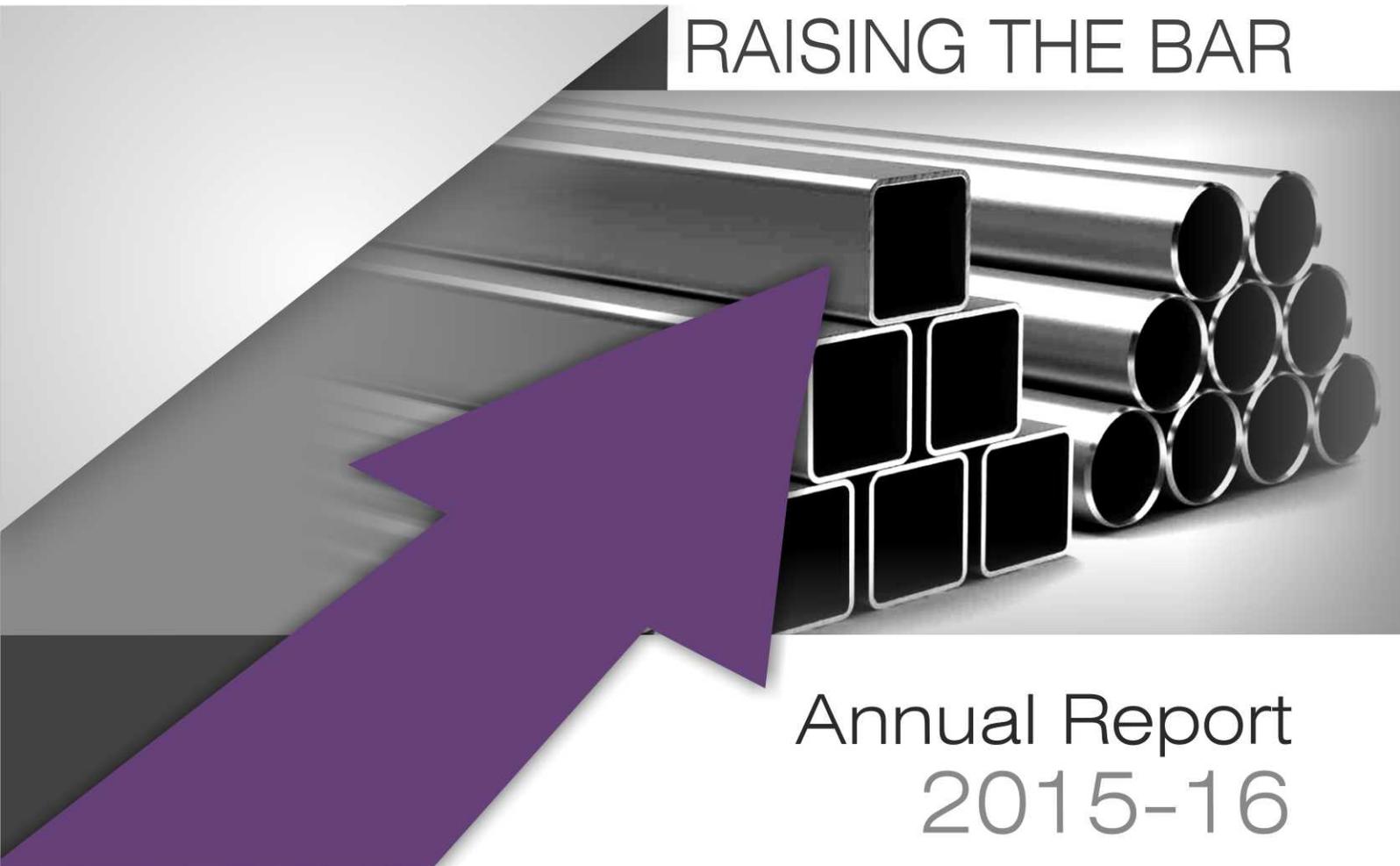




HI-TECH[®]

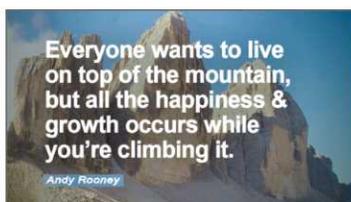
RAISING THE BAR



Annual Report
2015-16

HI-TECH PIPES LIMITED

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Raising
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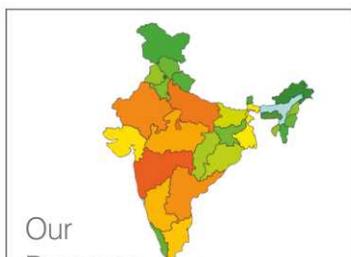
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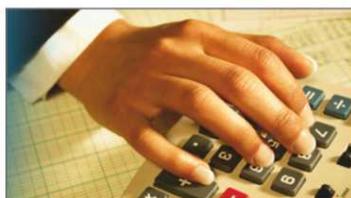
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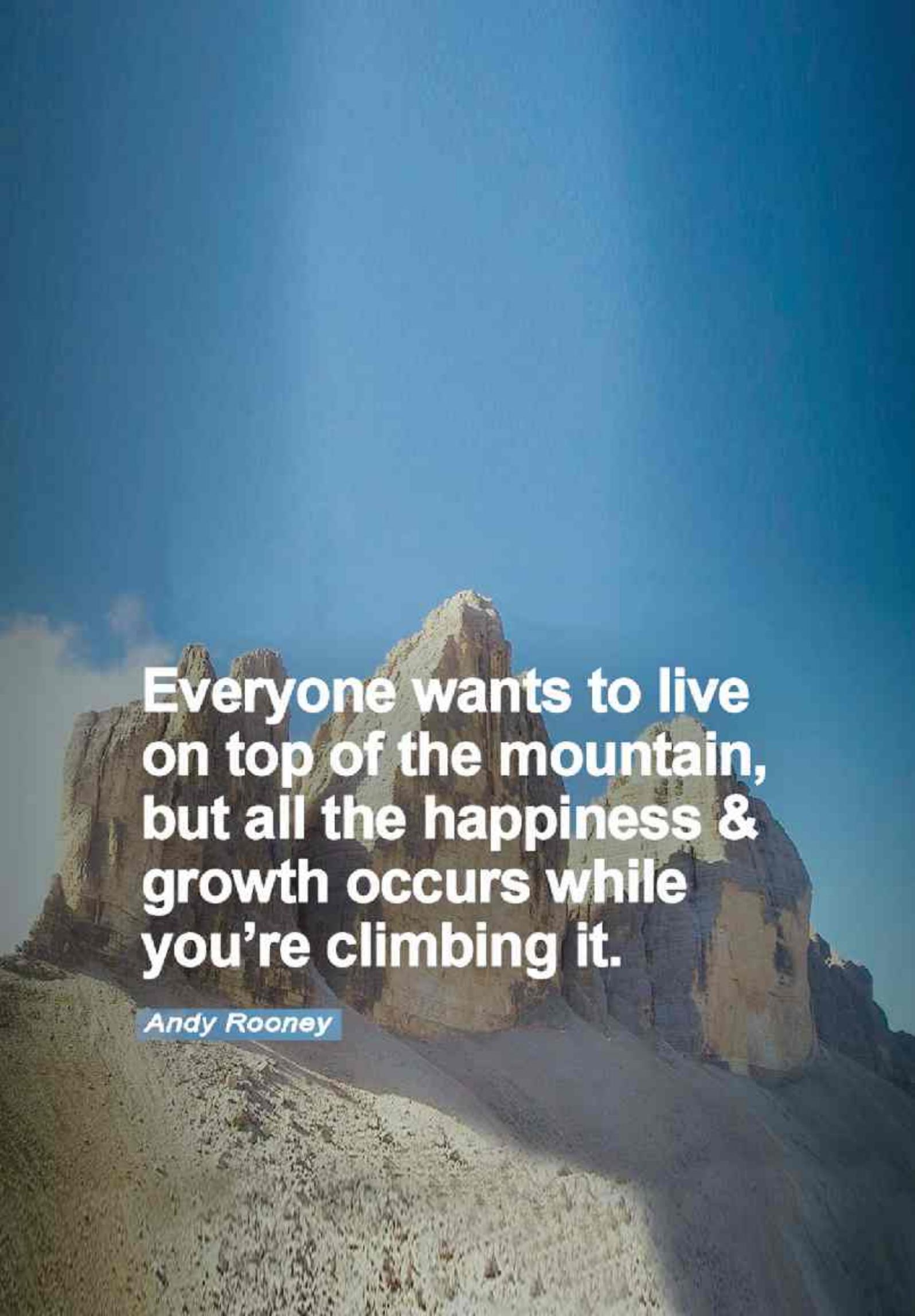
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**Everyone wants to live
on top of the mountain,
but all the happiness &
growth occurs while
you're climbing it.**

Andy Rooney

RAISING THE BAR

Capacity Expansion

Pan India Presence

Preimum Quality Products

Cost Control through Technology

Commitment with Customers

Integrity of Company

Journey of The Company



✓ **1985**

Incorporation
of the
company

✓ **1988**

Started
manufacturing of
MS pipes and
Black Pipes at
Sikandrabad, U.P.

