note : Gross Depreciation of Rs. 6173166.00 Includes Rs. 1571858.00 amount added on Revaluation.

PARTICULARS	Current Year (Rupees)	Previous Year (Rupees)
-------------	--------------------------	---------------------------

NOTE - 10**NON-CURRENT INVESTMENTS****Non Trade - Quoted****Long Term Other Investment (At Cost)**

10 Equity Shares of Rs. 100/- each fully paid in Gujrant Steel Tubes Ltd. (Market Value Rs. 140/- Previous Year Rs. 140/-)	3,430	3,430
50 Equity Shares of Rs. 10/- each fully paid in BST Manufacturing Ltd. (Market Value Rs. 100/- Previous Year Rs. 100/-)	925	925

Non Trade-Unquoted

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

As the market value of the shares is not available, purchase value is considered as market value.

NOTE - 11**LONG-TERM LOANS AND ADVANCES**

(Unsecured - Considered Goods)

Loans and Advances to related parties	-	9,219,839
Security Deposits	14,432,786	14,427,286
Advance Income Tax	-	11,039,203
Others	2,737,023	2,615,268
Total.....	17,169,809	37,301,596

NOTE - 12**OTHER NON-CURRENT ASSETS**

Long-Term Trade Receivables	17,774,903	24,735,501
MAT Capital Receivable	1,351,548	-
Total.....	19,126,451	24,735,501

PARTICULARS	Current Year (rupees)	Previous Year (rupees)
NOTE - 13		
INVENTORIES		
(As taken, valued & certified by the management)		
<u>At Lower of Cost or Net Realisable Value</u>		
Raw Materials	7,999,777	3,003,522
Finished Products	10,936,068	19,382,475
Stores & Spares	2,360,385	3,253,085
Furnace Oil & Diesel	-	-
<u>At Estimated Market Value</u>		
By-products (Scrap & Cuttings)	1,438,273	446,381
Total.....	22,734,503	26,085,463
NOTE - 14		
TRADE RECEIVABLES		
(Unsecured - Considered Good)		
Debts Outstanding for a period exceeding six months	1,689,377	3,702,133
Other Debts	54,304,613	26,796,836
Total.....	55,993,990	30,498,969
NOTE - 15		
CASH & BANK BALANCES		
Cash on Hand	582,367	596,342
Balance with Banks in Current Accounts	1,986,456	274,321
Balance with Banks in Fixed Deposit Accounts	4,958,670	4,607,420
Total.....	7,527,493	5,478,083
NOTE - 16		
SHORT-TERM LOANS AND ADVANCES		
<i>(Unsecured - Considered Good)</i>		
Loans and Advances	57,465,905	53,084,725
Advance Income Tax & TDS (Net of Provision)	1,293,711	648,505
Balance with Govt. Authorities & Other Advances	5,939,868	8,205,314
Total.....	64,699,484	61,938,544
NOTE - 17		
OTHER CURRENT ASSETS		
Accrued Interest on FDR's	660,298	232,684
Total.....	660,298	232,684

PARTICULARS	Current Year (rupees)	Previous Year (rupees)
<u>NOTE - 18</u>		
<u>REVENUE FROM OPERATIONS</u>		
Sale of Manufactured Goods		
Black/G.I. Pipes & Poles	124,379,914	176,122,999
Slitts	143,383,264	-
PVC Pipes	13,164,257	640,656
Others (Scrap)	1,724,904	3,927,881
Sale of Traded Goods		
H R Coils /Skelp	19,087,662	5,313,037
Zinc	-	1,808,454
Sale of Services*		
Job Work Charges	3,761,820	3,744,176
Commission Earned	22,019,715	24,242,179
Revenue from Operations (Gross)	<u>327,521,536</u>	<u>215,799,382</u>
* Income Tax deducted at Source	-	537,238
<u>NOTE - 19</u>		
<u>OTHER INCOME</u>		
Interest (Gross)	9,844,080	5,517,803
Total...	<u>9,844,080</u>	<u>5,517,803</u>
* Income Tax deducted at Source	-	466,267
<u>NOTE - 20</u>		
<u>COST OF MATERIAL CONSUMED</u>		
Opening Stock	30,003,522	30,883,322
<u>Purchases</u>		
- H R Coils/Skelps	226,049,960	117,268,002
- Black Pipes	2,873,594	1,169,781
- PVC Resin	10,310,413	1,003,347
- Calcium Carbonate & Others	911,012	264,712
- Zinc	1,080,299	-
- Steel Sockets	-	117,855
Less - Closing Stock	<u>244,228,800</u>	<u>150,707,019</u>
Consumed...	<u>7,999,777</u>	<u>3,003,522</u>
	<u>236,229,023</u>	<u>147,703,497</u>

