



CUBEX TUBINGS LIMITED



**37th Annual Report
2015-16**





CUBEX TUBINGS LIMITED

BOARD OF DIRECTORS

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

CHIEF FINANCIAL OFFICER

Mr. Siva Prasad Sarva

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

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 5th Phase, S.NO.464, 482
Pathancheru, Telangana.

SHARE TRANSFER AGENTS

M/S. Aarthi 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.aarthiconsultants.com
Email: info@arthiconsultants.com

LISTING AT

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



NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the Members of the Company will be held on Thursday, the 29th September, 2016 at **10.00 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 31st March 2016 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 Ms. Veena Bhandari who retires by rotation and being eligible offers herself 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 38th Annual General Meeting to be held in the calendar year 2017 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 Special Resolution:**

Re-appointment of Mr. P R Bhandari, as 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 there-under (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 pursuant to approval of the Board of Directors and subject to such other approvals and consents as may be necessary, approval of the members be and is hereby accorded to reappoint **Mr. P R Bhandari as Managing Director** of the Company for a period of five years w.e.f. 1st April 2016 on existing remuneration and terms & conditions.

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”.

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

PLACE: HYDERABAD
DATE: 29.08.2016

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 Friday, 23rd September 2016 to Thursday 29th September 2016 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
4. The relevant details of Directors seeking re-appointment under item no. 4 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, 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 22nd September 2016 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 Monday, 26th September 2016 and will end at 5.00 p.m. on Wednesday, 28th September 2016. 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 Monday, 26th September 2016 at 10.00 A.M. and ends on Wednesday, 28th September 2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID



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

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

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for 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 and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) The e-voting module shall be disabled by CDSL after 5.00 p.m. on 28th September 2016.
- (xxi) The results shall be declared on or before 1st October 2016. 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. Aarathi 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. Aarathi 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 SEBI (LODR) Regulations 2015)

Name of the Director	Sri. P R Bhandari
Date of Appointment	Since Incorporation of the company
Date of Birth/Age	71 Years
Expertise in Specific functional areas	Business Activities
List of other Public Companies in which Directorships held as on 31.03.2016.	1
Chairman/Member of the Committees of other Companies in which he is a Director as on 31.03.2016.	Nil
Name of the Director	Smt. Veena Bhandari
Date of Appointment	30/03/2015
Date of Birth/Age	41 Years
Expertise in Specific functional areas	Business Activities
List of other Public Companies in which Directorships held as on 31.03.2016.	1
Chairman/Member of the Committees of other Companies in which he is a Director as on 31.03.2016.	Nil

Explanatory Statement

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

Item No. 4:**Re-appointment of Mr. P R Bhandari, as Managing Director of the Company**

Earlier, Mr. P R Bhandari - Managing Director of the Company was re-appointed in the AGM held on 30th September 2011, for a period of five years w.e.f. 1st April 2011. The said tenure was due for renewal on 1st April 2016, and Board of Directors in their Meeting held on 1st April 2016 had approved the appointment of Sri. P R Bhandari, as Managing Director of the Company, subject to approval in the 37th Annual General Meeting, for a period of five Years w.e.f. 1st April 2016. Pursuant to the said resolution, re-appointment of Mr. P R Bhandari, requires the approval of the members in the General meeting. Hence, the above resolution at item no.4 is submitted to the meeting for ratification by the members of the Company.

The Board of Directors re-recommends the above resolution at item no.4 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 re-appointment, is concerned or interested in this resolution.

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

PLACE: HYDERABAD
DATE: 29.08.2016

P.R.BHANDARI
MANAGING DIRECTOR

DIRECTORS' REPORT

To
The members of
M/s. CUBEX TUBINGS LIMITED

The directors have pleasure in presenting the 37th Annual Report of the Company together with the audited accounts for the year ended 31st March 2016.

FINANCIAL RESULTS

(in Lakhs)

	Year ended 31.03.2016	Year ended 31.03.2015
Income from operations	5024.60	5587.45
Other Income	185.15	140.78
Total Expenditure	4995.53	5676.35
Interest & Bank Charges	17.67	8.63
Depreciation & Amortization of Exp.	151.67	159.36
Provision for Tax	15.32	24.12
Net Profit	29.55	19.13

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. 5209.75 lakhs for 2015-16 as compared to Rs. 5728.23 lakhs for 2014-15 and the company posted a net profit of Rs. 29.55 lakhs for 2015-16 as compared to Rs. 19.13 lakhs for 2014-15.

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 31st March 2016, 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 the provision of SEBI (LODR) Regulations 2015. 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. 589.96 Lakhs

(d) Foreign exchange out go: Rs. 259.28 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 SEBI (LODR) Regulations 2015, 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 five times during the financial year 2015-2016.

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

29th May 2015, 13th August 2015, 13th November 2015, 30th December 2015, and 13th February 2016.

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, 2016 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, 2016, the Company does not have any material listed/unlisted subsidiary companies as defined in the Companies Act 2013 & SEBI (LODR) Regulations 2015. 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 SEBI (LODR) Regulations 2015, 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 is the Key Managerial Personnel of the Company 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

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons (except remuneration) 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: 29.08.2016

P.R.BHANDARI
Managing Director

VIRENDRA BHANDARI
Executive Director

Siva Prasad Sarva
Chief Financial Officer

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT:

Pursuant to SEBI (LODR) Regulations 2015, 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, Independent Director, 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 and Sri. Sandeep Kumar, 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.

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 vaccume 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 31ST MARCH, 2016

(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, 2016 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, 2016 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. 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, amended from time to time;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 amended from time to time;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 & amended from time to time; and
- v. We have also examined compliance with the applicable clauses of Secretarial Standards of The Institute of Company Secretaries of India with respect to board and general meetings

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 complied (except delay filings / intimations in some cases) 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 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
FCS No: 21717, CP No: 8735

Hyderabad
August 29, 2016

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.