✓ **1996**

Commissioned
Cold Rolling
division and
commenced
manufacturing of
CR Coils and Pipes

✓ **2001**

Establish
Continuous
Galvanising
Line to produce
Pre Galvanised
Pipes

✓ **2005**

Own Hot Dip
Galvanising
Facilities to
produce GI Pipes

✓ **2008**

Started manufacturing
of Engineering
Process Goods like;
High Crash barriers
and Hollow Sections
Pipes

✓ **2010**

Commenced
production of
Solar Mounting
Structures

✓ **2012**

Setup Another unit
in Sikandrabad,U.P.
to enhance
production of
Steel Tubes and
Hollow Sections.

✓ **2014**

Acquire Land
in Sanand,
Ahmedabad to
establish a
production unit

✓ **2015**

July 2015 onwards
started production
of Steel Tubes and
Hollow Sections
at Sanand Unit
with Capacity of
60000 M.T.

✓ **2016**

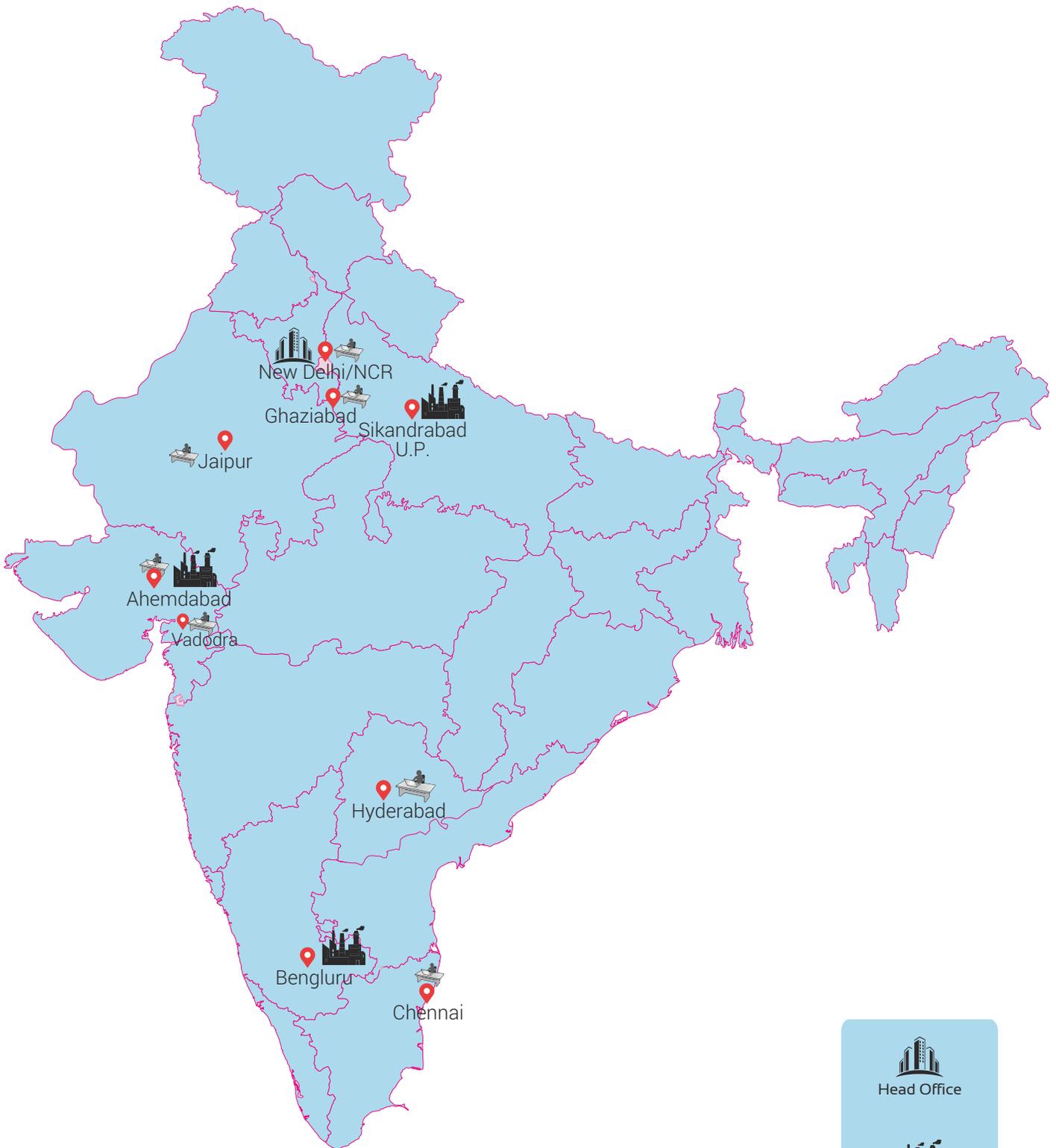
The Company
got listed at
NSE –Emerge
Stock Exchange.
Symbol: HITECH

Recognition / Awards



Received Super SME Award from Hon'ble Union Cabinet Minister Mr. Kalraj Mishra

Our Presence



Head Office

Manufacturing Plant

Warehouse & Depot



Product Portfolio



CR Sheets and Coils

Stampings
Auto & Auto Ancillaries
Transmission Chain
Bicycle Parts
Fine Blanking
Bearings



Hollow Sections

Casing, Columns & Fence
Handrails
Load Bearing Structure
Piling, Posts, Poles
Railings
Scaffolding
Skywalks, Towers etc



Metal Beam Crash Barrier

Highways, Expressways & Flyovers.
Mines, collieries, etc.
High density moving traffic areas in cities.
Motor racing / Test drive tracks.
Traffic safety in Airports.
Plants handling hazardous chemicals.
Multi-Story parking lots.



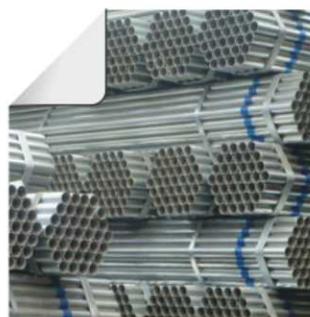
Pre Galvanized Tubes

HVAC, Cladding
Roofing, Building Accessory
Partition, False Ceilings
Household Appliances
(Washing Machine/ A.C etc)
Railway Carriages, Road Signs
Containers, Furniture etc.



Galvanized Coils

Automobile Industry
Civil Construction
Solar Mounting Structures
Strut Support Systems
Storage Systems
Furniture & Office Equipments



Hot Dipped Gi Pipes

Agriculture
Plumbing
Green Houses
Irrigation
Hand Pumps
Bore
Tube-well



Steel Tubes & Pipes

Water Gas & Air Pipeline
Automobiles
Power & Industrial Boilers
Transformers
Super heaters
Economisers
• Heat Exchangers
• Railway
• Electrification and Furniture
Applications etc.