PARTICULARS	Current Year (rupees)	Previous Year (rupees)
<u>NOTE - 21</u>		
<u>CHANGES IN INVENTORIES OF FINISHED GOODS STOCK-IN-PROCESS AND STOCK-IN-TRADE</u>		
<u>OPENING STOCK</u>		
Finished Goods	19,382,475	33,508,949
Scaps & Cuttings	446,381	1,701,488
Total.....	19,828,856	35,210,437
<u>CLOSING STOCK</u>		
Finished Goods	10,936,068	19,382,475
Scaps & Cuttings	1,438,273	446,381
Total.....	12,374,341	19,828,856
Increase/(Decrease) in stock	(7,454,515)	(15,381,581)

NOTE - 22**EMPLOYEE BENEFIT EXPENSES**

Salaries, Wages & Bonus	2,427,047	3,145,824
Provident & Other Funds	167,542	195,271
Labour & Staff Welfare (includes ESI)	14,522	24,050
Remuneration to Directors	1,620,000	1,380,000
Total.....	4,229,111	4,745,145

NOTE - 23**FINANCE COST**

- Interest on Loans	4,984,013	3,783,043
- Interest to Bank	6,302,794	6,803,412
- Bank Charges & Commission	331,639	1,045,366
Total.....	11,618,448	11,631,820

PARTICULARS	Current Year (rupees)	Previous Year (rupees)
NOTE - 24		
<u>OTHER EXPENSES</u>		
<u>MANUFACTURING & OTHER EXPENSES</u>		
Stores Consumed	1,724,925	1,664,017
Power & Fuel	4,527,750	4,281,785
Excise Duty on variation in stocks of finished goods	(804,071)	(1,122,712)
<i>Repairs</i>		
Plant & Machinery	8,749	245,393
Job Work Charges	2,877,490	1,591,185
<u>SELLING AND ESTABLISHMENT EXPENSES</u>		
Rebate & Discount	416,949	270,828
Travelling & Conveyance	1,145	250,809
Bad Debts Written Off	10,990,435	-
Vehicle Maintenance	-	15,645
Insurance	36,544	-
Printing & Stationery	39,362	32,113
Telephone Expenses	51,814	99,154
Postage & Telegrams	1,838	46,310
Freight & Cartage	442,812	735,599
Advertisement	183,378	794,127
Rent	-	84,227
Rates, Taxes & Fees	304,012	1,226,889
Legal & Professional Charges	623,589	618,391
Auditor's Remuneration	60,000	60,000
Miscellaneous Expenses	-	132,949
Total.....	<u>21,486,721</u>	<u>11,026,710</u>

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

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

(b) Employee Benefit Expenses :

	<u>CURRENT YEAR</u>	<u>PREVIOUS YEAR</u>
(a) Employer's Contribution to Provident Fund	167,542	195,271
(b) Employer's Contribution to ESIC	14,522	24,050

(c) Auditor's Remuneration :

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

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

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

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

(b) Secondary Segment

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

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

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

(B) Associate Companies / Firms

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

(ii) Summary of Transactions:

	For the year ended on <u>31.03.2013</u>	For the year ended on <u>31.03.2012</u>
<u>Key Management Personal and their Relatives :</u>		
On Account of Sales	-	-
On Account of Remuneration	1620000.00	1380000.00
On Account of Expenses (Net)	414813.00	374380.00
<u>Associate Companies / Firms :</u>		
Inter Corporate Loans Accepted	0.00	110633045.00
Inter Corporate Loans Repaid	0.00	198285316.00
Purchases of Fixed Assets	-	0.00
On Account of Sales	4491616.00	2846200.00
TDS (Net)	0.00	402168.00
On Account of Expenses (Net)	0.00	4027969.00
(k). <u>Earning Per Share :</u>		
(a) Profit after Tax (Profit attributable to Equity Shareholders) (in Rs.)	2657495.86	1495017.96
(b) Weighted average nos. of Equity shares for Basic/Diluted EPS	3550000	3550000
(c) Nominal Value of Equity Share (in Rs.)	10.00	10.00
(d) Basic/Diluted Earning per Equity Share (in Rs.)	0.75	0.42

- (l) In the opinion of the Board, the current assets, Loans and Advances have a value on realisation in the ordinary course of business atleast equal to the amounts at which they are stated in the Balance Sheet.
- (m) The accounts of certain Debtors, Creditors and Advances are subject to confirmation/reconciliation, if any.
- (n) There are no dues to Micro, Small & Medium Enterprises (MSME) as at the Balance Sheet date and no interest has been paid to any such parties. This is based on the information on such parties having been identified on the basis of information available with the Company and relied upon by the Auditors. Hence "Trade payables-other than acceptances" in Note 7 represent payable to creditors other than MSME.
- (o) Current year accounts have been prepared in accordance with the Revised Schedule VI and previous year's figure have been regrouped/reclassified accordingly.