'Annexure A'

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
FCS No: 21717, CP No: 8735

Hyderabad
August 29, 2016



Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on

31ST March 2016

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

I. REGISTRATION AND OTHER DETAILS:

i. CIN	:	L27109TG1979PLC002504
ii. Registration Date	:	10th August 1979
iii. Name of the Company	:	CUBEX TUBINGS LTD.
iv. Category / Sub-Category of the Company	:	Indian – Non- Govt. Company
v. Address of the Registered office and contact details	:	1-7-27 to34, 1 st Floor, ShyamTowers, S.D.Road, Secunderabad, Telangana – 500003
vi. Whether listed company Yes / No	:	Yes
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	:	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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

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

S. NO	Name and address of the Company	CIN/GLN	Holding/ Subsidiary / Associate
1	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-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	473320	89300	562620	3.93	171300	263999	435299	3.04	(0.89)
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	1824292	3803103	5627395	39.30	1829910	3787485	5617395	39.23	(0.07)
e) Banks / FI	0	130490	130490	0.91	302020	10490	312510	2.18	1.27
f) Any other	-	-	-	-	-	-	-	-	-
(2) Foreign									
Total shareholding of Promoter (A)	2297612	4022893	6320505	44.14	2303230	4017175	6365204	44.45	0.31
B. Public Shareholding									
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)									
Sub-total (B)(1):-	360	46400	46760	0.33	360	46000	46360	0.33	-
2. Non-Institutions									
a) Bodies Corp.	304859	3183504	3488363	24.36	3382963	36622	3419585	23.88	(0.48)
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2049932	622762	2672694	18.67	2344165	564736	2908901	20.32	1.65
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1667522	12100	1679622	11.73	1476461	-	1476461	10.31	(1.42)
c) Others (specify)									
Non Resident Indians	41859	10000	51859	0.36	33433	10000	43433	0.30	(0.06)
Overseas Corporate Bodies	0	50200	50200	0.35	0	50200	50200	0.35	-
Foreign Nationals									
Clearing Members	8972	0	8972	0.06	8436	0	8436	0.06	-
Trusts									
Foreign Bodies – D R									
Sub-total (B)(2):-	4073144	3878566	7951710	55.53	7245458	661558	7907016	55.22	(0.31)
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4073504	3924966	7998470	55.86	7245818	707558	7953376	55.55	(0.31)
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	6371116	7947859	14318975	100	9549048	4724733	14318580	100	-


CUBEX TUBINGS LIMITED
ii) Shareholding of Promoter-

S N	Shareholder's Name	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	
1.	CUBEX SECURITIES LIMITED	1867395	13.04	0	0
2.	NADOL TRADING PVT LTD	1300000	9.08	0	0
3.	MAVV TRADING PVT LTD	825000	5.76	0	0
4.	NADOL TRADING PVT LTD	825000	5.76	0	0
5.	MAVV TRADING PVT LTD	800000	5.59	0	0
6.	PUSHPRAJ BHANDARI	282390	1.97	0	0
7.	MOHINIDEVI BHANDARI	146200	1.02	0	0
8.	VIRENDRA BHANDARI	86280	0.6	0	0
9.	VEENA BHANDARI	32600	0.23	0	0
10.	B S P TRUST	5810	0.04	0	0
11.	VEERENDRA KUMAR	2900	0.02	0	0
12.	P R BHANDARI	2300	0.02	0	0
13.	KIRAN SANCHEDI	2000	0.01	0	0
14.	P R BHANDARI	1740	0.01	0	0
15.	KIRAN SANCHEDI	1410	0.01	0	0
16.	VEENA BHANDARI	179499	0.31	0	+0.31
17.	BHANDARI PVT TRUST	4680	0.03	0	0

iii) Change in Promoters' Shareholding (please specify, if there is 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	44799	0.31
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweatequity etc):	Transfers			
	At the end of the year	6365204	44.45	NA	NA

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

TOP 10 SHARE HOLLDDERS (OTHER THAN PROMOTERS)

SL. No.	NAME OF THE SHARE HOLDER	SHARES	BOUGHT	SOLD	Balance
1.	SWARNIM AVENUES PRIVATE LIMITED	2000000	0	0	2000000
2.	ENSPIRE INSTITUTE OF PROFESSIONAL STUDIES PVT LTD	1150000	0	0	1150000
3.	DIPAK KANAYALAL SHAH	410000	256264	0	666264
4.	MITA DIPAK SHAH	250000	0	10100	239900
5.	KAJOL SHAILESH PATEL	136438	0	102641	33797
6.	DHEERAJ KUMAR LOHIA	84196	0	40000	44196
7.	SHARAD KANAYALAL SHAH	75666	0	0	75666
8.	SANJAY M VAZIRANI	70526	0	0	70526
9.	RAMANLAL N VAKHARIA	60112	0	0	60112
10.	ALOK KABRA	59368	0	0	59368

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

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


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	Veena Bhandari	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9,00,000/-	9,00,000/-	6,00,00	24,00,000/-
	(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)	9,00,000/-	9,00,000/-	6,00,00	24,00,000/-
	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 others, specify...	--	--	--	--
5	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)
A. COMPANY Penalty Punishment Compounding					
B. DIRECTORS Penalty Punishment Compounding			Nil		
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding					

**REPORT ON CORPORATE GOVERNANCE
(Pursuant to SEBI (LODR) Regulations 2015)**

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

- a) As on the date of this report, the Board of Directors of the Company comprises of 6 (SIX) Directors which includes woman director out of which, 3 (three) Executive Directors including Managing Director, and 3 (Three) are Non-Executive & Independent Directors.
- b) The composition of the Board is in conformity with SEBI (LODR) Regulations 2015 and meets the stipulated requirements.
- c) 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, 2016.
- d) 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 71 Yrs	Promoter & Managing Director	Managing Director	Father of Virendra Bhandari	Nil	Nil	Nil
Sri. Virendra Bhandari 44 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-Executive	Director	Nil	1	Nil	Nil
Sri. Sandeep Kumar	Independent Non- Executive	Director	Nil	Nil	Nil	Nil
Sri Trilok Singh	Independent Non-Executive	Director	Nil	Nil	Nil	Nil