Mounting Structure

Solar Panel
Railways
Airports
Big Malls
Hospitals etc.

Message from the Chairman & Managing Director



Dear Shareholders,

It is a proud moment for me to address all of you in the first annual report for Hi-Tech Pipes Limited as a listed entity. At the very outset, I would like to thank each of our shareholders who have reposed their trust in the Company during the Initial Public Offer (IPO). It was indeed heartening to receive such an overwhelming response from the investor community.

The year 2015-16 was a tremendous year for the company. Despite downfall in prices of HR coil your company able to improve its margins because of cost control and benefits of increase in productions. Net profit over net sales reported as 1.29% for FY16 YOY 1.08% and turnover has grown by 10% over the year. However, sales in terms of quantity have grown up by 35%. In July 2016 your company has started production at Sanand, Gujarat (in vicinity of Ahmedabad) Unit with capacity of 60000 Tonnes.

The mismatch in demand versus supply in FY15 catalysed a sudden shift in market equilibrium, prompting a sharp decline in prices of steel. This one has a favourable impact on our business to robust our margins of product.

To Strengthen your company, now we have an Independent Board, comprising of highly experienced and Respected Professionals who will play a key advisory role in our growth.

E-Rickshaw is latest illustration of end of use of our ERW Hollow Section Pipes, and production of E-Rickshaw supported by Our Honourable Prime Minister Start up India Campaign. This is how new demand for our product is increased.

We are committed to adopt and use innovative technologies in manufacturing of ERW, Pre Galvanised and Galvanised Steel Tubes and Pipes. Our ability to adapt quickly to emerging market realities supports our determination to view challenges as opportunities.

I must acknowledge the immense contribution of the entire team of the company, who push their boundaries, rise above challenges and leave no stone unturned to grow sustainably and improve the lives of communities around our facilities. I am also thankful to all our stakeholders for their support and trust to generate value for the company.

Thank You

Ajay Kumar Bansal
Chairman & Managing Director

Financial Performance

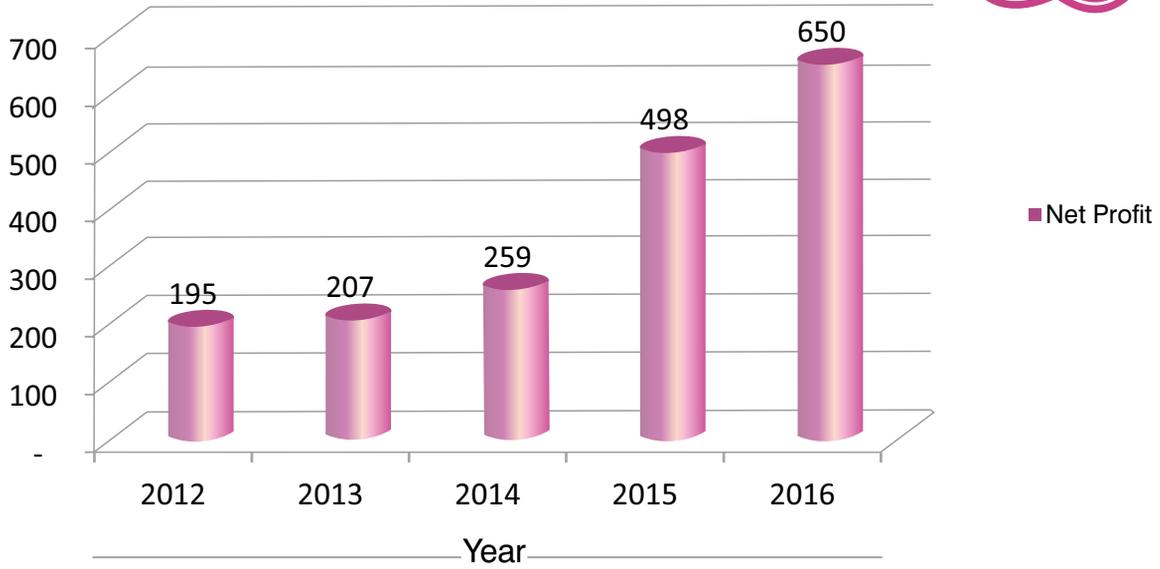
(₹ in Lacs)

Year Ended March					
Particulars	2012	2013	2014	2015	2016
Gross Sales	38,399.15	40,882.25	42,782.13	51,121.29	56,647.33
Gross Block	5,051.38	5,649.63	6,443.41	8,317.50	9,949.94
EBIDTA	1,675.22	1,791.56	1,953.46	2,622.03	3,291.54
PAT	195.35	207.34	259.03	497.67	649.63
Sale Volume (in M.T.)	76,452	78,388	92,031	1,09,621	1,52,653
Ratio in %					
EBIDTA %	4.78%	4.82%	5.05%	5.71%	6.52%
PBT%	0.86%	0.85%	1.04%	1.64%	1.99%
PAT%	0.56%	0.56%	0.67%	1.08%	1.29%
ROI/ROCE	14.34%	12.77%	11.95%	14.67%	15.11%
ROE	6.89%	6.81%	7.12%	10.49%	9.80%
Sales Value Growth	8.41%	6.01%	4.12%	18.70%	9.90%
Sales Volume Growth	2.43%	2.53%	17.40%	19.11%	39.26%
Ratio in Times					
DEBT/EBIDTA	4.74	5.24	5.70	4.21	4.41 %

