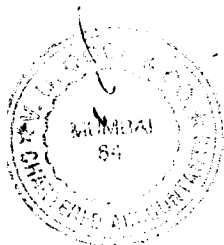


AUDITORS' REPORT

TO THE MEMBERS OF
MAHALAXMI SEAMLESS LIMITED.

1. We have audited the attached Balance Sheet of MAHALAXMI SEAMLESS LIMITED, as at March 31, 2012 and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date, annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Management of the Company. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003, issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956, of India (the Act) and on the basis of such checks as we considered appropriate, and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable to the Company.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - b) i) *We were not provided with the expenses invoices of Rs. 36,89,852. Fixed Deposits with Bank to the extent of Rs 30,13,094/- have not been reconciled.*



ii) *The company has not maintained proper stock records showing quantitative details of each class of inventory.*

iii) *The balances with excise authorities have not been reconciled.*

Except for the above, In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;

d) *The Accounting Standard 15 requires the Company to make provision of retirement benefits viz earned leave on accrual basis and accounted for in accordance with the prescribed method. The Company has not determined and accounted the liability in accordance with that and accordingly adequate disclosure has not been made. The amount in respect of the same has also not been quantified and hence the effect thereof on profit and liability is unascertained.*

Except for the above, in our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report have been prepared in compliance with the applicable accounting standards referred to in Section 211 (3C) of the Act;

e) On the basis of the written representations received from the Directors and taken on record by the Board of Directors of the Company, none of the Directors is disqualified as on March 31, 2012 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Act;

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

<i>Name of the Persons</i>	<i>Nature of Transaction</i>	<i>Transaction Amount (Rs.)</i>	<i>Closing Balance (Rs.)</i>	<i>Maximum Amount (Rs.)</i>
Vinayak Tubes	Purchases Sales	48,58,725 1,27,30,793	50,51,990	60,51,990
				₹
Vinayak Steels	Purchases	1,45,21,334	15,77,515	1,60,98,849
Excel tubes Corporation	Sales	42,48,579	9,11,856	13,31,820



- ii) *The service tax credit of Rs. 18,00,692 is outstanding in books of accounts but the amount is not reflected in service tax register. The company is not having proper records for the utilization of service tax credit and in our opinion the amount may not be available for credit. The current assets are overstated by Rs. 18,00,692.*
- iv) *The Company has not ascertained and disclosed information as required by the Micro, Small and Medium Enterprises Development Act, 2006. (refer note II (j) in Schedule 20 –Notes to Accounts).*
- g) Subject to our remarks in clause (b), (d) and (f) above, in our opinion and to the best of our information and according to the explanations given to us, the Balance Sheet, Profit and Loss Account and Cash Flow Statement together with the Notes thereon and attached thereto, give in the prescribed manner, the information required by the Act and also give, a true and fair view in conformity with the accounting principles generally accepted in India:**
- i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2012;
- ii) in the case of the Profit and Loss Account, of the Loss for the year ended on that date; and
- iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.



Place: Mumbai
Date: 03.09.2012

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

(Vikas Goel)
Partner
Membership No. 39287

Annexure referred to in paragraph 3 of Auditors' Report of even date to the members of Mahalaxmi Seamless Limited on the Accounts for the year ended March 31, 2012

1.
 - a) *In our opinion Company is not maintaining proper records to show full particulars, including quantitative details and situation of its fixed assets.*
 - b) *As explained to us, the fixed assets of the Company have been physically verified during the year by the Management, but in view of inadequate fixed asset records we are unable to comment on discrepancies.*
 - c) The Company has not disposed off substantial parts of fixed assets during the year.
2.
 - a) As explained to us, the inventory of the Company has been physically verified by the Management during the year and at the year end. Inventory lying with third parties and in transit have been verified by the management with reference to the confirmation received from them and/or subsequent receipt of goods.
 - b) Based on the explanations provided, in our opinion, the procedures of physical verification of inventory followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) *In our opinion, the company has not maintained proper stock records showing quantitative details of each class of inventory. Hence, we are unable to comment whether the discrepancies between the physical inventory and the book records noticed on physical verification as mentioned in 2(a) above are material or not.*
3.
 - a) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Act.
 - b) The Company has not taken any loans from Companies, firms or other parties covered in the register maintained under Section 301 of the Act.
4. In our opinion, there are adequate internal control procedures to commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. Further, during the course of our audit we have neither come across nor have we been informed of any instance of continuing failure to correct major weaknesses in the aforesaid internal control procedures.



5. i) To the best of our knowledge and according to the information and explanations given to us, the Company has entered into the transaction exceeding Rs. 5,00,000 that need to be entered in the register pursuant to Section 301 of the Act.
- ii) In our opinion, and according to the information and explanation given to us, the transaction made in pursuance of such contract or arrangement and aggregating during the year to rupees five lacs or more in respect of each party have been made at prices which are reasonable having regards to the prevailing market prices at the relevant time, where such prices are available.
6. The Company has not accepted any deposits under the provisions of Section 58A and 58AA of the Act and the rules framed there under.
7. In our opinion, the Company's present internal audit system is not commensurate with its size and the nature of its business.
8. In our opinion the Company has not maintained adequate cost records in terms of Section 209 (1)(d) of the Act for its products.
9. a) According to the books and records as produced and examined by us in accordance with generally accepted auditing practices in India and also based on Management representations, in our opinion the Company is generally regular in depositing undisputed statutory dues, including provident fund, investor education and protection fund, employees state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues as applicable, with the appropriate authorities in India except as given below :

Name of the Statute	Nature of the Dues	Amount (Rs.)	Period to which the amount relates	Due Date	Date of Payment
Maharashtra Profession Tax, 1975	Profession Tax	3,700	March 2012	20 th April 2012	Not Paid till date
BST Act	Sales Tax	11,25,692	1996-2001 (deferment)	30 th April 2011	Not Paid till date
CST Act	Central Sales Tax	9,81,325	1996-2001 (deferment)	30 th April 2011	Not Paid till date



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

- i) *Disputed sales tax liability of Rs. 65,57,957/-for F.Y. 2004-05 under appeal*
ii) *Disputed excise liability raised by the Central Excise Dept and under appeal*

is as follows :

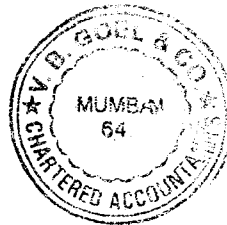
- *Disputed excise liability for the period Jan 2011 to Dec 2011 for Rs.13,11,717/-*
- *Disputed excise liability for the period Aug 2009 to Dec 2009 for Rs.2,47,911/-*
- *Disputed excise liability for the period Jan 2010 to May 2010 for Rs.3,67,760/-*
- *Disputed excise liability for the period Jun 2010 to Dec 2010 for Rs.11,83,336/-*

The information as regards the forum before which the disputes are pending is not furnished since the relevant data is not provided to us.

10. **The Company has no accumulated losses as at the end of the financial year and it has incurred cash losses in the current financial year and in the immediately proceeding financial years.**
11. **According to the records of the Company, the Company has not defaulted in repayment of dues to financial institution or banks during the year.**
12. **The Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.**
13. **In our opinion, considering the nature of activities carried on by the Company during the year, the provisions of any special statute applicable to chit fund/ nidhi/ mutual benefit fund/ societies are not applicable to it.**
14. **The Company has not dealt or traded in shares, securities, debentures or other investments during the year.**

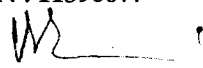


15. As informed to us, the Company has not given any guarantee for the loans taken by others from banks or financial institutions during the year.
16. On the basis of review of utilisation of funds on overall basis and related information available to us, the term loans taken by the Company have been applied for the purposes for which they are obtained.
17. *On the basis of review of utilisation of funds on an overall basis, related information as made available to us and as represented to us by the Management, funds raised on short term basis have been used for long term investment.*
18. The Company has not made any preferential allotment of shares during the year.
19. The Company has not issued debentures.
20. The Company has not raised any money by public issue during the year.
21. Based on our examination of the books of accounts carried out in accordance with the generally accepted Auditing Standards in India and according to the information and explanations given to us we report that no fraud on or by the company has been noticed or reported during the year.



Place: Mumbai
Date: 03.09.2012

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


(Vikas Goel)
Partner
Membership No. 39287

MAHALAXMI SEAMLESS LIMITED
BALANCE SHEET AS AT 31st MARCH, 2012

		Amount in Rs.	
Particulars	Note No	As at 31 March 2012	As at 31 March 2011
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	52,907,000	52,907,000
(b) Reserves and Surplus	3	58,664,457	74,626,600
(2) Non-Current Liabilities			
(a) Long-term borrowings	4	21,191,016	27,062,038
(b) Deferred tax liabilities (Net)	5	2,808,606	3,702,559
(c) Other Long term liabilities	6	623,995	623,995
(3) Current Liabilities			
(a) Short-term borrowings	7	61,963,071	54,166,039
(b) Trade payables	8	74,598,672	24,337,527
(c) Other current liabilities	9	21,003,823	14,725,643
TOTAL		293,760,639	252,151,402
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	92,291,224	100,847,677
(ii) Capital work-in-progress		-	845,599
(b) Long Term Loans and Advances	11	20,643,980	21,279,547
(c) Other non - current assets	12	1,731,929	2,387,907
(2) Current assets			
(a) Inventories	13	97,508,501	76,234,764
(b) Trade receivables	14	59,338,786	43,162,332
(c) Cash and bank balances	15	17,841,265	4,968,049
(d) Short-term loans and advances	16	2,142,837	1,479,981
(e) Other current assets	17	2,262,117	945,545
TOTAL		293,760,639	252,151,402

Notes to Accounts forming integral part of financial statements

01-39

As per our attached report of even date

For V. B. GOEL & CO.

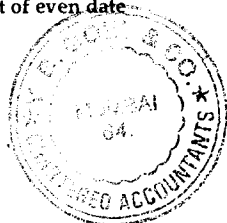
Chartered Accountants

FRN : 115906W

(Vikas Goel)

Partner

Membership No. 39287



For and on behalf of the Board

(M. P. Jalan)

Chairman &

Managing Director

(Vivek Jalan)

Executive

Director

Place : Mumbai

Date : 03.09.2012

Place : Mumbai,

Date : 03.09.2012

MAHALAXMI SEAMLESS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2012

Amount in Rs.