*Mr. Y Narasimha Murthy, Director of the Company had resigned w.e.f 30th December 2015

During 2015-16, the Board met 5 (Five) times on 29th May 2015, 13th August 2015, 13th November 2015, 30th December 2015, and 13th February 2016. The Last Annual General Meeting was held on 29th September 2015. 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	5	5	Yes
Sri. Virendra Bhandari	5	5	Yes
Smt. Veena Bhandari	5	5	Yes
Sri. Mahendra Kumar Ranka	5	5	Yes
*Sri. Y Narasimha Murthy	5	3	No
Sri. Sandeep Kumar	5	5	Yes
Sri. Trilok Singh	5	4	No

* Mr. Y Narasimha Murthy was resigned as Director w.e.f. 30th December 2015

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

During the year, information as mentioned required **SEBI (LODR) Regulations 2015** 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 **SEBI (LODR) Regulations 2015** 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 2015 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	Chairman	4	4
Mr. Virendra Bhandari	Member	4	4
Mr. Sandeep Kumar	Member	4	4

- V) During the financial year four Audit Committee meetings were held on 29th May 2015, 13th August 2015, 13th November 2015, and 13th February 2016.

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

*Mr. Y Narasimha Murthy, Director of the Company had resigned w.e.f 30th December 2015

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 fee	Paid during the Year 2015-16		
					Salary	Commission	Total
Sri P.R. Bhandari	Related to Sri Virendra Bhandari Executive Director & Smt. Veena Bhandari (Director-Admin)	Promoter Director	NIL	—	9,00,000	—	9,00,000
Sri.Virendra Bhandari	Related to Sri.P.R.Bhandari, Managing Director& Smt. Veena Bhandari (Director-Admin)	Promoter Director	NIL	—	9,00,000	—	9,00,000
Smt. Veena Bhandari	Related to Sri. P R Bhandari (Managing Director) & Virrendra Bhandari (Executive Director)	Director Admin & related to Promoter Group	NIL	—	6,00,000	—	6,00,000

Note: No sitting 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. Aarthi Consultants Pvt. Ltd. The outstanding complaints as on 31st March, 2016 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 SEBI (LODR) Regulations 2015. 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
36 th	2014-2015	Hotel Raj Comfort Inn, Near Praradise, Opposite HDFC Bank, Secunderabad-500	29.09.2015	10.30 A.M.
35 th	2013-2014	Hotel Raj Comfort Inn, Near Praradise, Opposite HDFC Bank, Secunderabad-500	29.09.2014	10.00 A.M.
34 th	2012-2013	Hotel Raj Comfort Inn, Near Praradise, Opposite HDFC Bank, Secunderabad-500	28.09.2013	10.45 A.M.

Postal ballot:

During the year under review, no resolution has been passed through postal ballot.

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 **SEBI (LODR) Regulations 2015**.

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 : 29th September, 2016
- Time : 10.00 A.M.
- Venue : Hotel Raj Comfort Inn, Near Paradise, Opposite HDFC Bank, Secunderabad-500 003

**(II) Financial Calendar 1st April 2016 to 31st March 2017 (Tentative Schedule)**

Quarter ending June 30, 2016	: Approved in the Board Meeting held on 12 th August 2016 and intimated the same to Stock Exchanges
Quarter ending September 30, 2016	: 1 st / 2 nd week of November 2016
Quarter ending December 31, 2016	: 1 st / 2 nd week of February 2017
Quarter ending March 31, 2017	: on or before 30 th May 2017
Annual General Meeting for FY ended 31 st March, 2017	: Before the end of September, 2017

(III) Date of Book Closure : 23rd September 2016 to 29th September 2016**(IV) Listing on Stock Exchanges :**

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

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
Dematerialization of Securities	:	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 2015-16 as follows:

Month & Year	BSE (in Rs.)		NSE (in Rs.)	
	High	Low	High	Low
April 2015	11.44	8.71	11.00	9.00
May 2015	10.18	7.54	8.70	7.75
June 2015	10.97	8.22	10.85	7.40
July 2015	14.00	10.11	14.30	10.80
August 2015	14.57	9.85	13.10	9.65
September 2015	9.95	8.20	9.40	8.15
October 2015	10.44	8.80	10.10	9.20
November 2015	9.91	8.50	9.45	9.00
December 2015	19.49	8.97	19.65	9.00
January 2016	17.30	13.45	16.45	13.80
February 2016	14.70	7.52	15.10	7.95
March 2016	10.77	7.50	9.30	8.00

(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. Aarathi Consultants Private Limited
1-2-285, Domalguda, Hyderabad – 500 029.
Ph: 040-2763 8111; 040-2763 4445
Fax: 040-2763 2184
Website: www.aarthicconsultants.com
Email: info@aarthicconsultants.com

(IX) Share Transfer System Documents will be accepted at

M/s. Aarathi Consultants Private Limited
1-2-285, Domalguda, Hyderabad – 500 029.
Ph: 040-2763 8111; 040-2763 4445
Fax: 040-2763 2184
Website: www.aarthicconsultants.com
Email: info@aarthicconsultants.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. Aarathi 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.

(X) Statement Showing Distribution Schedule as on 31.03.2016

SL NO	CATEGORY	HOLDERS	HOLDERS %	SHARES	AMOUNT	AMOUNT %
1	1 - 5000	5741	83.46	893091	8930910	6.24
2	5001 - 10000	588	8.55	482211	4822110	3.37
3	10001 - 20000	260	3.78	396892	3968920	2.77
4	20001 - 30000	83	1.21	212031	2120310	1.48
5	30001 - 40000	49	0.71	175003	1750030	1.22
6	40001 - 50000	36	0.52	169883	1698830	1.19
7	50001 - 100000	59	0.86	441487	4414870	3.08
8	100001 & Above	63	0.92	11548377	115483770	80.65
	Total:	6879	100	14318975	143189750	100

**(XI) Statement Showing Shareholding Pattern as on 31.03.2016**

Statement holding of Securities			
Category of shareholder (ii)	No. of share holders (iii)	Total nos. shares held (vii = iv+v+vi)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)(Viii) As a % of (A+B+C2)
Promoter & Promoter Group	17	6365204	44.45
Public	6862	7953771	55.55
Total	6879	14318975	100