Rewarding Share Holders

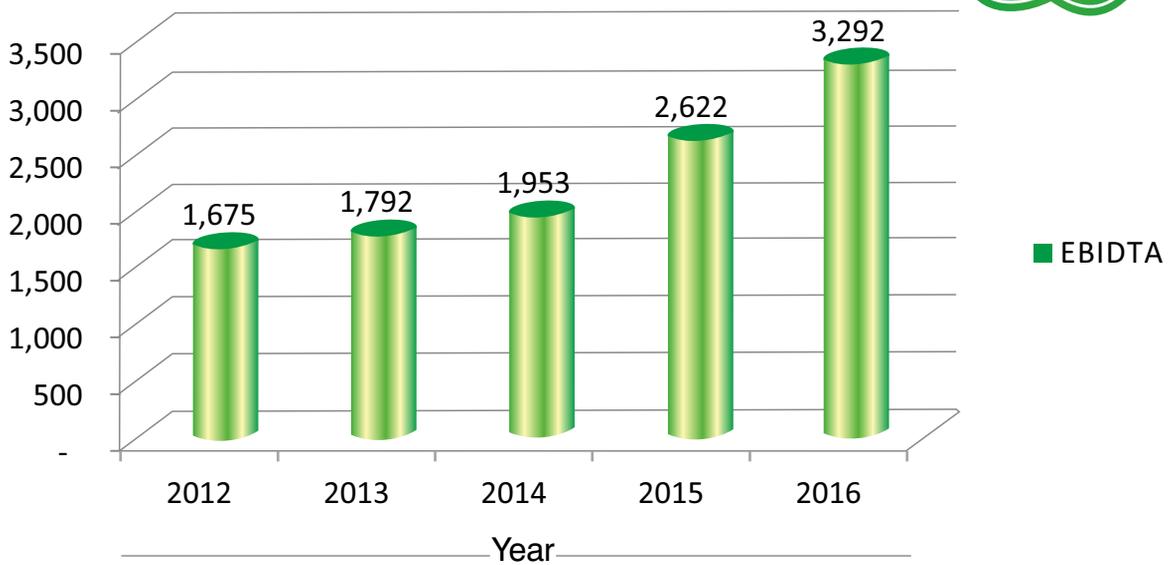
Net Profit

5 Years
CAGR
10.21%

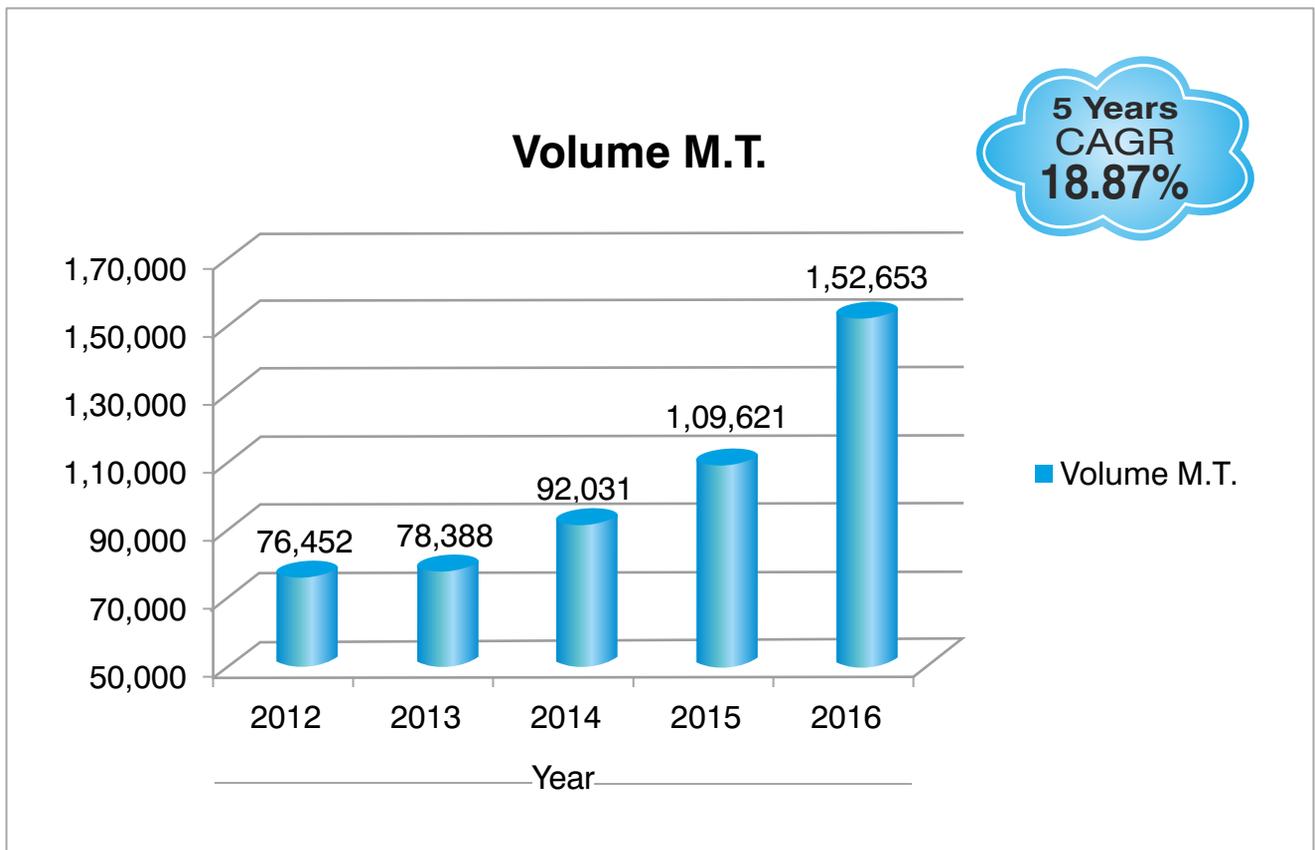
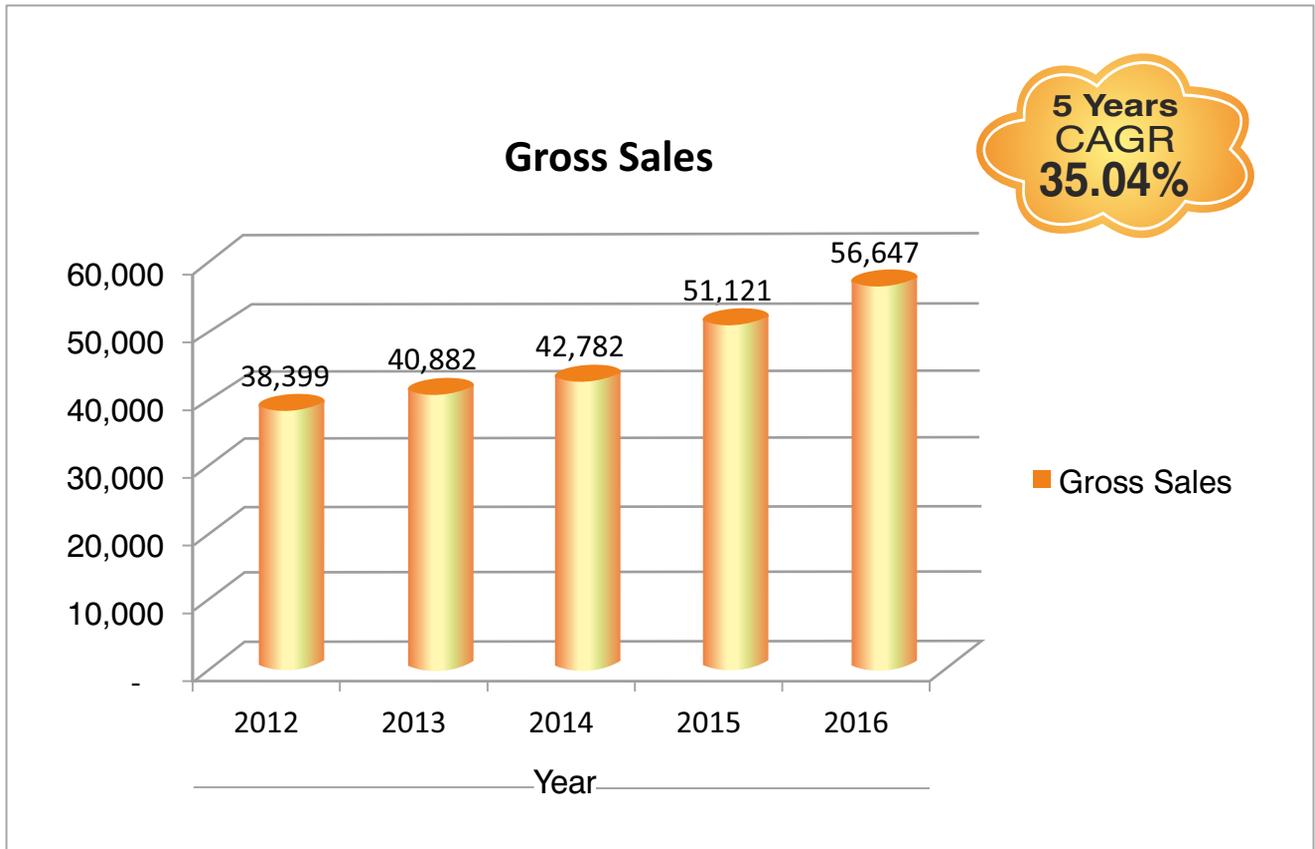


EBIDTA

5 Years
CAGR
18.39%



Rewarding Share Holders



Board of Directors



Ajay Kumar Bansal
Chairman & Managing Director

Mr. Ajay Kumar Bansal (DIN: 01070123) is the Chairman and Managing Director of our Company. He is having more than 3 decade of experience in manufacturing of Steel Tubes and Pipes, looking after operations of the Company with the support of other experienced personnel on the upper and middle hierarchy. In his leadership company has grown many times and he transformed one plant into three plants. As a promoter director, he guides in all aspects of the operations including expansion of projects. He belongs to family who is in the business of trading and manufacturing of Steel Pipes over 40 years. He has also been nominated as Chairman of Tubes Panel of Federation of Industries of India.



Anish Bansal
Director cum CFO

Mr. Anish Bansal(DIN:00670250) has done B.Sc Economics in Banking and Finance from Cardiff University U.K in 2005. He is Executive Director and CFO of the company. He is having rich experience of more than 10 years in corporate finance, strategies, marketing, product development, implementation of projects, international trade and finance and other corporate matters.