Particulars	Note No	For the year ended 31.03.2012	For the year ended 31.03.2011
I. Revenue from operations	18	320,205,542	315,129,667
II. Other Income	19	11,345,769	3,112,353
TOTAL REVENUE (A)		331,551,311	318,242,020
III. EXPENSES :			
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	(11,802,524)	121,284
Cost of material consumed	21	243,481,047	224,226,613
Operating Expenses	22	49,355,021	52,039,663
Employee Benefit Expenses	23	25,556,517	26,175,293
Other expenses	24	15,105,535	12,904,294
Financial costs	25	13,176,775	11,573,782
Depreciation expense	10	11,936,233	11,262,470
Prior Period	27	1,598,803	71,351
TOTAL EXPENSES (B)		348,407,407	338,374,751
IV. PROFIT BEFORE TAX (A - B)		(16,856,096)	(20,132,731)
V. TAX EXPENSE :			
1) Current tax		-	-
2) Deferred tax		(893,953)	(664,975)
3) Short/(Excess) Provision for Earlier years		-	489,800
		(893,953)	(175,175)
VI. PROFIT FOR THE PERIOD (IV - V)		(15,962,143)	(19,957,557)
VII. Earning per equity share of Rs. 10 :			
1) Basic		(3.02)	(3.78)
2) Diluted		(3.02)	(3.78)

Notes to Accounts forming integral part of financial statements 01 - 39

As per our attached report of even date

For V. B. GOEL & CO.

Chartered Accountants

FRN : 115906W

(Vikas Goel)

Partner

Membership No. 39287

Place : Mumbai

Date : 03.09.2012



For and on behalf of the Board

(M. P. Jalan)

Chairman &
Managing Director

(Vivek Jalan)

Executive Director

Place : Mumbai

Date : 03.09.2012

MAHALAXMI SEAMLESS LIMITED

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2012

1. SIGNIFICANT ACCOUNTING POLICIES

a) Basis for preparation of financial statement

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

b) Method of Accounting

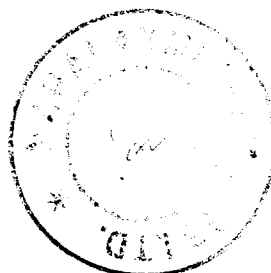
The Company follows the mercantile system of accounting.

c) Revenue recognition of Income & Expenditure

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

d) Services Tax & Cenvat Credit

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



MAHALAXMI SEAMLESS LIMITED

e) Fixed Assets

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

f) Capital Work in Progress

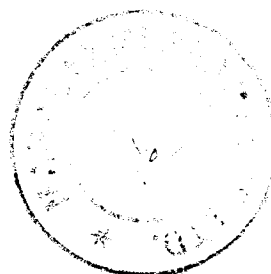
The capital Work in progress is stated at cost plus pre operative expenses.

g) Depreciation

- i) Depreciation on Fixed Asset at Mumbai Office is provided on written down value as per the rates prescribed under the schedule XIV of the Companies Act, 1956.
- ii) Depreciation on Fixed Assets at Nagothane Factory Unit is provided on straight-line method as per the rates prescribed under Schedule XIV of the Companies Act, 1956.
- iii) Depreciation on Plant & Machinery is calculated on the basis of 3 shifts on straight-line method.

h) Inventories

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



MAHALAXMI SEAMLESS LIMITED

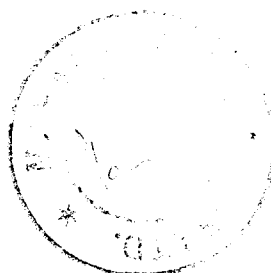
i) Foreign Currencies Transaction

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

j) Employee Benefit

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

- A. Short-term employee benefits are recognized as expenses at undiscounted amount in the Statement of Profit and Loss of the year in which the relevant services is rendered.
- B. Retirement Benefit
 - i) Retirement benefit in the form of Provident Fund, which are defined Contribution plans, are accounted on accrual basis and charged to the Statement of Profit and Loss of the year.
 - ii) The liability in respect of accumulated leave is accounted on actual payment basis.
 - iii) The Company has taken a Group Gratuity cum Life Insurance policy with Life Insurance Corporation of India (LIC) for all eligible employees. The liability is actuarially assessed by LIC and accounted on accrual basis.



MAHALAXMI SEAMLESS LIMITED

k) Borrowing Cost

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

l) Taxation :

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

m) Impairment of Assets

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

n) Provisions, Contingent Liabilities and Contingent Assets

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



MAHALAXMI SEAMLESS LIMITED

Note No.	Particulars	As at 31-3-2012 Rupees	As at 31-3-2011 Rupees
2	<u>SHARE CAPITAL</u>		
	Authorised		
	60,00,000 Equity Shares of Rs.10/- Each	60,000,000	60,000,000
	Issued, Subscribed and Fully Paid up		
	52,81,400 Equity Shares of Rs.10/- Each fully paid up	52,814,000	52,814,000
	Add.: Shares Forfeited		
	(18,600 Equity Shares of Rs.10/- Each Rs.5/- per Share Paid up)	93,000	93,000
	TOTAL	52,907,000	52,907,000

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

	31-3-2012 (No. of shares)	31-3-2011 (No. of shares)
Equity shares of Rs 10 each		
At the beginning of the period	5,281,400	5,281,400
Issued during the period	Nil	Nil
Outstanding at the end of the period	5,281,400	5,281,400

b) Terms/ Rights Attached to equity shares

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

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

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

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

	31-3-2012 No. of Shares	31-3-2011 No. of Shares
<u>Equity shares of Rs. 10 each</u>		
Sampathidevi Madhavprasad Jalan	7,83,191 (14.83%)	7,83,191 (14.83%)
Madhavprasad Govindram Jalan	5,32,988 (10.09%)	5,32,988 (10.09%)
Vivek Jalan	4,23,270 (8.01%)	4,23,270 (8.01%)
Narendra Sakariya	4,86,920 (9.22%)	4,86,920 (9.22%)
Megh Sakariya International Pvt Ltd	5,33,030 (10.09%)	5,33,030 (10.09%)



MAHALAXMI SEAMLESS LIMITED

Note No.	Particulars	As at 31-3-2012 Rupees	As at 31-3-2011 Rupees
3	<u>RESERVES & SURPLUS</u>		
	Reserves and Surplus consists of following reserves :		
	a) Capital Reserve		
	Opening Balance	4,500,000	4,500,000
	Addition during the year	-	-
	Deduction during the year	-	-
	Closing Balance	<u>4,500,000</u>	<u>4,500,000</u>
	b) General Reserve		
	Opening Balance	1,000,000	1,000,000
	Addition during the year	-	-
	Deduction during the year	-	-
	Closing Balance	<u>1,000,000</u>	<u>1,000,000</u>
	c) Surplus in profit & loss account		
	Opening Balance	69,126,600	89,084,157
	Addition during the year	(15,962,143)	(19,957,557)
	Deduction during the year	-	-
	Closing Balance	<u>53,164,457</u>	<u>69,126,600</u>
	TOTAL	<u><u>58,664,457</u></u>	<u><u>74,626,600</u></u>



MAHALAXMI SEAMLESS LIMITED

Note No.	Particulars	As at 31-3-2012 Rupees	As at 31-3-2011 Rupees
-------------	-------------	------------------------------	------------------------------

4 LONG TERM BORROWINGS

I) Secured

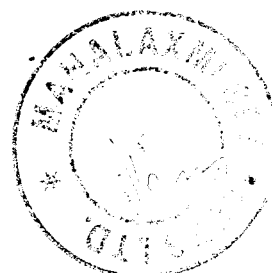
a) Term loans from banks	-	3,441,294
<i>Term loan is secured by hypothecation of plant & Machinery and other fixed assets of the Company.</i>		
b) Vehicle loans	393,561	347,808
<i>(Secured against hypothecation of respective vehicle)</i>		

Sr No	Particulars	Vehicle Loan Repayable (Rs.)	
		2011-12	2010-11
1	ICICI Bank (Car Loan) Sumo victa 2012-13	-	73,845
2	AXIS BANK LTD- OPTRA 2012-13	-	140,216
	2013-14	90,607	90,607
3	TATA CAPITAL LTD 2013-14	87,637	-
	2014-15	97,435	-
	2015-16	117,882	-
4	JCB loan from Magma Fincorp limited (Secured against hypothecation of crane) 2012-13	-	43,140

II) Unsecured

Deferred payment liabilities

Bombay Sales tax	2,139,670	4,430,455
Central Sales tax	6,150,815	6,496,557
Deferred Value added tax	12,506,970	12,345,924
	<u>21,191,016</u>	<u>27,062,038</u>



MAHALAXMI SEAMLESS LIMITED

Note No.	Particulars	As at 31-3-2012 Rupees	As at 31-3-2011 Rupees
5	<u>DEFERRED TAX LIABILITIES (NET)</u>		
	Deferred tax liabilities consists of the following :		
	Depreciation	3,127,410	4,393,030
	Deferred tax assets consists of the following :		
	Expenses specifically disallowed under income tax	318,804	690,471
		<u>2,808,606</u>	<u>3,702,559</u>
6	<u>OTHER LONG TERM LIABILITIES</u>		
	Others		
	Unclaimed dividend	623,995	623,995
		<u>623,995</u>	<u>623,995</u>
7	<u>SHORT TERM BORROWINGS</u>		
	Secured		
	Cash Credit with Oriental Bank of Commerce	61,963,071	54,166,039
	<i>Secured against hypothecation of Stock of Raw Material, Stock in process, Finished goods, Stores & Spares and Book debts and secured by equitable mortgage of factory land and building, first charge on Fixed Assets of Company and personal guarantee of Directors Mr Madhav.Prasad.Jalan and Mr. Vivek Jalan.</i>		
		<u>61,963,071</u>	<u>54,166,039</u>
8	<u>TRADE PAYABLES</u>		
	Due to micro and small enterprises		-
	Due to others	74,598,672	24,337,527
		<u>74,598,672</u>	<u>24,337,527</u>
9	<u>OTHER CURRENT LIABILITIES</u>		
	Current Maturities of Long Term Debt	3,787,044	4,991,723
	Statutory dues payable	8,251,988	1,502,186
	Employee dues payable	3,536,364	2,927,979
	Advance from customers	3,256,323	5,275,222
	Retention money of creditors	25,225	25,225
	Interest accrued & due on borrowings		3,309
	Short term provisions - Outstanding Liabilities	2,146,879	-
		<u>21,003,823</u>	<u>14,725,643</u>