Statement showing shareholding pattern of the Promoter and Promoter Group			
Category & Name of the shareholder (i)	No. of share holders (iii)	Total nos. shares held (vii = iv+v+vi)	Shareholding % calculated as per SCRR, (calculated as 1957)(Viii) As a % of (A+B+C2)
Indian			
Individuals/Hindu undivided Family	9	435299	3.04
Central Government/ State Government(s)	0	0	0
Financial Institutions/Banks	0	0	0
Corporate Bodies	5	5617395	39.23
Corporate Bodies - Group Company	0	0	0
Trust/ Promoter	1	10490	0.07
Directors/Promoters & their Relatives & Friends	2	302020	2.11
Sub-Total(A)(1)	17	6365204	44.45
Foreign	0	0	0
Sub-Total(A)(2)	0	0	0
Total shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	17	6365204	44.45



Statement showing shareholding pattern of the Public shareholder			
Category & Name of the shareholder (i)	No. of share holders (iii)	Total nos. shares held (vii = iv+v+vi)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (viii)
Institutions			
Mutual Funds	3	45200	0.32
Financial Institutions/Banks	3	800	0.01
Sub-Total(B)(1)	6	46000	0.32
Central Government/State Government(s)/President of India			
Central Government/State Government(s)/ President of India	1	360	0
Sub-Total(B)(2)	1	360	0
Non-Institutions			
i. Individual shareholders holding nominal share capital up to Rs.2 lakhs	6683	2908901	20.32
ii. Individual shareholders holding nominal share capital excess Rs.2 lakhs	14	1476461	10.31
MITA DIPAK SHAH	1	239900	1.68
DIPAK KANAYALAL SHAH	1	666264	4.65
NBFCs Registered with RBI	1	395	0
Non-Resident Indian (NRI) - Non Repatriable	8	11787	0.08
Non-Resident Indian (NRI) - Repatriable	14	31646	0.22
Corporate Bodies	116	3419585	23.88
Clearing Member	14	8436	0.06
Corporate Bodies - OCB Non Repatriable	5	50200	0.35
Sub-Total(B)(3)	6855	7907411	55.22
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	6862	7953771	55.55

(XII) Dematerialization of shares & liquidity

The Company's shares are compulsory traded in dematerialized form and are available for trading on both the Depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Company representing 44.49% of the company's share capital are dematerialized as on 31st March 2016.

The Company's shares are listed and eligible to trade on the above-mentioned Stock Exchanges in electronic form. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is **INE 144D01012**.

(XIII) Plant Location

Near 5th Phase, S.No.464, 482, IDA, Patancherru, Medak District, Telangana.

(XIV) Address for Correspondence

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



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 2015-16

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 2015-16.

Hyderabad
29.08.2016

P.R. Bhandari
Managing Director

ii. 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.

iii. 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.

iv. CEO/CFO Certification

The CEO and CFO certification of the financial statements for the year 2015-16 is provided elsewhere in this Annual Report.

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

PLACE: Hyderabad.
DATE: 29.08.2016

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)

I, P.R. Bhandari, Managing Director of M/s Cubex Tubings Limited certify:

1. That we have reviewed the financial statements and the cash flow statement for the year ended 31st March 2016 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.

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

PLACE: Hyderabad.

DATE: 29.08.2016

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 31st March, 2016 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 :29.08.2016

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 Cubex Tubings Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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 and presentation 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 the Companies (Accounts) Rules, 2014. This responsibility also 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; and design, implementation and maintenance of adequate internal financial controls, that were 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.

Auditors' 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 thereunder. 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 the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of

the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the 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 31 March 2016 and 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, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we 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 purposes of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'
 - g. With respect to the other matters to be included in the Auditors' 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: 30.05.2016

Annexure A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2016, we report that :

- (i) (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 over a period of three years. 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) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) According to the information and explanations given to us and on the basis of our examination of the records of the Company inventories have been physically verified at reasonable intervals of time and no material discrepancies have been found.
- (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, the Company has not given any loans, investments, guarantees and securities therefore Sec 185 and Sec 186 of the Act, with respect to the loans and investments shall not apply.
- (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 31st March 2016 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.
- (viii) 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/Government. The company has not issued any debentures.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly the clause regarding application of loans for the purpose which they are raised won't arise.



- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
 - (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
 - (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
 - (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
 - (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
 - (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
 - (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934
-

Annexure B to the Independent Auditor's Report

Report on the Internal Financial Controls under clause (i) of the Sub-section 3 of the Section 143 of the Companies Act, 2013 ('The Act')

We have audited the internal financial controls over financial reporting of Cubex Tubings Limited ('the company') as on 31st march 2016 in conjunction with our audit of financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our Audit. We conducted our audit in accordance with the Guidance note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the standards on Auditing deed to be prescribed under section 143(10) of the Act to the extent applicable to an Audit of Internal Financial Controls, both applicable to an audit of Internal Financial Controls and both issued by the ICAI. These standards and guidance note require that we comply with ethical requirements and plan and performed the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our Audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor's Judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion and the company's internal financial control system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detailed, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitation of Internal Financial Controls over Financial Reporting

Because of the inherent limitation of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, Projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31st, 2016, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note

on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

A.Krishna Rao
Partner
Membership No. 020085

Place: Hyderabad
Date: 30.05.2016

Balance Sheet as at 31st March, 2016

Particulars	Note No	As on 31-03-2016 Rupees	As on 31-03-2015 Rupees
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	142,601,299	142,601,299
(b) Reserves and Surplus	2	422,186,963	419,231,516
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	3	33,981,273	41,874,410
(b) Deferred Tax Liabilities (Net)	4	9,936,526	9,259,140
(3) Current Liabilities			
(a) Short-Term Borrowings	5	2,180,078	-
(b) Trade Payables	6	40,016,287	33,244,077
(c) Other Current Liabilities	7	12,676,708	21,117,503
(d) Short-Term Provisions	8	4,286,842	4,474,744
Total		667,865,977	671,802,689
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) <i>Tangible & Intangible Assets</i>	9	188,125,566	201,544,523
(b) Long Term Loans and Advances	10	121,067,972	104,776,673
(c) Other Non Current assets	11	1,050,000	585,000
(2) Current assets			
(a) Inventories	12	41,161,627	72,049,349
(b) Trade Receivables	13	244,889,341	206,408,046
(c) Cash and Bank Balances	14	27,298,571	38,864,837
(d) Short-Term Loans and Advances	15	19,822,113	22,480,151
(e) Other Current Assets	16	24,450,787	25,094,109
Total		667,865,977	671,802,689