Tanvi Kumar
Independent Director

Ms. Tanvi Kumar(DIN: 06413301) is the Non-Executive & Independent Director of our Company. She has completed BA LLB from ILS Law College- Pune in the year 2009. She is a member of Bar Council of India having rich experience in corporate litigation matters and also attended the mock session of UN Assembly. She is Senior Associate in Khaitan & Company.



Ms. Neelima Jain
Independent Director

Ms. Neelima Jain(DIN:03637384) is the Non-Executive & Independent Director of our Company. She has done B.Com from Delhi University. She is having experience of more than 9 year as a sub broker in capital market. She posses lot of experience in capital markets, regulatory affairs management, administration and investor relations.



Bajj Nath Gupta
Independent Director

Mr. Bajj Nath Gupta*(DIN:07298765) is the Non-Executive & Independent Director of our Company. He is a Chartered Accountant, having experience of 33 Years in the field of Taxation and Financial Management.

*Mr.Bajj Nath Gupta has resigned from Board w.e.f. June 30, 2016

DIRECTOR'S REPORT

To the Members,

Your Directors have pleasure in presenting their Thirty Second Annual Report of the Company together with the Audited Financial Statements for the year ended March, 31st, 2016.

Financial Results

The Company's financial performance for the year under review alongwith previous year's figures are given hereunder :

Particulars for the year ended March, 31st, 2016.

Particulars	₹ in Lacs	
	Current Year	Previous Year
Net Sales/Income from Business Operation	50394.76	45842.95
Other Income	97.17	101.74
Total income	50491.93	45944.69
Profit before Tax	1007.28	755.49
Less Tax Expense	357.65	257.83
Net Profit after Tax	649.63	497.67
Earning per share (Basic)	8.29	6.57
Earning per share (Diluted)	8.29	6.57

Dividend

Your Directors are pleased to recommend a dividend of 50 paise per equity share for the year ended March 31, 2016 aggregating to ₹ 51.51/- (lacs) and Corporate Dividend Tax of ₹ 10.78/- (lacs). The proposed dividend is subject to the approval of shareholders in the ensuing Annual General Meeting of the company. The dividend would be payable to all the shareholders whose names appear in the register of members as on the Record Date/Book Closure Date.

Review of Business Operations

A significant improvement has been achieved by the company during the current financial year. The company has achieved many new land marks, in utilization of capacity, sales volume even in adversely affected by falling the steel prices globally.

The company has achieved many new landmarks in this fiscal, in terms of capacity utilization, sales volume and branding. The strategy and steps taken by the Company in designing new products in steel tubes and pipes segment by innovative means has succeeded in a big way with the production.

During the year, the Company has manufactured 56156.808 M.T. C.R.Coils/ Galv. Coils W. Beams etc. as compared to 53326 M.T. in the previous year.

During the year, the Company has manufactured 72395.002 M.T. of steel pipes etc. as compared to 45606.66 M.T. in the previous year.

The Turnover including other income of the company has increased from ₹ 45944.68 Lacs to ₹ 50491.93 Lacs.

Transfer to Reserves

The company proposes to transfer ₹ 100.00/- (in lacs) to General Reserves from profit and loss account for the year ended March, 31st, 2016.

Material Changes And Commitment If Any Affecting The Financial Position of the Company Occurred Between The End of the Financial Year to which this Financial Statements Relate and The Date of the Report.

There are no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year of the company to which the financial statement relate and the date of the report.

Subsidiary Company & Joint Ventures

The Company does not have any Subsidiary Company and Joint Venture during the reporting financial year ended March 31, 2016.

Public Deposits

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act 2013 and the Companies (Acceptance of Deposits) Rules, 2014. Accordingly, there are no unclaimed / unpaid deposits lying with the company for the year under review.

Directors and Key Managerial Personnel

(i) The Board in its Meeting held on September 24, 2015, appointed Mr. Bajj Nath Gupta, as an Additional Director (Non Executive Independent Director) on the Board, and has resigned from the Directorship with effect from June 30, 2016.

(ii) The Board in its Meeting held on January 09, 2016, appointed Ms. Neelima Jain, as an Additional Director (Non Executive Independent Director) on the Board, she holds office up to the date of this AGM. The requirement under Section 149 of the Companies Act, 2013 read with Rule 3 of Companies (Appointment of Directors) Rules, 2014 also stands complied with this appointment.

The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that she is not disqualified under Section 164 (2) to act as Director. The company has also received declaration from her that she meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013.

In the opinion of the Board, she fulfills the condition for appointment as Independent Director on the Board. She is eligible to be appointed as Director of the Company and his appointment requires the approval of the members at the ensuing Annual General Meeting.

(iii) Ms. Anju Jain has resigned from directorship of the company w.e.f. January 09, 2016. Your Directors place on record their deep appreciation of valuable services rendered by Ms. Anju Jain during her tenure as Director of the Company.

(iv) In Compliance with Section 203 of Companies Act, 2013 Mr. Rachit Tandon was appointed as Company Secretary of the Company with effect from September 24, 2015.

(v) In Compliance with Section 203 of Companies Act, 2013 Mr. Sanjeev Singhal was appointed as Chief Financial Officer of the Company with effect from September 24, 2015 and resigned from the position with effect from December 10, 2015 in place of whom Mr. Anish Bansal was appointed as Chief Financial Officer of the Company with effect from December 10, 2015.

Declaration by Independent Director

All the Independent Directors have submitted their disclosures to the board that they fulfill all the requirements as stipulated in section 149(6) of the Companies Act, 2013. So as to qualify themselves to be appointed as independent directors under the provisions of Companies Act, 2013 and relevant rules.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The particulars as prescribed under Sub-section (3) (m) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are enclosed as **Annexure 1** to this report.

Corporate Social Responsibility (CSR)

Pursuant to the provision of section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility policy) Rules, 2014 the Company has constituted a Corporate Social Responsibility Committee with the optimum combination of Executive and Non Executive Directors of the Company and has also framed its Corporate Social Responsibility Policy to provide benefit to the weaker section of the society.

The CSR Policy has been uploaded on the Company's website and may be accessed at the link given hereunder: <http://www.hitechpipes.in/images/investorspdf/CSRPolicy.pdf>

The Company has made a provision of ₹ 17.30 Lacs calculated as per the provisions of section 135 of the Companies Act 2013, in its Financial Statement as on March 31, 2016 which shall be spend on the activities stated under the policy.

Particulars of Loans, Guarantees or Investments Made Under Section 186 Of The Companies Act, 2013.

There were no loans given/granted, investments made, guarantees given and securities provided as per section 186 of the Companies Act, 2013.

Annual Return

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure 2 to this Report.

Statutory Auditor

M/s N.C. Aggarwal & Co, Statutory Auditors of the Company, who hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment (subject to the ratification by the shareholders of the company in the ensuing annual general meeting) till the conclusion of the next annual general meeting. They have confirmed their eligibility to the effect that their re-appointment would be within prescribed limits under the Companies Act, 2013.

Secretarial Auditors

Pursuant to provisions of section 204 of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 the Board had appointed M/s Kiran Sharma & Co. Practising Company Secretary, to conduct Secretarial Audit for the financial year 2015 –16. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith marked as Annexure 3 to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark and are self explanatory.

Cost Auditors

Pursuant to provisions of Section 148 of the Companies Act, 2013 and rules made thereunder, the Board of Directors has appointed M/s S. Shekhar & Co. (Firm Registration No.000452) as the Cost Auditor of the Company for the financial year 2015-16. The Cost Auditor has confirmed that the appointment is within the limits of the Section 139 of the Companies act, 2013 and has certified that that their firm is free from any dis qualification specified under the Companies Act.

Particulars of Contracts or Arrangements made with Related Parties

The members may note that all the transactions entered with the related parties were on arm length basis and is entered in the ordinary course of business .Transaction with related parties as per requirements of Accounting Standard 18 is disclosed in the notes to accounts annexed to financial statements.