Schedules forming part of the Balance Sheet as at 31st March, 2012

NOTE : 10
FIXED ASSETS

Particulars	Gross Block			Depreciation			Amount in Rupees	
	Opening As at 01.04.11	Additions	Sale/ Transfer	Closing As at 31.03.12	Opening As at 01.04.11	For the year Deletion/ Adjustment	As at 31.03.12	As at 31.03.11
MUMBAI OFFICE-WDV method								
Office Building	2,258,522			2,258,522	589,922	83,430	1,585,170	1,668,600
Office Equipment	401,489	-		401,489	250,247	21,038	130,205	151,242
Furniture & Fixture	376,505			376,505	313,247	11,450	51,808	63,258
Electrical Fitting	9,929			9,929	9,617	43	269	312
Air Conditioner Office	115,000			115,000	73,877	5,720	35,403	41,123
Computers	839,897	-		839,897	740,553	39,737	59,606	99,343
Vehicles	2,790,083	-		2,790,083	1,843,621	245,039	701,423	946,462
FACTORY-SLM method								
Factory Land	1,809,102			1,809,102			1,809,102	1,809,102
Building-Others	1,467,258			1,467,258	81,525	23,916	1,361,817	1,385,733
Factory Building	49,397,000			49,397,000	17,613,872	1,649,860	30,133,269	31,783,128
Plant & Machinery	150,094,284	2,777,347		152,871,631	90,373,309	9,342,006	53,156,316	59,720,975
Furniture & Fixture	413,042	119,670		532,712	260,070	31,465	241,176	152,972
Electricals Fittings	2,487,680			2,487,680	1,012,541	118,165	1,356,975	1,475,140
Office Equipment	778,086	41,334		819,420	417,465	36,986	364,969	360,621
Air Conditioner Factory	195,105			195,105	70,196	9,267	115,642	124,909
Computers Factory	1,729,420	27,035		1,756,455	1,191,187	177,604	387,665	538,233
Vehicles	1,474,953	551,004	464,852	1,561,105	948,430	140,507	800,411	526,523
Total	216,637,355	3,516,390	464,852	219,688,892	115,789,678	11,936,233	92,291,224	100,847,677
Previous Year	183,851,443	33,179,275	393,363	216,637,355	104,824,953	11,262,470	100,847,677	79,026,490



MAHALAXMI SEAMLESS LIMITED

Note No.	Particulars	As at 31-3-2012 Rupees	As at 31-3-2011 Rupees
11	<u>LONG TERM LOANS AND ADVANCES</u>		
	Unsecured, considered good		
	Advances to parties for expenses	22,950	2,500,000
	Security Deposits	3,051,772	351,772
	Balances with government authorities	17,569,258	18,427,775
		<u>20,643,980</u>	<u>21,279,547</u>
12	<u>OTHER NON CURRENT ASSETS</u>		
	Income tax (net of provision)	1,675,374	1,498,740
	Gratuity Fund	56,555	889,167
		<u>1,731,929</u>	<u>2,387,907</u>
13	<u>INVENTORIES</u>		
	Raw Material (At lower of cost or net realisable value)	44,566,197	36,516,831
	Work in Progress (At lower of cost or net realisable value)	20,243,627	25,732,681
	Stores & Spares (At lower of cost or net realisable value)	3,042,653	1,286,300
	Finished Goods (At lower of cost or net realisable value)	26,468,896	9,539,274
	Scrap (At net realisable value)	665,728	303,772
	Goods in Transit (At lower of cost or net realisable value)	2,521,400	2,855,906
		<u>97,508,501</u>	<u>76,234,764</u>
14	<u>TRADE RECEIVABLES</u>		
	(Unsecured - Considered Good unless otherwise stated)		
	Due for more than 6 months	6,991,167	2,160,253
	Less : Provision for doubtful debts	-	221,079
		<u>6,991,167</u>	<u>1,939,174</u>
	Others	52,347,619	41,223,158
		<u>59,338,786</u>	<u>43,162,332</u>
	Debts Due from firm or private companies in which director is partner, director or member	Nil	Nil
	Debts Due from directors or other officers of the company	Nil	Nil



MAHALAXMI SEAMLESS LIMITED

Particulars	For the year ended 31-3-2012 Rupees	For the year ended 31-3-2011 Rupees
18 REVENUE FROM OPERATIONS		
Sales of Products	347,320,486	345,451,762
Less : Excise Duty	27,114,944	30,322,095
Net Sales	320,205,542	315,129,667
19 OTHER INCOME		
Commission on Sales	250,556.00	-
Interest Received	954,439	1,510,787
Exchange difference	-	699,557
Other Income	7,233	32,830
Profit on Sale of Assets	63,391	68,882
Sundry balance Written back	7,774,887	7,251
Gratuity Income as per AS- 15	-	793,046
Reversal of Doubtful Advances	1,109,967	-
DEPB Received	1,185,296	-
	11,345,769	3,112,353
20 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS		
Stock at close - WIP & Scrap	20,909,355	26,036,453
Stock at close - Finished Goods	26,468,896	9,539,274
	47,378,251	35,575,727
Stock at commencement - WIP & Scrap	26,036,453	32,105,619
Stock at commencement - Finished Goods	9,539,274	3,591,392
	35,575,727	35,697,011
(Increase)/ Decrease in Stocks	(11,802,524)	121,284



MAHALAXMI SEAMLESS LIMITED

Particulars	For the year ended 31-3-2012 Rupees	For the year ended 31-3-2011 Rupees
21 COST OF MATERIAL CONSUMED		
Opening Stock	39,372,737	25,312,606
Add. : Raw Material Purchases	251,195,907	238,842,575
	290,568,644	264,155,181
Less : Sales of Raw Materials	-	555,830
	290,568,644	263,599,351
Less: Closing Stock of Raw Materials (Including Goods in Transit)	47,087,597	39,372,737
	243,481,047	224,226,613
22 OPERATING EXPENSES		
Inspection Charges & Others Expenses	438,151	714,720
Power & Fuel Charges	23,434,457	31,476,866
Repair and Maintenance Expenses	1,504,028	2,789,777
Sales Tax Paid on Assessment	-	620,705
Stores and Spares Consumed	22,868,313	15,030,892
Transportation Charges	476,241	662,391
Water Charges	633,831	744,312
	49,355,021	52,039,663
23 EMPLOYEE BENEFIT EXPENSES		
Salary, Wages and Bonus	19,284,813	17,702,867
Contribution to Provident Fund	201,370	245,805
Staff Welfare Expenses	1,959,908	1,520,492
Contractual Services	3,277,813	6,706,130
Gratuity	832,612	-
	25,556,517	26,175,293



MAHALAXMI SEAMLESS LIMITED

Particulars	For the year ended 31-3-2012 Rupees	For the year ended 31-3-2011 Rupees
24 OTHER EXPENSES		
Auditor's Remuneration - As Auditor	255,000	165,000
Books & Periodicals	22,425	16,521
Conveyance and Travelling	772,306	2,000,929
Electricity Expenses	159,125	195,594
Insurance Expenses	94,732	182,148
Late Delivery Charges	-	92,817
Legal & Professional Expenses	956,484	1,251,201
Consultancy charges	768,456	-
Listing Fees	70,000	45,000
Office & Misc. Expenses	363,827	435,081
Postage, Telephone & Telegrams	584,102	634,311
Printing and Stationery	180,638	263,194
Rent, Rates & Taxes	1,228,107	385,711
Subscription & Membership	76,332	281,667
Security Expenses	781,694	934,598
Vehicle Expenses	745,019	727,340
Computer expenses	13,199	73,484
ERP Expenses	343,848	-
Donation	11,902	15,500
Sundry Balances written off	334,467	86,385
Share transfer & Registration fees	-	78,287
Provision for doubtful debts	-	221,079
Provision for doubtful Advances	-	1,109,967
Bad Debts Written off	943,761	717,092
Advertisement & Sales Promotion	77,985	419,992
Sales Commission	1,610,714	817,239
Brokerage & Commission	22,500	-
Clearing & Forwarding Expenses	17,185	1,108,399
Waste Disposal Charges	13,922	-
Variation in Foreign Exchange	2,540,309	-
Export expenses	16,842	-
Packing expenses	5,308	-
Penalty paid	29,601	-
Differential Excise Duty between opening & Closing Stock	2,065,745	645,758
	15,105,535	12,904,294

25 FINANCIAL COST

Interest Expense	10,055,983	9,659,279
Bank Charges	3,120,793	1,914,503
	13,176,775	11,573,782



MAHALAXMI SEAMLESS LIMITED

II NOTES TO ACCOUNTS

26) Contingent Liabilities

- i) Counter Guarantee given to the Bank for the performance guarantee given by them of Rs.36.85 Lacs (P.Y. Rs.77.16 lacs).
- ii) Disputed sales tax liability of Rs. 65, 57,957/ for F.Y 2004-05- (P.Y. Nil).
- iii) Letters of Credit outstanding of Rs. 2, 93, 81,661 (P.Y. Nil).
- iv) Disputed excise liability raised by the Central Excise Dept is as follows :
 1. Disputed excise liability for the period Jan 2011 to Dec 2011 for Rs.13,11,717/-
 2. Disputed excise liability for the period Aug 2009 to Dec 2009 for Rs.2,47,911/-
 3. Disputed excise liability for the period Jan 2010 to May 2010 for Rs.3,67,760/-
 4. Disputed excise liability for the period Jun 2010 to Dec 2010 for Rs.11,83,336/-

27) Prior Period Items

The prior period expenses consist of the following items :

Particulars	Current year (Rs.)	Previous year (Rs.)
Income	1,13,504	6,39,416
Expenditure	17,12,307	7,10,767
Total	15,98,803	71,351



MAHALAXMI SEAMLESS LIMITED

28) Income Tax

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

Particulars	As At 31.03.11 (Rs)	For the year (Rs)	As at 31.03.12 (Rs.)
Deferred Tax Liability on account of:			
Depreciation	43,93,030	(12,65,620)	31,27,410
Deferred Tax (Asset) account of:			
Expenditure	(6,90,471)	3,71,667	(3,18,804)
Net Deferred Tax Liability/ (Asset)	37,02,559	(8,93,953)	28,08,606

29) Sales Tax Deferment

Unsecured loan represent Interest free Sales Tax Deferment of Rs. 2,11,65,919/-. Out of these, a sum of Rs 20,54,315/- (P. Y. Rs 21,07,017/-) is due within the immediate next year. Rs. 37,83,970/- is payable in next 4 years as annual installments till year 2016-17.