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 : 30-05-2016

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, 2016

Particulars	Note No	Year Ended 31-03-2016 Rupees	Year Ended 31-03-2015 Rupees
Revenue from Operations	17	502,460,003	558,745,492
Other Income	18	18,514,839	14,078,081
Total Revenue		520,974,842	572,823,573
<u>Expenses:</u>			
Cost of materials consumed	19	404,345,133	483,004,650
Change in Inventory (Finished goods & Work In Progress)	20	31,886,848	(3,514,319)
Employee Benefit Expenses	21	10,445,714	9,737,486
Other Operating Expenses	22	45,598,485	56,001,848
Administrative and Selling Expenses	23	7,276,649	6,469,359
Financial Costs	24	1,767,137	863,119
Depreciation	9	15,166,850	15,935,957
Total Expenses		516,486,816	568,498,099
Profit / (Loss) Before Tax		4,488,026	4,325,474
Tax Expense:			
(1) Current tax		855,193	1,133,232
(2) Deferred tax		677,386	1,279,656
Profit / (Loss) After Tax		2,955,447	1,912,586
Earning per equity share:			
(1) Basic & Diluted EPS Rs.		0.21	0.13

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 : 30-05-2016

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 31-03-2016**

S.No.	PARTICULARS	Year Ended 31-03-2016	Year Ended 31-03-2015
A)	CASH FLOW FROM OPERATION ACTIVITIES		
	Net Profit Before Tax & Extraordinary Items	4,488,026	4,325,474
	ADJUSTMENTS FOR		
	Depreciation	15,166,850	15,935,957
	Interest Expenses	892,721	148,407
	Loss on Sale of Fixed Assets	-	182,246
	Operating Profit before Working Capital Changes	20,547,597	20,592,084
	ADJUSTMENTS FOR		
	Trade Receivables	(38,481,294)	6,526,767
	Short term Loans and Advances	2,658,038	(13,482,119)
	Other Current Assets	643,322	(4,758,439)
	Inventories	30,887,722	3,100,073
	Trade Payables	6,772,211	13,125,152
	Other Current Liabilities	(8,440,795)	6,354,192
	Short-Term Borrowings	2,180,078	(4,458,893)
	Short Term Provisions	(1,043,095)	(1,221,512)
	Net Cash flow from Operating Activities	15,723,783	25,777,304
B)	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets	(1,747,892)	(1,360,048)
	Sale/Adjustment of Fixed Assets	-	246,763
	Net Cash Used in Investment Activities	(1,747,892)	(1,113,285)
C)	CASH FLOW FROM FINANCING ACTIVITIES		
	Long Term Borrowings Taken/Repaid	(7,893,137)	(3,241,447)
	Long Term Loans and Advances	(16,291,299)	(15,524,674)
	Other Non Current Assets	(465,000)	97,500
	Interest & Finance Charges paid	(892,721)	(148,407)
	Net Cash used in Financing Activities	(25,542,157)	(18,817,028)
	NET INCREASE IN CASH & CASH EQUIVALENTS	(11,566,266)	5,846,991
	Cash and Cash Equivalents (Opening Balance)	38,864,837	33,017,848
	Cash and Cash Equivalents (Closing Balance)	27,298,571	38,864,837

For and on behalf of the Board

P.R.Bhandari
Managing Director**Virendra Bhandari**
Executive DirectorPlace: Hyderabad
Date: 30-05-2016**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, 2016. This has been prepared by the Company is based on and in agreement with the corresponding Profit & 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 : 30-05-2016**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 & Ship Builders.

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.



CUBEX TUBINGS LIMITED

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.


CUBEX TUBINGS LIMITED

Notes to Financial Statements for the year ended March 31, 2016

NOTE NO. 1 : SHARE CAPITAL

S.No.	Particulars	As on 31-03-2016 Rupees	As on 31-03-2015 Rupees
I	Equity Share Capital		
	(a) Authorised (No. of Shares 25000000 - Current Year)	250,000,000	
	(No. of Shares 25000000 - Previous Year)	-	250,000,000
	(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/-		
	Total Equity Share capital	142,601,299	142,601,299
II	<u>A Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:</u>	No.Of Shares	
	Equity Shares of Rs.10/- Each, Fully paid up		
	At the Beginning	14,318,975	14,318,975
	Issued during the year - Cash Issue	-	-
	At the end	14,318,975	14,318,975
III	<u>Details of Shareholder holding more than 5% shares of the company:</u>	% of Share Holding	
	Equity Shares of Rs.10/- each Held By		
	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 31-03-2016 Rupees	As on 31-03-2015 Rupees
I	RESERVES AND SURPLUS		
	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	164,625,035	167,260,401
	Add: Transfer from Profit & Loss Account	2,955,447	1,912,586
	Less : Additional Depreciation Pursuant to enactment of Schedule II of Companies Act 2013 (Refer Note No. 9)	-	(4,547,952)
		167,580,482	164,625,035
	Total Reserves and Surplus	422,186,963	419,231,516