Number of Board Meetings Conducted During the Year Under Review

Fourteen Board Meetings were held during the financial year under review. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

Risk Management

The Company has set up a risk management framework to identify, monitor, minimize, mitigate and report and also to identify business opportunity. The executive management oversees the risk management framework and the audit committee evaluates internal financial controls and risk management systems. In the opinion of Board, there are no risk which may threaten the existence of the Company. The Risk Management Policy has been uploaded on the Company's website and same may be accessed at the link given hereunder: <http://www.hitechpipes.in/pages/page/code-of-conduct-and-policy>

Audit Committee

Pursuant to the provisions of Section 177 of the Companies Act, 2013, our audit committee comprised of the following Directors as its members whose primary objective is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the Management, the internal auditor, the statutory auditor and the cost auditor and notes the processes and safeguards employed by each of them.

1. Baij Nath Gupta (Chairman)	Non Executive Independent Director
2. Neelima Jain	Non Executive Independent Director
3. Anish Bansal	Promoter Director

The composition of same has been changed as and when required. The Audit Committee acts as link between the statutory and internal auditors and the Board of Directors. It assist the Board of Directors in fulfilling its oversight responsibilities of monitoring financial reporting processes, review the Company's established system & processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. Further, there were no instances where the Board has not accepted the recommendation of the Audit Committee.

Nomination and Remuneration Committee

Pursuant to the provisions of Section 178 of the Companies Act, 2013, our Nomination and Remuneration Committee comprised of the following Directors as its members. A Nomination and Remuneration Policy has been formulated pursuant to the provisions of section 178 and other applicable provisions of the Companies Act, 2013 and rules made thereunder stating therein the company policy on Nomination and Remuneration of Director's, Key Managerial Personnel, and other Senior Management. The composition of same has been changed as and when required. The Nomination and Remuneration Policy has been uploaded on the Company's website and same may be accessed at the link given

hereunder: <http://www.hitechpipes.in/pages/page/code-of-conduct-and-policy>

- | | |
|---------------------------|------------------------------------|
| 1. Tanvi Kumar (Chairman) | Non Executive Independent Director |
| 2. Neelima Jain | Non Executive Independent Director |
| 3. Baij Nath Gupta | Non Executive Independent Director |

Stakeholders Relationship Committee

Pursuant to the provisions of Section 178 of the Companies Act, 2013, the Board of Directors had constituted our Nomination and Remuneration Committee comprised of the following Directors as its members with the primary duty to look into redressal of investors complaints like transfer of shares, non-receipt of annual report and other investor related matters.

- | | |
|----------------------------|------------------------------------|
| 1. Neelima Jain (Chairman) | Non Executive Independent Director |
| 2. Tanvi Kumar | Non Executive Independent Director |
| 3. Baij Nath Gupta | Non Executive Independent Director |

The composition of same has been changed as and when required. Your company would like to state that no complaint was received during the period under review, hence no complaint was pending at the end of the financial year.

Directors Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:-

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.

(b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period.

(c) 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;

(d) The directors had prepared the annual accounts on a going concern basis; and

(e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Policy on Directors' Appointment and Remuneration and other Details

The current policy is to have an optimum combination of executive and non executive directors to maintain the independence of the Board, and separate its functions of governance and management. The Board consist of 5 members out of which two are executive and remaining are non executive independent directors. We ensure that the remuneration paid to the directors of the company are within the prescribed limit as specified under Companies Act, 2013.

Significant and Material Orders passed by Regulators or Court or Tribunals impacting the going concern status of the company.

There has been no significant and material order passed by the regulators or courts or tribunals impacting the going concern status of the company.

Particulars of Employees Related Disclosures

Particulars of employees and the ration of remuneration of each director to the median employees remuneration and other details as required under section 197 (12) of the Companies Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014 are given in **Annexure IV** to this Report

Board Annual Evaluation

Pursuant to the provision of section 134 of the Companies Act 2013 the Board has evaluated the annual performance of themselves and the Directors individually. The performance evaluation of Independent Directors was done by entire Board, excluding Directors being evaluated.

Management Discussion And Analysis Report

Management Discussion and Analysis Report for the period under review, as stipulated under Regulation 34 of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 is presented in a separate section forming part of this Annual Report in **Annexure V**

Details In Respect of Adequacy of Internal Financial Controls With Reference To The Financial Statements

The Company has a robust and comprehensive Internal Financial Control System commensurate with the size, scale and complexity of its operations. The objective of these procedures is to ensure efficient use and protection of the Company's resources, accuracy in financial reporting and procedures. The system encompasses the major processes to ensure reliability of financial reporting, compliance with the policies, procedures, laws and regulations safeguarding assets and economical and efficient use of resources. The policies and procedures adopted by the company ensure the orderly and efficient conduct of its business and adherence to the company's policies, prevention and detection of frauds and errors, accuracy and completeness of the records and timely preparation of reliable financial information.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

Vigil Mechanism

Pursuant to the provision of section 177(9) of the Companies Act, 2013 the company has formulated a Vigil Mechanism/Whistle Blower Policy to deal with the unethical behavior or violation of the Company's code of conduct and policy. The Policy on Vigil Mechanism/Whistle Blower Policy has been adopted and the same was uploaded on the website of the company and may be viewed at <http://www.hitechpipes.in/pages/page/code-of-conduct-and-policy>

Capital Structure

The Paid up Share Capital of the Company increased from ₹ 7, 57, 11, 000/- to 10,30,11,000/- by issue of equity shares. During the year the company has allotted 2730000 equity shares of ₹10/- each at a price of ₹ 50/- per equity shares (including a share premium of ₹40/-per equity share) as a public issue. Post allotment, the equity shares of the company got listed on February 24, 2016 at SME Platform of National Stock Exchange (NSE).

A) Buy Back Of Securities

The Company has not bought back any of its securities during the year under review.

B). Sweat Equity

The Company has not issued any Sweat Equity Shares during the year under review.

C). Bonus Shares

The Company has allotted 3785550 equity shares of ₹10/- each as Bonus Shares to the members of the company in the ratio of 1:1 in its Board Meeting held on September 24, 2015.

D). Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the employees.

Disclosures with respect to Demat Suspense Account/ Un claimed Suspense Account

The Company wish to state that there was no Un-Claimed/ Outstanding shares in the suspense account, opened at the

time of Initial Public Offer, for the period ended on March 31, 2016.

Disclosure as per Sexual Harassment of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013.

The Company has zero tolerance for sexual harassment at workplace and has adopted measures from time to time on prevention prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under No complaint has been received for sexual harassment of women at work place by the Company during the financial year 2015-16.

The policy can be viewed at : <http://www.hitechpipes.in/pages/page/code-of-conduct-and-policy>.

Acknowledgment

Your Directors wish to place on record their appreciation for the continued support and co-operation extended by Shareholders and all employees of the Company.

for and on behalf of the Board of Directors

Date: August 10, 2016
Place: New Delhi

Sd/-
AJAY KUMAR BANSAL
Managing Director

Sd/-
ANISH BANSAL
Director

Disclosure pursuant to Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

The particulars as prescribed under Rule 8(3) of the Companies (Accounts) Rules, 2014 are as follows:

A. CONSERVATION OF ENERGY :

- a) The Company has given top priority to conservation of energy on continuous basis by closely monitoring energy consuming equipment involving use of energy generating diesel set and power purchased from Electricity Board e.g. size of the motors are optimum to save energy. The Company has been conserving energy by resorting to use of power to the barest minimum.
- b) Keeping in view the nature of the manufacturing process no additional investment is proposed and hence further consumption of energy is ruled out in the near future.
- c) No specific studies regarding impact of the above measures of (a) and (d) have been carried out and the cost impact of energy cost and energy saving measures on cost of production of goods is not material, as it forms a very minimum percentage vis-a vis the cost of Company's product.
- d) Total energy consumption and energy consumption per unit of production is given as per Form-A.