30) Auditor's Remuneration

Particulars	Current Year (Rs.)	Previous Year (Rs.)
For Audit Fee	2,00,000	1,50,000
For Other Services	55,000	15,000
TOTAL	2,55,000	1,65,000

31) Segment Reporting

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



MAHALAXMI SEAMLESS LIMITED

32) Impairment of Assets

There is no such impairment of assets at the year ended on 31.03.12 in terms of Accounting Standard, AS - 28. Hence company has not made any provision for impairment loss.

33) Dues to Small Scale Industrial Undertakings

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

34) Disclosure pursuant to Accounting Standard - 15 Employee Benefits

	Current Year (Rs.)	Prev. Year (Rs.)
A) Defined Contribution Plans		
The Company has recognized the following amounts in the Statement of Profit and Loss for the year		
1. Contribution to Employees' Provident Fund/ Employees' Family Pension Fund	2,01,370	2,45,805
2. Leave encashment	57,981	3,58,015
B) Contribution to Gratuity fund being Defined Benefits Plan		
I Changes in the Present Value of the Defined Benefits Obligation		
1. Present Value of Defined Benefit Obligation at the beginning of the year	5,18,495	7,95,880
2. Interest Cost	41,480	63,670
3. Current Service Cost	33,691	1,33,283
4. Benefits Paid	(7,59,690)	(49,813)
5. Actuarial (Gain)/Loss on Defined Benefit Obligation	8,82,262	(4,24,525)
6. Present Value of Defined Benefit Obligation at the end of the year	7,16,238	5,18,495



MAHALAXMI SEAMLESS LIMITED

	Current Year (Rs.)	Prev. Year (Rs.)
II Changes in the Fair Value of Plan Assets		
1. Fair Value of Plan Assets at the beginning of the year	14,07,662	12,47,234
2. Expected Return on Plan Assets	1,24,821	1,14,120
3. Contributions	Nil	96,121
4. Benefits Paid	(7,59,690)	(49,813)
5. Actuarial Gain / (Loss) on Plan Assets	Nil	Nil
6. Fair Value of Plan Assets at the end of the year	7,72,793	14,07,662
III Amounts recognized in the Balance Sheet		
1. Present Value of Defined Benefit Obligation at the end of the year	7,16,238	5,18,495
2. Fair Value of Plan Assets at the end of the year	(7,72,793)	(14,07,662)
3. Net (Asset) /Liability to be recognized in the Balance Sheet	(56,555)	(8,89,167)
IV Balance Sheet Reconciliation		
1. Net (Asset)/ liability at the beginning of the year	(8,89,167)	(4,51,354)
2. (Income)/ Expense recognized as under	8,32,612	(3,41,692)
3. Contributions as above	Nil	(96,121)
4. Net (Asset)/ liability at the end of the year	(56,555)	(8,89,167)
V Amount recognized in the Profit & Loss A/c.		
1. Current Service Cost	33,691	1,33,283
2. Interest Cost on obligation	41,480	63,670
3. Expected Return on plan assets for the period	(1,24,821)	(1,14,120)
4. Net Actuarial (Gain) / Loss	8,82,262	(4,24,525)
5. Expense Recognized in statement of Profit & Loss A/c.	8,32,612	(3,41,692)
VI Actual Return on Plan Assets		
1. Expected Return on plan assets for the period	(1,24,821)	1,14,120
2. Actuarial Gain/(Loss) on Plan Assets	8,82,262	4,24,525
3. Actual Return on Plan Assets	7,57,441	5,38,645
VII Percentage of each category of Plan Assets to total Fair Value of Plan Assets		
1. Insurer managed fund	100%	100%



MAHALAXMI SEAMLESS LIMITED

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

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

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

1) Associates

Madras Steel & Tubes (MST)

Riddi Siddhi & Co. (RSC)

Sarayu Issue Management Services Pvt. Ltd. (SIMSPL)

Vinayak Tubes (VT)

Vinayak Steels (VS)

Excel Tube Corporation (ETC)

2) Key Management Personnel

Shri Madhav. P. Jalan

Shri Vivek Jalan

Shri J. T. Hingorani

Shri Manish Dalal

Shri Chetan Jain

Smt. Mala Sharma

3) Relative of Key Management Personnel (KMP)

Shri Rishi Jalan

Smt. Sampathidevi M. Jalan



MAHALAXMI SEAMLESS LIMITED

B) Related Party Transactions:

Nature of Transaction	Associates (Rs.)	Key Management Personnel (Rs.)	Relative of KMP (Rs.)	Total
Transaction during the year				
Purchase of Goods	1,93,80,059 <i>(1,69,82,152)</i>	Nil <i>Nil</i>	Nil <i>Nil</i>	1,93,80,059 <i>(1,69,82,152)</i>
Sales of Goods	4,16,69,835 <i>(6,41,64,117)</i>	Nil <i>Nil</i>	Nil <i>Nil</i>	4,16,69,835 <i>(6,41,64,117)</i>
Remuneration/Salary	Nil <i>(Nil)</i>	23,85,000 <i>(23,99,999)</i>	4,28,200 <i>(3,00,000)</i>	28,13,200 <i>(26,99,999)</i>
Receiving of Services	99,217 <i>(24,818)</i>	Nil <i>(Nil)</i>	Nil <i>(Nil)</i>	99,217 <i>(24,818)</i>
Advance given for services	Nil <i>(42,354)</i>	Nil <i>(Nil)</i>	Nil <i>(Nil)</i>	43,848 <i>(42,354)</i>
Loans taken	Nil <i>(Nil)</i>	Nil <i>(7,00,000)</i>	Nil <i>(Nil)</i>	Nil <i>(7,00,000)</i>
Discount Given on sales	Nil <i>(8,000)</i>	Nil <i>(Nil)</i>	Nil <i>(Nil)</i>	Nil <i>(8,000)</i>
Commission given	2,79,450 <i>(6,398)</i>	Nil <i>(Nil)</i>	Nil <i>(Nil)</i>	2,79,450 <i>(6,398)</i>
Bad debts & Write off	Nil <i>(1,08,926)</i>	Nil <i>(Nil)</i>	Nil <i>(Nil)</i>	Nil <i>(1,08,926)</i>
Interest charged	Nil <i>(1,00,746)</i>	Nil <i>(Nil)</i>	Nil <i>(Nil)</i>	Nil <i>(1,00,746)</i>
Outstanding Balance				
Balance Receivable	1,13,81,306 <i>(2,43,44,392)</i>	Nil <i>(Nil)</i>	2,25,190 <i>(Nil)</i>	1,16,06,496 <i>(2,43,44,392)</i>
Balance Payable	3,371 <i>(3,371)</i>	1,31,864 <i>(1,68,300)</i>	Nil <i>(3,21,107)</i>	1,35,235 <i>(4,92,778)</i>

Figures in brackets & italics indicates previous years figures



MAHALAXMI SEAMLESS LIMITED

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

Nature of transaction	Associates (M S T) (Rs.)	Associates (R S C) (Rs.)	Associates (V T) (Rs.)	Associates (V S) (Rs.)	Associates (E T C) (Rs.)
Sales of Goods	2,46,90,463 (2,52,28,651)	Nil (12,73,112)	1,27,30,793 (1,74,53,783)	Nil (1,66,47,296)	42,48,579 (35,61,275)
Purchase of Goods	Nil (47,52,377)	Nil (Nil)	48,58,725 (1,16,81,328)	1,45,21,334 (5,48,447)	Nil (Nil)

36) Earning per Share

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

Particulars		31.03.12 (Rs.)	31.03.11 (Rs.)
a)	Weighted average No. of Equity shares outstanding during the year.	52,81,400	52,81,400
b)	Net Profit/(Loss) after tax attributable to Equity share holders	(1,59,62,143)	(1,94,67,756)
c)	Basic / Diluted earning per share-Face Value Rs 10/-	(3.02)	(3.69)

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

i) Manufacturing Activity

Particulars	Current Year (Rs.)	Previous Year (Rs.)
<u>Finished Goods</u>		
Opening Stock	95,39,274	35,91,392
Production	---	---
Sales	30,97,73,702	30,48,65,310
Scrap Sales	45,59,264	50,41,301
Closing Stock	2,64,68,896	95,39,274

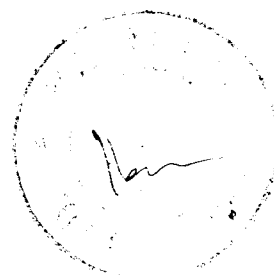


MAHALAXMI SEAMLESS LIMITED

Particulars	Current Year (Rs.)	Previous Year (Rs.)
<u>Raw Materials</u>		
Opening Stock	3,93,72,737	2,53,12,606
Raw Material Purchase	25,51,61,667	23,88,42,575
Raw Material Consumed	24,99,68,208	22,42,26,613
Sales of Raw Materials	Nil	5,55,830
Closing Stock	<u>4,45,66,197</u>	<u>3,93,72,737</u>
<u>Work in Progress</u>		
Opening Stock	2,57,32,681	3,18,53,528
Closing Stock	2,02,43,627	2,57,32,681
<u>Job Work</u>		
Job work done	24,53,907	52,23,055

ii) **Composition of Consumption**

Particulars	2011-12 (Rs)	%	2010-11 (Rs)	%
Raw Material Consumption				
Imported	122,609,247	49.84	163,619,603	72.97
Indigenous	123,412,325	50.16	60,607,010	27.03
	<u>246,002,447</u>	<u>100</u>	<u>224,226,613</u>	<u>100</u>
Stores & Consumables				
Imported	344,932	1.51	782,984	5.21
Indigenous	22,523,381	98.49	14,247,908	94.79
	<u>22,868,313</u>	<u>100</u>	<u>15,030,892</u>	<u>100</u>



MAHALAXMI SEAMLESS LIMITED

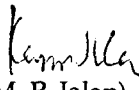
iv) Foreign Currency Transaction :

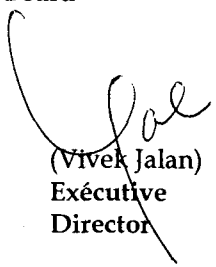
Particulars	2011-12 (Rs.)	2010-11 (Rs.)
Earning in Foreign Exchange		
FOB value of exports	4,48,80,896	86,10,864
Expenditure in Foreign Exchange		
a) CIF Value of Imports		
Raw Materials	10,83,17,906	13,83,41,646
Stores & Consumables	6, 54,571	7,82,985
Capital Goods	Nil	Nil
b) Travelling Expenses	22,707	4,24,376
c) Interest paid	4, 38,864	Nil
d) Advertising	Nil	40,077
e) Bank Charges	35,265	Nil
f) Sales Promotion	Nil	1,95,063
Remittance of Dividend	Nil	Nil