**NOTE NO. 3 : LONG TERM BORROWINGS**

S.No.	Particulars	As on 31-03-2016 Rupees	As on 31-03-2015 Rupees
I	Long Term Borrowings		
	i) Secured Loans		
	a) Vehicle Finance from Banks	-	-
	b) Vehicle Finance from Kotak Mahindra Prime Limited	1,326,444	2,821,260
	Notes:		
	1) Primary Security: Hypothecation of Vehicles of the company. (i.e. Toyota Fortuner, Renault Duster, Tata Indica V2)		
	2) Personal Guarantee: Vehicle Finance is secured by Personal Guarantee of the promoter i.e., 1) Pusha Raj Bhandari		
	ii) Deferred Payment Liabilities		
	Sales Tax Deferment	32,654,829	39,053,150
	Total Long Term Borrowings	33,981,273	41,874,410

NOTE NO. 4 : DEFERRED TAX LIABILITY (NET)

S.No.	Particulars	As on 31-03-2016 Rupees	As on 31-03-2015 Rupees
I	Opening Deferred tax Liability	9,259,140	7,979,484
	Add: Deferred Tax Liability for the year (Due to SLM and WDV Difference)	677,386	1,279,656
	Deferred Tax Liability/ (Asset) - Net	9,936,526	9,259,140

NOTE NO. 5 : SHORT TERM BORROWINGS

S.No.	Particulars	As on 31-03-2016 Rupees	As on 31-03-2015 Rupees
I	Short term Borrowings		
	a) Cash Credits from Banks		
	- Secured		
	Cash Credit taken from Axis Bank Limited	(534,086)	-
	PCFC from Axis Bank (Sub-limit of cc)	2,714,164	-
	Notes:		
	1) Primary Security: Hypothecation of current assets of the company.		
	2) Collateral Security: Company's Factory Land & Buildings Situated at Door No. 13-159, Syno 482 & 464, Venkateswara Colony, Patancheru Village, Sangareddy Medak District.		
	3) Personal Guarantee: Cash Credit is secured by Personal Guarantee of the promoters i.e., 1) Pusha Raj Bhandari and 2) Virendra Bhandari.		
	5) The Interest Rate for the above cash credit is Base Rate 8.60% and on PCFC Base Rate 3.75%		
	Total Short Term Borrowings	2,180,078	-

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

S. No.	Particulars	As on 31-03-2016 Rupees	As on 31-03-2015 Rupees
I	a) Trade Payables	40,016,287	33,244,077
	Total Trade Payables	40,016,287	33,244,077

NOTE NO. 7 : OTHER CURRENT LIABILITES

S.No.	Particulars	As on 31-03-2016 Rupees	As on 31-03-2015 Rupees
	a) Current maturities of Long Term Debt - Sales Tax Deferment	6,398,321	5,407,058
	b) Current maturities of Long Term Debt - Unsecured Loans	1,494,816	4,244,627
	c) Creditors for Capital Goods	588,645	5,194,121
	d) Creditors for Expenses	4,194,926	6,271,697
	Total Other Current Liabilities	12,676,708	21,117,503

NOTE NO. 8 : SHORT TERM PROVISIONS

S.No.	Particulars	As on 31-03-2016 Rupees	As on 31-03-2015 Rupees
I	a) Provisions for employee benefits		
	PF Payable	68,633	126,255
	ESI Payable	25,249	35,540
	Salaries Payable	474,840	616,581
	b) Others		
	Provision for Expenses	2,696,575	2,824,055
	Statutory Liabilities	165,802	47,044
	Professional tax Payable	550	1,050
	Provision for Income Tax	855,193	824,219
	Total Short Term Provisions	4,286,842	4,474,744

NOTE NO 9 : TANGIBLE & INTANGIBLE ASSETS AS AT 31-03-2016

S.No	Particulars	Gross Block As on 01.04.2015	Additions during the year	Deletions during the year	Gross Block As on 31.03.2016	Depreciation upto 01.04.02015	Transferred to retained Earnings	Depreciation during the year	Deletions during the year	Total Depreciation As on 31.03.2016	Net Block As on 31.03.2016	Net Block As on 31.03.2015
1	Land	1,665,670	-	-	1,665,670	-	-	-	-	-	1,665,670	1,665,670
2	Building	30,890,096	-	-	30,890,096	12,553,300	-	705,471	-	13,258,771	17,631,325	18,336,796
3	Electrical Installation	16,457,700	-	-	16,457,700	8,222,296	-	1,906,079	-	10,128,375	6,329,325	8,235,404
4	Plant & Machinery - I	203,841,734	-	-	203,841,734	126,978,985	-	6,725,877	-	133,704,862	70,136,872	76,862,749
5	Plant & Machinery - II	95,296,909	1,533,750	-	96,830,659	18,043,489	-	2,823,516	-	20,867,005	75,963,654	77,253,420
6	Furniture & Office Eqpt.	3,225,218	110,142	-	3,335,360	2,922,614	-	125,178	-	3,047,792	287,568	302,604
7	Furnace	17,230,364	-	-	17,230,364	6,348,025	-	891,603	-	7,239,627	9,990,737	10,882,339
8	Lab Equipment	4,307,042	-	-	4,307,042	2,804,500	-	583,956	-	3,388,456	918,586	1,502,542
9	Water Cool moulds	6,628,732	-	-	6,628,732	3,723,302	-	873,050	-	4,596,352	2,032,380	2,905,430
10	Weight Equipment	111,931	35,000	-	146,931	106,334	-	3,382	-	109,716	37,215	5,597
11	Bore well	131,760	-	-	131,760	125,171	-	-	-	125,171	6,589	6,589
12	Vehicles	8,667,834	-	-	8,667,834	7,278,140	-	282,139	-	7,560,279	1,107,555	1,389,694
13	Scooter & Mopeds	637,431	69,000	-	706,431	614,893	-	5,291	-	620,184	86,247	22,538
14	Generators	3,267,653	-	-	3,267,653	1,129,755	-	235,296	-	1,365,051	1,902,602	2,137,898
15	Computers	1,132,155	-	-	1,132,155	1,118,087	-	6,012	-	1,124,099	8,056	14,068
16	Telephones	423,694	-	-	423,694	402,509	-	-	-	402,509	21,185	21,185
	Intangible Fixed Assets	-	-	-	-	-	-	-	-	-	-	-
	Capital Work In Progress	-	-	-	-	-	-	-	-	-	-	-
	Total	393,915,923	1,747,892	633,118	395,663,815	192,371,400	4,547,952	15,166,850	204,109	207,538,249	188,125,566	201,544,524
	Previous Year's	393,188,993	1,360,048	633,118	393,915,923	172,091,600	4,547,952	15,935,957	204,109	192,371,400	201,544,523	221,097,393