Form- A Power & Fuel Consumption:

S.No	Particulars	Current Year	Previous Year
1.	Electricity		
a.	Purchased Unit	12830796	11415660
	Total amount (in Lacs)	1041.65	887.95
	Rate/unit	8.12	7.78
b.	Own generation		
	Through Diesel Generator units	174345	267101
	Unit per Liter of Diesel Oil	3.41	3.39
	Cost/Unit	16.45	16.48

B. TECHNOLOGY ABSORPTION:

I. RESEARCHES AND DEVELOPMENT (R&D)

a) Specific area in which R & D carried out by the Company:

There is no specific area in which the Company has carried the R & D. However, the Company is continuously making efforts for improvements in its production process for better productivity and cost efficiency.

b) Benefits derived as a result of improvement in efficiency of Plant & Machinery by maintaining low maintenance cost.

c) Further plan to action

The Company plans to monitor continuously the plant efficiency thus reducing the shortage and reducing the cost of production.

d) Expenditure on R & D

Charged under primary heads of account.

II. TECHNOLOGICAL, ABSORPTION, ADAPTATION & INNOVATION:

a) Efforts made towards Technology Absorption: For the goods manufactured by the Company there is a simple process of ERW manufacturing technique called

Rolling production and the Company has already adopted the same and no innovations have been carried by the company, as there is no other available alternative that would ensure further cost efficiency.

b) Benefits derived as a result of the above efforts:

Productions of quality products have acceptability in the domestic market and ensure an easy marketability and goodwill for Company's product.

c) Particulars relating to imported technology:

The Company has not imported any technology and the plant has been installed with complete Indian Technical know-how.

C. FOREIGN EXCHANGE EARNING AND OUT GO:

Total Foreign Exchange used and earned:

The Detail with regard to foreign exchange earnings and out go are as under:

S.No	Particulars	Current Year	Previous Year
1.	Total Foreign Exchange earned	Nil	446.65
2.	Total Foreign Exchange used	8.97	42.48

Annexure -2

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2015

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

I. REGISTRATION AND OTHER DETAILS

1	CIN	L27202DL1985PLC019750
2	Registration Date	02/01/1985
3	Name of the Company	Hi Tech Pipes Limited
4	Category/Sub-Category of the Company	Company Limited by shares
5	Address of the Registered office and contact details	505, Pearl Omaxe Tower, Netaji Subhash Place, Pitampura-110034 Ph: 91-11-48440050, Fax: 91-11-48440055
6	Whether listed Company	Listed
7	Name, Address and Contact Details of Registrar and Transfer Agent	SharePro Services (India)Private Limited 13 AB Samhita Warehousing Complex , Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Mumbai-400072 022-61915400

DIRECTOR'S REPORT

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and description of main products/services	NIC Code of the Product/service	% of total turnover of the Company
1.	CR Coils	24105	42.50
2.	Tubes & Pipes	24311	48.77
3.	Crash Barrier	24319	8.73

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	Name & Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of Shares held	Applicable Section
1.	NIL	NIL	NIL	NIL	
2.	NIL	NIL	NIL	NIL	

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Shareholding

Category of Shareholder	No. of shares held at the beginning of the years as on 01.04.2015				No. of shares held at the end of the year as on 31.03.2016				% of Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Shareholding of Promoter and Promoter Group									
(1) Indian									
Individuals/ HUF	-	3006550	3006550	79.42%	5165100	-	5165100	50.14%	-29.28
Central State Government/ Bodies	-	-	-	-	-	-	-	-	-
Corporate Financial Institutions/ Banks	-	779000	779000	20.58%	1068000	-	1068000	10.37%	-10.21
Any Others (Specify)	-	-	-	-	-	-	-	-	-
Sub Total(A)(1)	-	3785550	3785550	100%	6233100	-	6233100	60.51	-
(2) Foreign									
Individuals (Non-Residents)	-	-	-	-	-	-	-	-	-
Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-
Bodies	-	-	-	-	-	-	-	-	-
Corporate Institutions	-	-	-	-	-	-	-	-	-
Any Others (Specify)	-	-	-	-	-	-	-	-	-
Sub Total(A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)		3785550	3785550	100%	6233100	-	6233100	60.51	-
(B) Public shareholding									
(1) Institutions									
Mutual Funds/ UTI	-	-	-	-	-	-	-	-	-
Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-

Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-	-
Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
Any Other (Domestic Co. & Market Maker)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)									
Non-institutions									
Bodies Corporate	-	-	-	-	1039014	-	1039014	10.08	-
Individuals	-	-	-	-	-	-	-	-	-
Individuals- Individual shareholders holding nominal share capital up to Rs 1 lakh	-	-	-	-	999000	-	999000	9.70	-
ii. Individual Shareholders holding nominal share capital in excess of Rs.1lakh.	-	-	-	-	1361986	668000	2029986	19.71	-
Any Other (specify)	-	-	-	-	-	-	-	-	-
HUF	-	-	-	-	-	-	-	-	-
Clearing Members /House	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2)	-	-	-	-	3400000	668000	4068000	39.49	-
Total Public Shareholding (B)= (B)(1) + (B)(2)	-	-	-	-	3400000	668000	4068000	39.49	-
TOTAL (A) + (B)	-	3785550	3785550	100%	9633100	668000	10301100	100%	-
Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-	-	-	-
Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
Public	-	-	-	-	-	-	-	-	-
Sub-Total (C)	-	-	-	-	-	-	-	-	-
GRAND TOTAL (A) + (B) + (C)	-	3785550	3785550	100%	9633100	10301100	10301100	100%	-

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year as on 01.04.2015			Shareholding at the end of the year As on 31.03.2016			% of Change in share holding during the year
		No. of shares	% of total shares of the Company	% of shares pledged/encumbered of total shares	No. of shares	% of total shares of the Company	% of shares pledged/encumbered of total shares	
1.	AJAY KUMAR BANSAL	745950	19.71%	.78%	1491900	14.48%	.29%	-5.23%
2.	ANISH BANSAL	268800	7.10%	NIL	637600	6.19%	NIL	-0.91%
Total		1014750	26.81%	.78%	2129500	20.67%	.29%	-6.14%

(iii) Change in Promoter's Shareholding

S. No.	Shareholder's Name	Shareholding at the beginning of the year As on 01.04.2015			Shareholding at the end of the year As on 31.03.2016		% of Change in share holding during the year
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company		
1	AJAY KUMAR BANSAL	745950	19.71%	1491900	14.48%	-5.23%	
2.	ANISH BANSAL	268800	7.10%	637600	6.19%	-0.91%	
Total		1014750	26.81%	2129500	20.67%	-6.14%	

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

S. No.	For each of the top ten Shareholder's	Shareholding at the beginning of the year as on 01.04.2015		Shareholding at the end of the year as on 31.03.2016	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Vipul Bansal	276000	7.29%	717600	6.97%
2	AKS Buildcon Pvt. Ltd.	276000	7.29%	552000	5.36%
3	Shweta Bansal	270600	7.14%	541200	5.25%
4	Parveen Bansal	270000	7.13%	1019200	9.89%
5	Ajay Kumar Bansal(HUF)	260400	6.87%	520800	5.05%
6	HI –Tech Agrovision Pvt. Ltd.	258000	6.81%	516000	5.00%
7	Abhinav Bansal	201600	5.32%	-	-
8	AVR Trends International Pvt. Ltd.	120000	3.17%	240000	2.33%
9	Naresh Kumar Bansal	104400	2.76%	-	-
10	Everest Grow More Finance Pvt. Ltd.	100000	2.64%	200000	1.94%
11	Amrutlal Chagan Lal Patel	94000	2.48%	188000	1.82%
12	Subhadraben Bangubhai Patel	90000	2.58%	180000	1.75%

v). Shareholding of Directors and Key Managerial Personnel (KMPs)

S. No.	Particulars	Shareholding at the beginning of the year as on 01.04.2015		Shareholding at the end of the year as on 31.03.2016	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
A	Directors:				
1	Ajay Kumar Bansal	745950	19.71%	1491900	14.48%
3	Anish Bansal	268800	7.10%	637600	6.19%
B	Key Managerial Personnel				
1	-	-	-	-	-