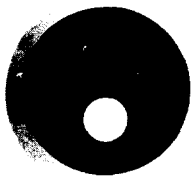
- 38) In the opinion of Board the current assets, loans & advances are approximately of the value stated in the balance sheet if realized in the ordinary courses of business.
- 39) Previous years figures have been regrouped, wherever necessary to make them comparable with those of current year. Figures in the brackets represent figures for the previous year

For and on behalf of Board

Place : Mumbai
Date : 03.09.2012


(M. P. Jalan)
Chairman &
Managing Director


(Vivek Jalan)
Exécutive
Director



MAHALAXMI

SEAMLESS LIMITED

MAHALAXMI SEAMLESS TUBES & PIPES

Head Office:

A-54, Virwani Industrial Estate
Western Express Highway
Goregaon (E), Mumbai - 400 063, (India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail: enquiry@mahatubes.com
Website: www.mahalaxmitubes.com

NOTICE

Notice is hereby given that the **Twenty First** Annual General Meeting of the Members of **MAHALAXMI SEAMLESS LIMITED** will be held at its Registered Office at Pipenagar (Sukeli), Via-Nagothane, Tal-Roha, Maharashtra- 402 126, on **Saturday, 29th SEPTEMBER, 2012** at 2.00 P.M. to transact the following business:

ORDINARY BUSINESS:

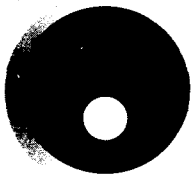
1. To receive, consider, approve and adopt the Balance Sheet as at March 31, 2012 and Profit & Loss Account for the year ended as on that date and the Reports of the Directors' and Auditor's thereon.
2. To appoint a Director in place of Mr. Manish Dalal who retire by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Vivek Jalan who retire by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration.

For and On behalf of the Board of Directors

Place: Mumbai
Date: 03rd September, 2012.


MADHAV PRASAD JALAN
CHAIRMAN





MAHALAXMI SEAMLESS LIMITED

Head Office:

A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063 (India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail: enquiry@mahatubes.com
Website: www.mahalaxmitubes.com

NOTES:

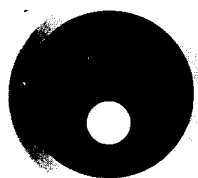
- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Proxy form should be lodged with the Company at its Registered Office at least 48 hours before the commencement of the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 26th September, 2012 to Saturday, 29th September, 2012.** (both days inclusive).
4. Members are requested to promptly notify any changes in their addresses to the Company at its Registered Office.
5. For the convenience of the members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the slips provided at the place of meeting. The proxy of the member should mark on the attendance slip as 'proxy'.
6. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday and Public Holidays between 11.00 A.M. and 1.00 P.M. up to the date of Annual General Meeting.
7. Members are requested to bring their copies of the reports to Annual General Meeting.
8. Members holding shares in the same set of names under different folios are requested to apply for consolidation of such folios along with Share Certificates to the Company.
9. In order to exercise strict control over the transfer documents, Members are requested to send the transfer documents/correspondence, if any, directly to:

ADROIT CORPORATE SERVICES PRIVATE LIMITED**Unit: MAHALAXMI SEAMLESS LIMITED**

Add : 19, Jaferbhoy Industrial Estate, 1st Floor,

Makwana Road, Marol Naka,

Andheri (E), Mumbai - 400059



MAHALAXMI

SEAMLESS LIMITED

ISO 9001:2008 • ISO 9001 • Well known tube/pipe maker under IIR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

COLD-DRAWN SEAMLESS TUBES & PIPE

Head Office:

A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063.(India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

DIRECTORS' REPORT

Your Directors have pleasure in presenting their Twenty-First Annual Report together with the Audited Statement of Accounts of the Company for the year ended March 31, 2012.

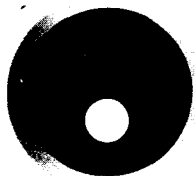
FINANCIAL HIGHLIGHTS:

<u>PARTICULARS</u>	As on March 31, 2012 (Rs.)	As on March 31, 2011 (Rs.)
Income from Sales [Net of Excise]	320,205,542	315,129,667
Other Income	11,345,769	3,112,353
Total Revenue	331,551,311	318,242,020
Expenses:		
Changes in inventories	(11,802,524)	121,284
Cost of materials consumed	243,481,047	224,226,613
Operating Expenses	49,355,021	52,039,663
Employee Benefit Expense	25,556,517	26,175,293
Other Expenses	15,105,535	12,904,294
Financial Costs	13,176,775	11,573,782
Depreciation Expense	11,936,233	11,262,470
Prior Period	1,598,803	71,351
Total Expenses	348,407,407	338,374,751
Profit Before Tax	(16,856,096)	(20,132,731)
Tax Expense	(893,953)	(175,175)
Profit for the Period	(15,962,143)	(19,957,557)

DIVIDEND:

In view of the losses incurred by the Company during the financial year ended 31st March, 2012, your Directors are unable to recommend any dividend during the financial year under review.





MAHALAXMI

SEAMLESS LIMITED

ISO 9001:2009 • ISO 9001 • Well known tube/pipe maker under IIR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

COLD DRAIN SEAMLESS TUBES & PIPE

Head Office:

A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063, (India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

DIRECTORS:

During the financial year under review, Mr. Narendra Kumar Dalmia resigned as the Director of the Company with effect from 9th February, 2012. The Board of Directors wishes to place on record its sincere appreciation for due co-operation and services rendered by him during his tenure as the Director of the Company.

Pursuant to the Articles of Associations of the Company, Mr. Manish Dalal & Mr. Vivek Jalan, Directors of the Company retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT, pursuant to Sec. 217(2AA) of the Companies Act, 1956:

- (i) that in the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimated 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 and of the profit or loss of the company for that period.
- (iii) that the directors had 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;
- (iv) that the directors had prepared the annual accounts on a going concern basis.

OPERATIONAL PERFORMANCE:

The net revenue for the Current Year was Rs. 320,205,542 as compared to Rs. 315,129,667 in the previous year. The Net Loss for the Year is Rs. 15,962,143 as compared to the Net Loss of Rs.19,957,557 in the previous Year, thus recording an increase in Net Revenue by 1.61% and Decrease in Net Loss by 20.01%

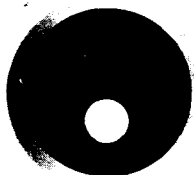
CORPORATE GOVERNANCE:

Pursuant to Clause 49 of the Listing Agreement, a separate report on Corporate Governance and a Certificate from the Auditors of the Company regarding compliance of the conditions of Corporate Governance are annexed to the Directors' Report.



IAOB-1009

Regd. Off. & Works : Pipenagar, (Sukeli), Via : Nagothane, Tal. Roha, Dist. Raigad - 402 126, Maharashtra
Tel.: +91-2194-238510, 398200, 238635 • Fax No. : +91-2194-238509 • email: enquiry@mahatubes.com



MAHALAXMI

SEAMLESS LIMITED

ISO/TS: 6949 • ISO 9001 • Well known tube/pipe maker under IIR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

Manufactures of:
COLD DRAWN SEAMLESS TUBES & PIPE
Head Office:
A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063.(India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

DISCLOSURE UNDER THE STOCK EXCHANGE LISTING AGREEMENT:

In accordance with the amended Listing Agreement with respective Stock Exchanges, it is hereby confirmed that the Company's Shares are listed at the Stock Exchanges at Mumbai, Ahmedabad and Madras.

FIXED DEPOSITS:

The Company has not accepted any deposits from the public within the meaning of Section 58A of the Companies Act, 1956, read with the Companies (Acceptance of Deposits) Rules, 1975.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information required under Rule 2 of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, relating to the conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo forms part of this report and is given by way of Annexure.

AUDITORS:

M/s V.B. Goel & Co, Chartered Accountants, Mumbai, retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

PARTICULARS OF EMPLOYEES:

The Company has no employees of the specified categories under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended upto date.

EXPLANATION U/S. 217(3) OF THE COMPANIES ACT, 1956:

1. Note No 4 (b) (i) & (ii) to the Auditors' Report:

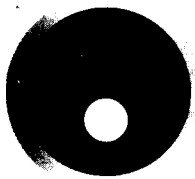
Effective steps are being taken to build the proper invoice records to the tune of Rs.36,89,852/- as well as reconciliation of Fixed Deposits with Bank to the tune of Rs.30,13,094/-.

2. Note No 4 (d) to the Auditors' Report:

The Company in its accounting Benefits viz, earned leave on payment basis. Hence, necessary disclosures in this regard have not been quantified and its effect on profit and liability can not be ascertained.

3. Note No 4 (f) (i) to the Auditors' Report:

The Company has entered into contract for purchase and sale of goods with related party in circumstances of urgent necessities without obtaining consent of the Board and the said consent was obtained at a meeting within three months of the date on which the contract was entered into.



MAHALAXMI

SEAMLESS LIMITED

ISO 9001:2009 • ISO 9001 • Well known tube/pipe maker under IIR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

Manufactures of
COLD-DRAWN SEAMLESS TUBES & PIPE
Head Office:
A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063.(India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

4. Note No 4 (f) (ii) to the Auditors' Report:

The Company is in the process of updating its records for the utilization of service tax credit.

5. Note No 4 (f) (iv) to the Auditors' Report:

The Company is in the process of compiling the data in connection with Micro, Small and Medium Enterprises so as to make disclosures in the Annual Report pursuant Micro, Small and Medium Enterprises Development Act, 2006.

6. Note No 1 (a) & (b) to the Annexure to Auditors' Report:

Effective steps are being taken for maintaining proper records to show full particulars, including quantitative details & situation of its Fixed Assets.

7. Note No. 2 (c) to the Annexure to Auditors' Report:

During the continuance of the Workmen Strike for almost a period of 3 months the movement of material got obstructed and records were distorted during the said period of strike. The Company is still in the process of salvaging and updating its inventory records

8. Note No. 7 to the Annexure to Auditor's Report:

The Company is in the process of setting internal Audit system commensurate with its nature and size of the business.

9. Note No 8 to the Annexure to Auditors' Report:

The Company has already taken effective steps to maintain cost records as prescribed under The Companies Act, 1956 for the financial year under review.