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

S. No.	Particulars	As on 31-03-2016 Rupees	As on 31-03-2015 Rupees
I	a) Security Deposits Secured, Considered Good	20,728,069	21,160,659
	b) Loans and Advances to Others Unsecured, Considered Good	100,339,903	83,616,014
	Total Long Term Loans and Advances	121,067,972	104,776,673

NOTE NO. 11 : OTHER NON CURRENT ASSETS

S. No.	Particulars	As on 31-03-2016 Rupees	As on 31-03-2015 Rupees
I	Unamortised Expenditure	1,050,000	585,000
	Total Other Non Current Assets	1,050,000	585,000

NOTE NO. 12 : INVENTORIES

S. No.	Particulars	As on 31-03-2016 Rupees	As on 31-03-2015 Rupees
I	a) Raw materials	-	-
	b) Work - in - progress	33,391,402	65,278,250
	c) Finished goods	-	-
	d) Consumables, Stores and spares	7,770,225	6,771,099
	Total Inventories	41,161,627	72,049,349

NOTE NO. 13 : TRADE RECEIVABLES

S. No.	Particulars	As on 31-03-2016 Rupees	As on 31-03-2015 Rupees
I	Outstanding for a period exceeding six months from the date they are due for payment		
	Unsecured, Considered Good	112,104,886	66,670,410
	Other Receivables:		
	Unsecured, Considered Good	132,784,455	139,737,636
	Total Trade Receivables	244,889,341	206,408,046

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

S. No.	Particulars	As on 31-03-2016 Rupees	As on 31-03-2015 Rupees
I	Cash and Cash Equivalents :		
	a) Balances with banks :		
	1) On Current Accounts	(3,720,603)	7,655,245
	2) Margin Money	30,641,446	30,672,869
	b) Cash on Hand	377,728	536,723
	Total Cash and Cash Equivalents	27,298,571	38,864,837

NOTE NO. 15 : SHORT TERM LOANS AND ADVANCES

S. No.	Particulars	As on 31-03-2016 Rupees	As on 31-03-2015 Rupees
I	Short - term Loans and Advances:		
	a) Advances Recoverable in Cash or in Kind Unsecured, Considered Good		
	i) Advances to Suppliers	15,619,323	16,053,911
	ii) Advances to Staff	57,700	62,200
	iii) Other Advances	1,470,593	2,695,400
	b) Security Deposit with Customers	2,674,497	3,668,640
	Total Short Term Loans and Advances	19,822,113	22,480,151

NOTE NO. 16 : OTHER CURRENT ASSETS

S. No.	Particulars	As on 31-03-2016 Rupees	As on 31-03-2015 Rupees
I	a) Cenvat Credit (Including of Capital Goods & PLA Amount)	6,377,504	15,126,827
	b) Advance Income Tax (Includes TDS Receivable)	3,042,671	2,329,445
	c) VAT Receivable	5,919,181	3,015,086
	d) Customs Duty Receivable	3,964,944	127,229
	e) Interest Accrued	4,254,950	4,495,522
	f) Exports Incentives under MEIS	891,537	-
	Total Other Current Assets	24,450,787	25,094,109

NOTE NO. 17 : REVENUE FROM OPERATIONS

S.No.	Particulars	Year Ended 31-03-2016 Rupees	Year Ended 31-03-2015 Rupees
I	Revenue from operations		
	(a) Sale of Products		
	(i) Copper and Copper Alloys Products	565,116,508	603,202,569
	(b) Job Work Charges	10,443,860	26,620,238
		575,560,368	629,822,807
	Less: Excise Duties & Service Tax Collected	57,125,798	53,671,422
	VAT & CST Collected	15,974,567	17,405,893
	Total Revenue from Operations	502,460,003	558,745,492

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

S.No.	Particulars	Year Ended 31-03-2016 Rupees	Year Ended 31-03-2015 Rupees
I	(a) Interest Income	11,652,652	13,217,194
	(b) Insurance Claim Received	26,891	-
	(c) Discount Received	5,908,298	-
	(d) Misc. Income	926,998	860,887
	Total Other Income	18,514,839	14,078,081

NOTE NO. 19 : COST OF MATERIALS CONSUMED

S. No.	Particulars	Year Ended 31-03-2016 Rupees	Year Ended 31-03-2015 Rupees
I	Opening Stock of Raw Materials (Copper, Nickel, Zinc and Brass)	-	-
	Add : Purchases During the year	404,345,133	483,004,650
	Less: Closing Stock of Raw material	-	-
	Total Cost Of Material Consumed	404,345,133	483,004,650

NOTE NO. 20 : CHANGE IN INVENTORIES & WIP.

S.No.	Particulars	Year Ended 31-03-2016 Rupees	Year Ended 31-03-2015 Rupees
I	Finished Goods		
	Finished goods at the beginning of the year	-	-
	Less : Finished goods at the end of the year	-	-
	Sub Total (A)	-	-
	Work in Progress		
	Work in progress at the beginning of the year	65,278,250	61,763,932
	Less : Work in progress at the end of the year	33,391,402	65,278,250
	Sub Total (B)	31,886,848	(3,514,319)
	Stock in trade		
	Stock in trade at the beginning of the year		
	Less : Stock in trade at the end of the year		
	Sub Total (C)		
	(Increase) / Decrease in Inventories (A+B)	31,886,848	(3,514,319)

NOTE NO. 21 : EMPLOYEE BENEFIT EXPENSES

S.No.	Particulars	Year Ended 31-03-2016 Rupees	Year Ended 31-03-2015 Rupees
I	(a) Salaries & Wages	8,619,803	8,586,188
	(b) Contribution to Provident & Other Funds	996,444	982,110
	(c) Staff Welfare Expenses	253,100	169,188
	(d) Ex-Gratia Paid	576,367	-
	Total Employee Benefit Expenses	10,445,714	9,737,486