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

Kanpur
30.05.2013

**(C. L. Kanodia)
Prop.
Membership No. 11427**

For and on behalf of the Board

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

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2012

	Current Year (Rupees)	Previous Year (Rupees)
(A) CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before tax and extraordinary items	1,850,018	2,881,568
<u>Adjustments for :</u>		
Depreciation	4,601,308	40,09,658
Interest Income	(5,517,803)	(90,790)
Interest on Borrowings	10,586,455	64,89,254
Preliminary & Share Issue Exp. W/o	-	-
Loss/(Profit) on sale of Fixed Assets	-	-
	9,669,960	10,401,122
Operating Profit before working Capital changes	11,519,978	13,282,690
Changes in :		
Trade & Other receivables	60,372,235	(9,037,748)
Inventories	(43,770,545)	10,310,509
Trade Payables	4,450,937	(4,201,427)
	(630,775)	7,681,629
Cash generated from operation	(10,586,455)	(6,362,381)
Interest Paid	(10,586,455)	(6,362,381)
Direct Tax Paid	(12,026,363)	(5,340,994)
Cash flow before Extra Ordinary items	809,133	(4,021,746)
<i>Adjustment for Extra-ordinary items</i>		
Prior period Adjustment	-	-
Net Cash Flow from operating activities	(A) 809,133	(4,021,746)
(B) CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(833,676)	(26,136,671)
Sale of Fixed Assets	-	-
Interest Received	5,517,803	97,790
Net Cash Flow from Investing activities	(B) 4,684,127	(26,038,881)
(C) CASH FLOW FROM FINANCING ACTIVITIES :		
Unsecured Loans	(40,829,341)	2,531,009
Repayment of Term Loan / Long Term Borrowings	40,660,570	-
Dividend Paid	-	-
Net Cash flow from Investing activities	(C) (168,771)	29,531,009
Net Changes in Cash & Cash Equivalents	(A+B+C) 5,324,489	(A+B+C) (529,618)
Cash & Cash Equivalents (Opening Balances)	153,594	683,212
Cash & Cash Equivalents (Closing Balances)	5,478,083	153,594

For and on behalf of the Board

KANPUR
30.05.2012Komal Puri
Company SecretaryAjay Kumar Jain Director
Vinay Kumar Jain Director
Amit Kumar Jain Director**AUDITOR'S CERTIFICATE**

We have verified the above Cash Flow Statement of PREMIER PIPES LIMITED, derived from audited financial statements and the books and records maintained by the Company for the years ended 31st March, 2012 and 31st March, 2011 and found the same to be in agreement therewith.

For C. L. Kanodia & Co.
Chartered AccountantsPlace : KANPUR
Date : 30.05.2012(C. L. Kanodia)
Prop.
Membership No. 11427



**ATTENDANCE SLIP
Premier Pipes Limited**

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

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

Joint Shareholder may obtain additional

Attendance Slip on request.

Folio No.

NAME & ADDRESS OF THE SHAREHOLDER

No. of Shares held :

I hereby record my presence at the THIRTY EIGHTH ANNUAL GENERAL MEETING of the Company being held on Saturday, 28th September, 2013 at 12.30 P.M. at the Registered Office of the Company at Som Biz-Ness Xqure, 4th Floor, 1-The Mall, Kanpur.

* Strike out whichever is not applicable

Signature of the Shareholder or Proxy*

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

PROXY

Premier Pipes Limited

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

FOLIO NO.

(As shown in your Share Certificate)

I/WE

(BLOCK LETTERS)

of being a member/members

of Premier Pipes Limited, Kanpur hereby appoint

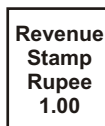
of or failing him

of

as my / our proxy to attend and vote for me / us on my/our behalf at the THIRTY EIGHTH ANNUAL GENERAL MEETING of the Company to be held on Saturday, 28th September 2013 at 12.30 P.M or at any adjournment thereof.

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

Signed by the said



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



CREATIVE GRAPHIC
Mobile : 9335406029

If Undelivered please return to



PREMIER PIPES LIMITED

Som Biz-ness Xqure, 4th Floor,
1-The Mall, Kanpur - 208 001 (U.P.)