ACKNOWLEDGEMENTS:

The Board of Directors wishes to place on record its sincere appreciation for due co-operation received from the Company's Bankers namely Oriental Bank of Commerce. The Directors are also thankful to Statutory Organizations, Esteemed Customers and Employees at all levels for their continuous support.

For and On behalf of the Board of Directors

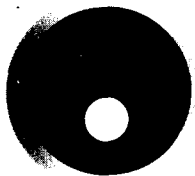
Place: Mumbai
Date: 03rd September, 2012


MADHAV PRASAD JALAN
CHAIRMAN



IAOB-1009

Regd. Off. & Works : Pipenagar, (Sukeli), Via : Nagothane, Tal. Roha, Dist. Raigad - 402 126, Maharashtra
Tel.: +91-2194-238510, 398200, 238635 • Fax No. : +91-2194-238509 • email: enquiry@mahatubes.com



MAHALAXMI

SEAMLESS LIMITED

COLD DRAWN SEAMLESS TUBES & PIPE

Head Office:

A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063.(India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987

ISO: TS 16949 • ISO 9001 • Well known tubes/pipes maker under IEP
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

ANNEXURE TO DIRECTORS' REPORT

Email : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

Information in terms of the Companies (Disclosure of Particulars I the Report of the Board of Directors) Rules, 1988.

A. CONSERVATION OF ENERGY:

Company uses electricity as major source of energy. Adequate steps for power factor improvement have been taken wherever feasible.

The Company is expending its Carbon Steel Plant based on Gas Consumption Furnace, resulting into lower power consumption per unit of production.

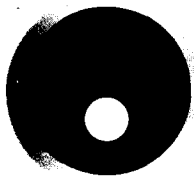
The require information with regard to conservation of energy as required under Section 217(1)(e) of The Companies Act, 1956 and Rules made therein in Form A are given hereunder:

FORM A

Form for disclosure of particulars with respect to conservation of energy:

Particulars	Current Year (31/03/2012)	Previous Year (31/03/2011)
1. Power & Fuel Consumption:		
1. Electricity (M.S.E.B. Supply)		
Units consumed	2990020	3,62,2184
Total Amount (Rs.)	20160525	1,85,34,355
Rate per Unit (Rs.)	6.74	5.11
2. Fuel (L.D.O.)		
Consumption (Ltrs.)	1,85,000	88,000
Total Amt. (Rs.)	74075000	3372729
Rate per unit (Rs.)	40	38.32
3. Diesel		
Consumption (Ltrs.)	74407.54	19,741
Total Amt. (Rs.)	32,73,932	815143





MAHALAXMI

SEAMLESS LIMITED

ISO 9001:2015 • ISO 9001 • Well known tube/pipe maker under IBR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved
Total Amt. (Rs.)

Head Office:

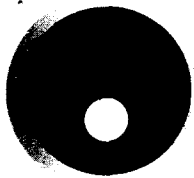
A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063.(India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

Rate per unit (Rs.)	44	41.29
4. Consumption per ton		
Electricity Units	1200	991.78
L.D.O.(Liters)	25	24.09
Diesel(Liters)	6	5.41



IAOB-1009

Regd. Off. & Works : Pipenagar, (Sukeli), Via : Nagothane, Tal. Roha, Dist. Raigad - 402 126, Maharashtra
Tel.: +91-2194-238510, 398200, 238635 • Fax No. : +91-2194-238509 • email: enquiry@mahatubes.com



MAHALAXMI

SEAMLESS LIMITED

ISO 9001:2008 • ISO 9001 • Well known tube/pipe maker under IIR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

Head Office:

A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063 (India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

1. Industry structure and developments

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

2. Opportunities and Threats:

Mahalaxmi Seamless Limited is basically a manufacturing Company i.e cold drawn seamless pipes and tubes. The company owns inventory for the year under review. Currently the Company's debt is Rs. 393,561. Company has income from Interest and earnings from Foreign Income.

3. Segment- wise or product - wise performance:

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

4. Outlook:3

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

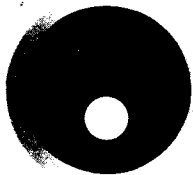
Due to tremendous growth of the malls and hyper market culture, the demand of Iron and Steel Products both for industrial and domestic use is ever increasing. More over due to great potential line the growth of the industries, the demand of quality industry is increasing at geometric rate.

5. Risks & Concern:

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

6. Internal control systems and their adequacy:

The Company has proper and adequate system of internal controls, which ensure that all the assets are safeguarded and all transactions are authorized, recorded and reported correctly. The company maintains adequate and effective internal control



MAHALAXMI

SEAMLESS LIMITED

ISO 9001:2008 • ISO 9001 • Well known tube/pipe maker under IIR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

COLD DRAWN SEAMLESS TUBES & PIPE

Head Office:

A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063.(India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

system for purchase of raw materials, stores, plant and machinery, equipment and other assets as well as for sale of goods. The finance and commercial functions have been structured to provide adequate support and controls for the business of the Company.

7. Discussion on financial performance with respect to Operational performance:

The income of the Company increased to Rs. 331,551,311 in the current year as compare to Rs. 318,242,020 in the previous year. The loss decreased from Rs. 19,957,557 to 15,962,143 in current year. The income of the Company has increased due to the relatively higher sales. The earning per share of the Company is Rs. (3.02) for the year under review.

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

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

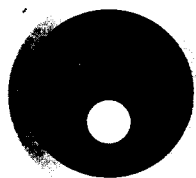
9. Cautionary Statement

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



IAOB-1009

Regd. Off. & Works : Pipenagar, (Sukeli), Via : Nagothane, Tal. Roha, Dist. Raigad - 402 126, Maharashtra
Tel.: +91-2194-238510, 398200, 238635 • Fax No. : +91-2194-238509 • email: enquiry@mahatubes.com



MAHALAXMI

SEAMLESS LIMITED

ISO 15-15949 • ISO 9001 • Well known tube/pipe maker under IBR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

COLD DRAIN SEAMLESS TUBES & PIPES

Head Office:

A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063, (India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

CORPORATE GOVERNANCE REPORT MANDATORY REQUIREMENTS

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy of corporate governance envisages attainment of the highest level of transparency, accountability and equity in all its dealings with shareholders, employees, Government and parties concerned. The company cares for ethical values down the line and shall not compromise on any of them. The Company's Guiding Principles are focused to achieve the highest standards of good corporate Governance and is striving hard for improve standards. To achieve these goals the Company has formed Executive Committee, Management Committee and Operation Committee consisting of Senior Managers of the company and also various committee of Board of Directors.

2. BOARD OF DIRECTORS:

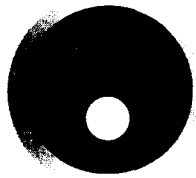
i) Composition and category of Board of Directors

As on 31st March, 2012, the strength of Board of Directors was 7, comprising of 3 Executive Directors and 4 Non Executive Directors. The Board of Directors of the Company consists of eminent persons with considerable professional expertise and experience in business and industry, finance, management and marketing. The composition of the Board of Directors with reference to number of Executive and Non-Executive Directors meets with the requirements of Clause 49 (1) (A) of the Listing Agreement. None of the Directors on the Board is a member on more that ten Committees and Chairman of more than five Committees as per Clause 49 (IV) (B) across all Companies in which they are Directors. Non-Executive Directors do not have any pecuniary relationship with the Company. The composition of the Board of Directors and also the number of other Board of Directors of which he is a Member/Chairman



IAOB-009

Regd. Off. & Works : Pipenagar, (Sukeli), Via : Nagothane, Tal. Roha, Dist. Raigad - 402 126, Maharashtra
Tel.: +91-2194-238510, 398200, 238635 • Fax No. : +91-2194-238509 • email: enquiry@mahatubes.com



MAHALAXMI

SEAMLESS LIMITED

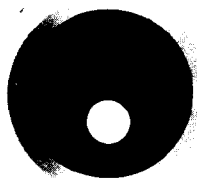
ISO 9001:2008 • ISO 9001 • Well known tube/pipe maker under IIR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

Manufactures of:
COLDDRAWN SEAMLESS TUBES & PIPES
Head Office:
A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063.(India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

Name of Directors	Category of Directorship	Directorship in other Companies	Name of the Company	Member
VIVEK MADHAVPRASAD JALAN	Executive	Nil	Nil	Nil
MADHAVPRASAD GOVINDRAJ JALAN	Executive	1	Pushpanjali Investrade Pvt Ltd.	1
CHETAN RAMESH JAIN	Independent Non- Executive Director	2	Tricame Health care Pvt. Ltd. Tricame Life Science Ltd.	2
JIWANPRAKASH THAKURDAS HINGORANI	Independent Non- Executive Director	1	SLS Industries Pvt Ltd	1
CHANDRASHEKAR RAJARAM KULKARNI	Independent Executive Director	Nil	Nil	Nil
MALA SHARMA	Executive Director	Nil	Nil	Nil
MANISH JEEVANSINGH DALAL	Independent Non- Executive Director	Nil	Nil	Nil

BOARD PROCEDURE:

The Board meets at least once a quarter to review the quarterly performance and the financial results. The Board's role, functions, responsibility and accountability are clearly defined. All major decisions involving policy formulations, business plans, annual operating budgets, compliance with statutory requirements, major accounting provisions and write-offs are considered by the Board.



MAHALAXMI

SEAMLESS LIMITED

ISO/TS 16949 • ISO 9001 • Well known tube/pipe maker under IBR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

COLDDRAWN SEAMLESS TUBES & PIPE

Head Office:

A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063.(India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

ii) ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS AND THE LAST ANNUAL GENERAL MEETING:

16 Board Meetings were held during the financial year ended March 31, 2012 the dates of which are as follows. The attendance of each Director at Board Meetings and the last Annual General Meetings is as follows:

10/06/2011, 15/06/2011, 22/07/2011, 12/08/2011, 25/08/2011, 03/10/2011, 13/11/2011, 14/11/2011, 01/12/2011, 19/12/2011, 01/02/2012, 02/02/2012, 09/02/2012, 12/02/2012, 15/02/2012, 29/02/2012.