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

S.No.	Particulars	Year Ended 31-03-2016 Rupees	Year Ended 31-03-2015 Rupees
I	(a) Consumption of Stores & Spares	11,655,338	20,313,296
	(b) Power & Fuel	28,140,604	28,424,865
	(c) Repairs to Building	25,627	-
	(d) Repairs to Machinery	1,250,410	857,677
	(e) Insurance	270,616	442,795
	(f) Rates & Taxes (excluding Income Tax)	714,992	787,558
	(g) Clearing and Forwarding Charges	1,996,503	3,481,217
	(h) Other Manufacturing Expenditure	1,279,044	1,305,560
	(i) Net loss on Sale of Assets	-	182,246
	(j) Discount Allowed	73,970	-
	(k) Miscellaneous Expenses W/o.	160,000	97,500
	(l) Foreign Exchange Gain/Loss	31,381	109,133
	Total Other Operating Expenses	45,598,485	56,001,848

NOTE NO. 23 : ADMINSTRATIVE AND SELLING EXPENSES

S.No.	Particulars	Year Ended 31-03-2016 Rupees	Year Ended 31-03-2015 Rupees
I	(a) Telephone, Postage and Others	196,245	368,336
	(b) Advertisement and Publicity	83,614	122,834
	(c) Sales Commission	1,050,000	1,050,000
	(d) Freight Outward	1,483,324	1,342,209
	(e) Travelling & Conveyance	134,605	129,006
	(f) Office Maintenance	59,319	36,709
	(g) Printing & Stationery Expenses	86,253	130,287
	(h) Security Charges	480,599	519,550
	(i) Rates & Taxes (excluding Income Tax)	2,500	2,500
	(j) Managerial Remuneration	2,400,000	1,080,000
	(k) Office Rent & Others	146,680	520,224
	(l) General Expenses	542,064	650,011
	(m) Interest on Late payment of Taxes	253	290
	(n) Vehicle Maintenance	228,912	203,019
	(o) Professional and Annual Fee Etc.,	325,031	218,204
	(p) Donations	-	40,000
	(q) Payment to Auditors:		
	(i) As Auditor	34,350	33,708
	(ii) For Taxation Matters	22,900	22,472
	Total Administrative and Selling Expenses	7,276,649	6,469,359

NOTE NO. 24 : FINANCE COST

S.No.	Particulars	Year Ended 31-03-2016 Rupees	Year Ended 31-03-2015 Rupees
I	(a) Interest Expenses		
	- Interest on Vehicle Finance	892,721	148,407
	- Loan processing Charges & Bank Charges	874,416	714,711
	Total Finance Cost	1,767,137	863,119

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 & Installed Capacity per annum.

Particulars	Year ended 31-03-2016		Year ended 31-03-2015	
	Quantity (MT)	Amount (Rs.)	Quantity (MT)	Amount (Rs.)
a) Turnover	1000.37	49,20,16,143	971.00	53,21,25,254
b) Details of Raw Material consumed				
i) Copper & Copper Alloys and Other items	1096.06	40,43,45,133	1089.00	48,30,04,650
c) Capacity & Production				
i) Installed Capacity	2800	NIL	2800	NIL
ii) Actual Production	1000.37	-	971.00	-

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
Mrs. Veena Bhandari	Director Admin
Mr. Mahendra Ranka	Director
Mr. Sandeep Kumar	Director
Dr. Trilok Singh	Director

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

Name of the Party	Nature of Relationship	Nature of Transaction	2015-16 (Rs.)	2014-15 (Rs.)
Mr. P.R.Bhandari	Managing Director & CEO	Remuneration	900,000	600,000
Mr. Virendra Bhandari	Executive Director	Remuneration	900,000	480,000
Mrs. Veena Bhandari	Director Admin	Remuneration	600,000	-

27. Contingent Liabilities

	As at 31-03-2016	As at 31-03-2015
Bank Guarantee (Performance of Product & towards The Security) State Bank of Hyderabad, Axis Bank.	2,67,90,264	3,06,72,869

28. Foreign Exchange Earnings and Outflow:

Particulars	Year 2015-16		Year 2014 -15	
	Amount in Foreign Currency	Amount in Rupees	Amount in Foreign Currency	Amount in Rupees
EARNINGS				
On Export of Goods	\$8,92,310	Rs.5,89,96,349	\$1,334,738	Rs. 80,257,692
OUTFLOW				
Raw Materials / Equipment	\$3,88,274	Rs.2,59,27,905	\$ 56,333	Rs. 3,517,482

**29. Earnings per Share:**

Particulars	Year 2015-16	Year 2014 -15
Net profit after tax (Rs.)	29,55,447	1,912,585
Weighted Average Numbers of shares	14,318,975	14,318,975
Basic EPS (Rs.)	0.21	0.13
Diluted EPS (Rs.)	0.21	0.13

30. Segment wise information is not furnished as the company operates in only one segment viz. Copper & Copper Alloy Products.
31. Closing Balances of Debtors / Creditors / Loans & Advances are subjected to confirmation from the Parties.
32. 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 fifth annual instalment of Rs.5,407,058 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: 30-05-2016

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

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

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 37th Annual general meeting of the company, to be held on the Thursday, 29th Day of September 2016, at 10.00 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

Ordinary Business	
1.	To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016 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 Admin in place of Mrs. Veena Bhandari who retires by rotation and being eligible offers herself for reappointment
3.	To ratify the re-appointment M/s. P. Murali & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company until the conclusion of the 38 th Annual General Meeting to be held in the year 2017 and fix their remuneration
Special Business	
4.	To re-appoint Mr. P.R Bhdari as Managing Director of the Company
Signed this _____ day of _____ 2016	

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.

37th Annual General Meeting – Thursday – 29th September 2016

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 37th Annual General Meeting of the Company to be held on Thursday, September 29 2016 at 10.00 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

If undelivered, please return to :



CUBEX TUBINGS LIMITED

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