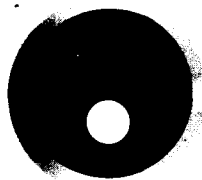
Name of the Director(s)	No of Board Meetings attended	Attendance of last AGM held on 31/12/2012.
VIVEK MADHAVPRASAD JALAN	16	ATTENDED
MADHAVPRASAD GOVINDRAJ JALAN	16	ATTENDED
NARENDRA KUMAR DALMIA	12	ATTENDED
MANISH JEEVANSINGH DALAL	3	ATTENDED
CHETAN RAMESH JAIN	16	ATTENDED
JIWANPRAKASH THAKURDAS HINGORANI	16	ATTENDED
CHANDRASHEKAR RAJARAM KULKARNI	16	ATTENDED
MALA SHARMA	16	ATTENDED

3. AUDIT COMMITTEE:

BRIEF DESCRIPTION OF THE TERMS OF REFERENCE

The Audit Committee of the Company, inter-alia, acts as a control mechanism in the financial and other important departments of the Company. The terms of reference of the Audit Committee are in accordance with paragraphs C and D of Clause 49 (II) of the Listing Agreement and as specified by the Board of Directors of the Company.





MAHALAXMI

SEAMLESS TUBES & PIPE LIMITED

ISO/TS 16949 • ISO 9001 • Well known tube/pipe maker under IBR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

COLDDRAWN SEAMLESS TUBES & PIPE

Head Office:

A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063.(India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

The Audit Committee while reviewing the Annual Financial Statements also reviewed the applicability of various Accounting Standards (AS) prescribed by the Companies (Accounting Standards) Rules, 2006. The role of the Audit Committee includes the following:

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible
- b. Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other service.
- c. Reviewing with management the financial statements before submission to the Board.
- d. Reviewing, with the management, and the external auditors, the adequacy of internal control systems.
- e. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion.
- f. Reviewing the Company's financial and risk management policies.

COMPOSITION

The Audit Committee comprises of three Directors. All these Directors possess knowledge of corporate finance, accounts and Company law. The constitution of the Audit Committee is as follows till 9th February 2012:

NAMES OF MEMBERS

DESIGNATION

- | | |
|-------------------------------|----------------------------------|
| 1. Shri Narendra Kumar Dalmia | Non-Executive Director- Chairman |
| 2. Shri Chetan Jain | Non -Executive Director-Member |
| 3. Mr. Jivanprakash Hingorani | Non-Executive Director- Member |

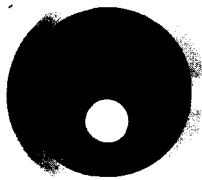
The Audit Committee was re-constituted on 15/02/2012 and the composition of the Audit Committee is as follows:

NAMES OF MEMBERS

DESIGNATION

- | | |
|-------------------------------|----------------------------------|
| 1. Shri Manish Dalal | Non-Executive Director- Chairman |
| 2. Shri Chetan Jain | Non -Executive Director-Member |
| 3. Mr. Jivanprakash Hingorani | Non-Executive Director- Member |





MAHALAXMI

SEAMLESS TUBES LIMITED

ISO/TS 16949 • ISO 9001 • Well known tube/pipe maker under IBR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

COLD DRAWN SEAMLESS TUBES & PIPE

Head Office:

A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063, (India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

MEETINGS AND ATTENDANCE DURING THE YEAR.

During the financial year ended March 31, 2012, Four Audit Committee Meetings were held on 22/07/2011, 12/08/2011, 14/11/2011, and 15/02/2012. The attendance at the Audit Committee Meetings is as under:

Name of Director	No. of meetings attended
Shri Narendra Kumar Dalmia	3 (Three)
Shri Chetan Jain	4 (Four)
Shri Jivanprakash Hingorani	4 (Four)
Shri Manish Dalal	1 (One)

The Chairman of the Committee was present at the Annual General Meeting of the Company held on 31/11/2011 to attend the shareholders' Query (ies).

4. REMUNERATION COMMITTEE:

TERMS OF REFERENCE

To review, assess and recommend the appointment of Whole-time Directors.

COMPOSITION

The Remuneration Committee comprises of three Directors as under:

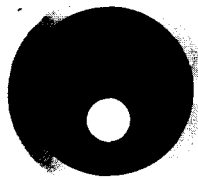
Names of Members	Designation
1. Mr. Chetan Ramesh Jain	Chairman, Non-Executive Director
2. Mr. Jivanprakash Hingorani	Non-Executive Director
3. Shri Narendra Kumar Dalmia	Non-Executive Director

ATTENDANCE DURING THE YEAR:

NAMES OF THE MEMBERS	MEETINGS ATTENDED
Shri Chetan Jain	1
Shri Narendra Kumar Dalmia	1
Shri Jivanprakash Hingorani	1

One Remuneration Committee meeting was held on 1st December, 2011





MAHALAXMI

SEAMLESS LIMITED

ISO/TS 16949 • ISO 9001 • Well known tube/pipe maker under IBR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

COLDDRAWN SEAMLESS TUBES & PIPE

Head Office:

A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063.(India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

REMUNERATION POLICY

- Remuneration practices of the Companies of size and standing, similar to the Company.
- The compensation is determined at the time of hiring.
- Personal attributes and suitability of the candidates for the post is given a preference.
- The growth of the employee depends on the individual performance.
- The performance is reviewed as per performance Manual System. According to the Performance Manual System, the goals are set for individual employee and are reviewed periodically.
- The performance of the Executive Director is reviewed on a monthly basis as per Business Plan.

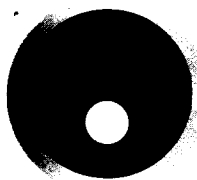
Remuneration to Managing Director and Whole time Directors:

The Executive Directors are paid perquisites as per Agreements entered between them and Company. These Agreements are placed for approval before the Board and the Shareholders and authorities as may be necessary. The non-executive directors do not draw any remuneration. Payment of remuneration to Managing and Whole time Directors is governed by the respective Agreements executed between them and the Company and which is recommended by the Remuneration Committee and further is within the limits set by the Shareholders at the Annual General Meetings.

DETAILS OF REMUNERATION TO ALL THE DIRECTORS FOR THE YEAR ENDED MARCH 31, 2012

Name	Designation/Relation	Nature of Payment	Amount (Rs.)
VIVEK MADHAVPRASAD JALAN	Executive Director	Directors Remuneration	984,996
MADHAVPRASAD GOVINDRAJ JALAN	Managing Director	Directors Remuneration	600,000
MALA SHARMA	Executive Director	Director's Remuneration	800,000





MAHALAXMI

SEAMLESS LIMITED

ISO/TS 16949 • ISO 9001 • Well known tube/pipe maker under IBR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

COLDDRAWN SEAMLESS TUBES & PIPE

Head Office:

A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063.(India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

5. SHAREHOLDERS' COMMITTEE:

FUNCTIONS

The Board of Mahalaxmi Seamless Limited has constituted a Committee of Directors which also functions as 'Shareholders'/Investors Grievances Committee', consisting of three members, chaired by Non-executive Independent Director. The Committee inter-alia, deals with various matters relating to:

- a) transfer/transmission of shares;
- issue of duplicate share certificates;
- investors, grievances and redressal mechanism and recommend measures to improve the level of investor services.

Details of shares transfer/transmission approve by the Committee and Shareholders'/Investors' grievances are placed at the Board Meetings from time to time.

COMPOSITION:

The constitution of the Committee of Directors is as follows till 9th February 2012:

Name of Members

1. Shri Narendra Kumar Dalmia
2. Shri Vivek Jalan
3. Shri Jivanprakash Hingorani

Designation

- Chairman Independent, Non-Executive
Member, Executive
Member, Independent, Non-Executive.

The Committee was re-constituted on 15/02/2012, appointing Mr. Manish Dalal in place of Narendra Kumar Dalmia, as its Chairman. The Composition of the Committee is as follows:

Name of Members

1. Shri Manish Dalal
2. Shri Vivek Jalan
3. Shri Jivanprakash Hingorani

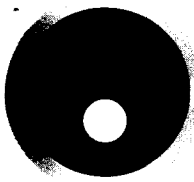
Designation

- Chairman Independent, Non-Executive
Member, Executive
Member, Independent, Non-Executive.

COMPLIANCE OFFICER

The Board has designated Shri M.P. Jalan, Chairman & Managing Director of the Company, as the Compliance Officer.





MAHALAXMI

SEAMLESS LIMITED

ISO/TS 16949 • ISO 9001 • Well known tube/pipe maker under IBR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

COLDDRAWN SEAMLESS TUBES & PIPES

Head Office:

A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063.(India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

MEETINGS AND ATTENDANCE

Ten Meetings were held for the financial year ended 31st March 2012 as follows:

15/04/2011, 30/04/2011, 14/05/2011, 30/06/2011, 30/07/2011, 15/10/2011, 31/10/2011, 14/01/2012, 15/02/2012, 15/03/2012.

The attendance at the Share Holders Committee Meetings is as under:

Name of Director	No. of meetings attended
Shri Narendra Kumar Dalmia	8
Shri Vivek Jalan	10
Shri Jivanprakash Hingorani	10
Shri Manish Dalal	2

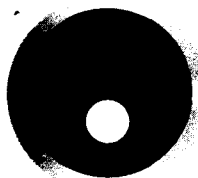
DETAILS OF SHAREHOLDERS' COMPLAINTS RECEIVED, NOT SOLVED AND PENDING SHARE TRANSFERS

Received From	Pending Complaints as on 01/04/2011	Total Complaints received as on 2011-12	Total Complaints resolved	Pending Complaints as on 31/03/2012.
Investor	Nil	04	04	Nil
SEBI/Stock Exchange	Nil	03	03	Nil
Other Govt Statutory Authority	Nil	Nil	Nil	Nil

6. GENERAL BODY MEETINGS:

Location and time. where last three Annual General Meetings were held is given below:





MAHALAXMI

SEAMLESS LIMITED

ISO/TS 16949 • ISO 9001 • Well known tube/pipe maker under IBR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

COLD DRAWN SEAMLESS TUBES & PIPE

Head Office:

A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063. (India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

Financial Year	Date	Location of the Meeting	Time
10-11	31/12/2011	At the Registered Office of the Company, Roha	2.00 P.M
09-10	31/12/2010	At the Registered Office of the Company, Roha	2.00 P.M
08-09	30/09/2009	At the Registered Office of the Company, Roha	2.00 P.M

ii) Whether any Special Resolution was passed in the previous 3 AGMs:
No

iii) Whether any Special Resolution passed last year through postal ballot details of Voting Pattern.
No

iv) Persons who conducted the postal ballot exercise
Not Applicable

v) Procedure for postal ballot.
Not Applicable

7. DISCLOSURES:

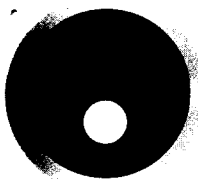
i. Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.

The disclosure of related party transactions as required under accounting standard 18 (AS18) are furnished under note no. B of the Schedule 35, Part II- Notes to Accounts attached with the financial statement for the year ended 31st March 2012.

ii. Details of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The Company has complied with all the requirements of regulatory authorities. No penalties / strictures authority on any matter related to capital markets during the last three years.





MAHALAXMI

SEAMLESS LIMITED

ISO/TS 16949 • ISO 9001 • Well known tube/pipe maker under IBR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

COLDDRAWN SEAMLESS TUBES & PIPE

Head Office:

A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063.(India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

The Listing fees of The Stock Exchange, Ahmedabad & Madras Stock Exchange Limited for last twelve financial years are pending till date.

iii. Whistle Blower policy and affirmation that no personnel has been denied access to the audit committee.

The Company has properly framed Whistle Blower Policy by virtue of which all the employee of the Company has access to the Audit Committee.

iv. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.

The Company in general has complied with mandatory requirements and in the process upgrading its system so as to comply non mandatory requirements in the near future.

8. MEANS OF COMMUNICATION:

i) The Board of Directors of the Company approves and takes on record the quarterly, half yearly and yearly financial results in the proforma prescribed by Clause 41 of the Listing Agreement within forty five days month of the close of the respective period and the same are submitted to The Bombay Stock Exchange Ltd. being the Regional Stock exchange of the Company.

ii) Management Discussion and Analysis forms part of the Annual Report, which is posted to the shareholders of the Company.

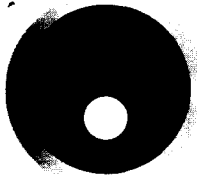
iii) The approved financial results with Limited review report has been sent to the recognised Stock Exchanges as per the requirements of Clause 41 upto 31st December 2011

iv) The approved financial results were not published in one English newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the company is situated.

9. GENERAL SHAREHOLDER INFORMATION:

Detailed information in this regard provided in the shareholder information section forms part of this Annual Report.





MAHALAXMI

SEAMLESS LIMITED

ISO/TS 16949 • ISO 9001 • Well known tube/pipe maker under IBR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

COLDDRAWN SEAMLESS TUBES & PIPE

Head Office:

A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063.(India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

SHAREHOLDER INFORMATION:

Registered Office : Pipenagar (Sukeli), Via Nagothane, Taluka: Roha,
Maharashtra- 402 126 Tel: 952194-238510/238537
Fax: 952194-238509

Annual General Meeting : Date & Time: 29/09/2012 at 2 P.M.
Venue: Registered Office of the Company at:-
Pipenagar (Sukeli), Via Nagothane, Taluka: Roha,
Maharashtra-402 126

Financial Year : 01/04/2011 to 31/03/2012

Quarterly Financial Reporting: The Company has submitted the Unaudited (Provisional) Financial Results for all the four (except one) quarters of the financial year 2011-12 after the stipulated period of forty five days pursuant to the Clause 41 of the Listing Agreement.

Date of Book Closure : 26th September, 2012 to 29th September, 2012.

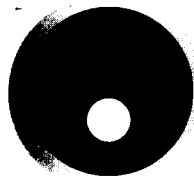
Dividend Payment Date : N.A.

Listing on Stock Exchanges: Equity Shares of the Company are listed on
1. The BSE Limited,
2. Ahmedabad Stock Exchange Limited
3. Madras Stock Exchange Limited

The listing fees of the Stock Exchange, Ahmedabad and Madras Stock Exchange Ltd. for last 12 (twelve) financial years are pending till date.

Stock Code : BSE Limited : 513460
Ahmedabad Stock Exchange Ltd.: 35190
Madras Stock Exchange Limited: 513460
ISIN Number: INE257F01017





MAHALAXMI

SEAMLESS LIMITED

ISO/TS 16949 • ISO 9001 • Well known tube/pipe maker under IBR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

manufactures of:
COLDDRAWN SEAMLESS TUBES & PIPES
Head Office:
A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063.(India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

The monthly high and low share price on BSE Limited.

Month	High	Low
April, 2011	16.19	11.76
May, 2011	15.00	11.30
June, 2011	12.75	10.54
July, 2011	13.00	10.02
August, 2011	13.40	9.13
September, 2011	11.79	9.22
October, 2011	11.23	8.84
November, 2011	11.40	8.61
December, 2011	10.15	8.57
January, 2012	11.60	9.14
February, 2012	11.13	9.51
March, 2012	11.50	8.26

Registrar and Share Transfer Agents:

The Company has appointed the below mentioned agency as Registrars and Share Transfer Agent (RTA) for matter related to share transfers etc.

ADROIT CORPORATE SERVICES PVT. LIMITED

{Unit: MAHALAXMI SEAMLESS LIMITED}

Add : 19, Jaferbhoy Industrial Estate, 1st Floor,
Makwana Road, Marol Naka,
Andheri (E), Mumbai - 400059.

Tel. : 91-22-2859 4060 / 2859 6060

Fax : 91-22-2850 3748

Share Transfer System:

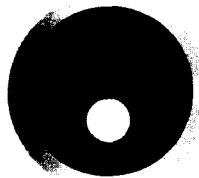
Shares of the company can be transferred by lodging Transfer Deeds and Share Certificates with the Company's Registrar and Share Transfer Agents at Adroit Corporate Services Private Limited.

The Company has constituted Share Transfer and Shareholders Grievance Committee of the Board of Directors of the Company.
Distribution of Shareholding as on 31/03/2012.



IAOB-1009

Regd. Off. & Works : Pipenagar, (Sukeli), Via : Nagothane, Tal. Roha, Dist. Raigad - 402 126, Maharashtra
Tel.: +91-2194-238510, 398200, 238635 • Fax No. : +91-2194-238509 • email: enquiry@mahatubes.com



MAHALAXMI

SEAMLESS LIMITED

ISO/TS 16949 • ISO 9001 • Well known tube/pipe maker under IBR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

manufactures of
COLDDRAWN SEAMLESS TUBES & PIPE
Head Office:
A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063.(India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

No of Equity Shares	No of Shareholders	% of Shareholders	Total Shares	% of Shareholding
Upto 100	3191	60.22	297845	5.64
101-500	1552	29.29	467036	8.84
501-1000	299	5.64	251708	4.77
1001-2000	106	2.00	157115	2.97
2001-3000	29	0.55	73713	1.40
3001-4000	31	0.59	110819	2.10
4001-5000	40	0.75	191300	3.62
5001-10000	23	0.43	168789	3.20
10001-20000	10	0.19	165516	3.13
20001-50000	8	0.15	282146	5.34
5001 & Above	10	0.19	3115413	58.99
GRAND TOTAL	5299	100.00	5281400	100.00

Shareholding Pattern as on 31 March, 2012.

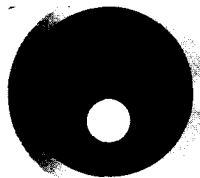
	No of Shares	% of Shareholding
Private Corporate Bodies	782462	14.82 %
Indian Public	1947791	36.88 %
NRIs/OBCs	81071	1.54 %
Corporate Body Broker	6353	0.12
Clearing Member	1934	0.04 %
Indian Promoters-Directors Relatives	2461789	46.61 %
Total	5281400	100.00

Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity: **NIL**

Dematerialization of Shares:

The Company has dematerialized the shares of the Company.





MAHALAXMI

SEAMLESS LIMITED

ISO/TS 16949 • ISO 9001 • Well known tube/pipe maker under IBR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

COLDDRAWN SEAMLESS TUBES & PIPE
Head Office:
A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063.(India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

Particulars	No. of Shareholders	No. of Shares	Percentage Shareholding
Physical	2719	635520	12.03
<u>Dematerialized Shares</u>			
Shares in NSDL	1751	2895039	54.82
Shares in CDSL	939	1750841	33.15
Total	5409	5281400	100

The ISIN number of equity shares of the company in NSDL and CDSL is INE257F01017.

Plant Location : Pipenagar (Sukeli), Via Nagothane, Taluka: Roha, Maharashtra-402 126.

Address for Correspondence

1. Share Transfer Agent : ADROIT CORPORATE SERVICES PVT. LIMITED
{Unit: MAHALAXMI SEAMLESS LIMITED}
Add:19, Jaferbhoy Industrial Estate, 1st floor,
Makwana Road, Marol Naka,
Andheri (E), Mumbai - 400059.
Tel. No.: 952194-2859 4060 / 2859 6060 / 2850 3748
Fax No.: 952194-2859 4060 / 2859 6060 / 2850 3748

2. Registered Office: Pipenagar (Sukeli), Via Nagothane,
Taluka: Roha, Maharashtra-402 126.

DECLARATION:

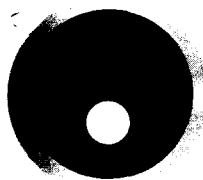
I, Madhav Prasad Jalan, Chairman & Managing Director of Mahalaxmi Seamless Limited, in compliance of Clause 49 of the Listing Agreement hereby declare that presently the Company is in the process of developing a code of conduct to be complied by all the members of the Board of Directors and the Senior management personnel, pursuant Clause 49 (1) (D) for the year ended March 31, 2012.

For **MAHALAXMI SEAMLESS LIMITED**

Place : Mumbai
Date : 03rd September, 2012


Director





MAHALAXMI

SEAMLESS TUBES & PIPES LIMITED

ISO/TS 16949 • ISO 9001 • Well known tube/pipe maker under IBR
Member of ACMA Cluster • PED & AD-2000 Certified • EIL approved

COLD DRAWN SEAMLESS TUBES & PIPES

Head Office:

A-54, Virwani Industrial Estate
Western Express Highway,
Goregaon (E), Mumbai - 400 063, (India)
Tel. No.: +91-22-40333555 (30 Lines)
Fax No.: +91-22-67048987
E-mail : enquiry@mahatubes.com
Website : www.mahalaxmitubes.com

Certification by the Managing Director [MD] on Financial Statements of the Company:

I, Madhavprasad Jalan, Managing Director of Mahalaxmi Seamless Limited, certify that:

(a) I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violation of the company's code of conduct.

(c) I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.

(d) I have indicated to the Auditors and the Audit committee

(i) significant changes in internal control during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

Place: Mumbai

Date: 03rd September, 2012.

MADHAVPRASAD JALAN
CHAIRMAN & MANAGING DIRECTOR