V. INDEBTEDNESS Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding	Deposits Unsecured	Loans Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	9913.32	1377.85	-	11291.17
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	11.84	-	-	11.84
Total (i+ii+iii)	9925.16	1377.85	-	11303.01
Change in Indebtedness during the financial year				
Addition	3573.36	286.07	-	3859.43
Reduction	-	-	-	-
Net Change	3573.36	286.06	-	3859.43
Indebtedness at the end of the financial year				
i) Principal Amount as on 31.03.2016	13486.68	1663.920	15150.60	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due as on 31.03.2016	11.84	-	-	11.84
Total (i+ii+iii)	13498.52	1663.92	-	15162.44

VI. DETAILS OF REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in Lacs)

S. No.	Particulars of Remuneration	Mr. Ajay Bansal (MD)	Mr. Anish Bansal (WTD)
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961. (b) Value of perquisites u/s17(2) Income-tax Act,1961 I Profits in lieu of salary under section 17(3) Income- tax Act, 1961	30.00 - - -	18.00 - - -
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit others, specify	- - -	- - -
5	Others, please specify	-	-
	Total (A)	30.00	18.00
	Ceiling as per the Act	The Managerial Remuneration is within the limit, as prescribed under the Companies Act,2013	

B. Remuneration to other directors

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Ms. Anju Jain*	Ms. Tanvi Kumar	Mr. Baij Nath Gupta	Ms. Neelima Jain*	Total Amount
1	Independent Directors Committee Meetings Remuneration by way of Commission Others, please specify (1)	- - -	0.05 - -	0.05 - -	0.05 - -	0.15 - -
2.	Other Non- Executive Directors Fee for attending Board Committee Meetings Commission Others, please specify (2)	- - - -	- - - -	- - - -	- - - -	- - - -
	Total B= (1+2)					0.15
	Total Managerial Remuneration (A+B)					48.15

* Mr Bajj Nath Gupta appointed in the Board Meeting w.e.f. September 24, 2015

*Ms. Neelima Jain appointed in the Board Meeting w.e.f. January 09, 2016

* Ms. Anju Jain resigned from the office w.e.f. January 09, 2016.

C. Remuneration to Key Managerial Personnel other than MD/ Manager/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	Chief Financial Officer	Total
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961.	1.68		
	(b) Value of perquisites u/s17(2) Income-tax Act,1961			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission - as % of profit others, specify			
5	Others, please specify			
	Total (A)	1.68		

V. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees Imposed	Authority [RD /NCLT/COURT]	Appeal made, if any (give details)
A. Company Penalty Punishment Compounding					
B. Directors Penalty Punishment Compounding					
C. Other officers in default Penalty Punishment Compounding					

DIRECTOR'S REPORT

Annexure -3

**Form No.MR-3
Secretarial Audit Report**

(For the Financial Year ended March 31, 2016) [Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
HI-TECH PIPES LIMITED
CIN: L27202DL1985PLC019750
Add: 505, Pearl Omaxe Tower,
Netaji Subhash Place, Pitampura
New Delhi- 110034

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by HI-Tech Pipes Limited (hereinafter called 'the Company') for the audit period covering from 1st April, 2015 to 31st March,2016. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers and authorized representatives during the conduct of secretarial audit; We hereby report that in our opinion, the Company has, during the audit period covering from 1st April, 2015 to 31st March, 2016 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the audit period covering from 1st April, 2015 to 31st March, 2016 according to the provisions of the following acts, to the extent applicable to the Company during the relevant Audit period;

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India
 - a. The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 w.e.f 1st December, 2015.
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (effective 28th October, 2014).
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
 - h. The Securities and Exchange Board of India (Depository & Participant Regulation) 1996

We have also examined compliance with the applicable clauses of the Listing Agreement entered into by the Company with the Stock Exchanges in India.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. and no specific non compliances / audit qualification, reservation or adverse remarks were observed. There was some observations was given to management for the future.

We further report that, based on the information provided by the Company and its officers during the conduct of audit and based on review of compliance mechanism established by the Company, in our opinion there are adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws.

We further report that, the compliance by the applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and auditor report of the statutory Auditor.

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

Adequate notice is given to all directors to schedule the Board Meetings and agenda and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and no specific non compliances / observations / audit qualification, reservation or adverse remarks were observed.

**for Kiran Sharma & Co.
Company Secretaries**

**Sd/-
Kiran Sharma
(Proprietor)
C P No. 3116**

**Place: New Delhi
Date: August 5, 2016**

Disclosures pertaining to remuneration and other details are required under Section 197(12) of the act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

A. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Non –Executive Directors	Ratio to Median Remuneration
Ms. Tanvi Kumar	N.A.
Ms. Anju Jain	N.A.
Mr. Bajj Nath Gupta	N.A.
Ms. Neelima Jain	N.A.

Executive Director	Ratio to Median Remuneration
Mr. Ajay Kumar Bansal	12:43:1
Mr. Anish Bansal	7:46:1

B. The percentage increase in remuneration of each director, chief executive officer, chief financial officer , company secretary in the financial year:

Directors, Chief Financial Officer and Company Secretary	%increase in remuneration in the financial year
Ms. Tanvi Kumar	N.A.
Ms. Anju Jain	N.A.
Mr. Bajj Nath Gupta	N.A.
Ms. Neelima Jain	N.A.
Mr. Ajay Kumar Bansal	N.A.
Mr. Anish Bansal	N.A.
Mr. Sanjeev Singhal Chief Financial Officer (upto December 10,2015)	N.A.
Mr. Rachit Tandon Company Secretary(w.e.f September 24,2015)	N.A.
Mr. Anish Bansal Chief Financial Officer (w.e.f. December 10,2015)	N.A.

C. The percentage increase in median remuneration of employees in the financial year: 12%

D. The number of permanent employees on the rolls of the Company: 330

E. The explanation on the relationship between average increase in remuneration and Company performance:

The Profit after Tax for the financial year 2015-16 was increased by 31% as compared to last year and the aggregate remuneration of employees was increased by 12% over the previous year.

F. The comparison of the remuneration of the key managerial personnel against the performance of the company:

Aggregate remuneration of the key managerial personnel (KMP) in financial year 2014-15	62.28
Revenue	50491.93
Remuneration of KMP(as a % of revenue)	0.123
Profit before tax (PBT)	1007.28
Remuneration of KMP (as % of PBT)	6.18

G. Variations in the market capitalization of the company, price earning ratio as at the closing date of the current financial year and previous financial year: N.A.

H. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

% Increase/Decrease from last Public Offer	Rs.
- IPO Price per share (February 2016)	50
- Market price as at March 31, 2016	61.25
% Increase from last IPO	22.5%

I. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual increase was: 13%

J. Comparison of each remuneration of the key managerial personnel against the performance of the Company

	Mr. Ajay Kumar Bansal (Executive Director)	Mr. Anish Bansal (Executive Director)	Mr. Sanjeev Singhal (CFO)	Mr. Rachit Tandon (Company Secretary)
Remuneration in financial year 2014-15	30.00	18.00	12.60	1.68
Revenue	50491.93			
Remuneration as % of revenue	0.059	0.036	0.025	0.003
Profit Before Tax (PBT)	1007.28			
Remuneration (as % of PBT)	2.99	1.79	1.25	0.168

K. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year : **None**

Management Discussion and Analysis

Annexure -V

Late Shri Harbans Lal Bansal, vision of a man who started a trading small steel tubes in 1985 and incorporated this company in 1985 as M/s Ram Lal Harbans Lal Limited and subsequently change its name to Hi-Tech Pipes Limited. Our company started manufacturing of MS Pipes in 1988 and CR Coils & Strips in 1996 at Sikandrabad, Bulandsahar, UP.

The Company's core business comprises of ERW Steel Tube, Galvanised Tubes and Crush Barriers products. The world in which we do business is changing at a significant speed. To become global leader, Hi-Tech, adapts new technology, product development, manufacturing capabilities and marketing with the change needs. Inspired by Prime Minister's "Make in India" project, Company has commissioned new manufacturing plant at Sanand, Gujarat with capacity of 60,000 TPA.

Our Company is ISO 9001 certified is one of the is one of India's leading engineering house of excellence and innovation producing steel pipes, hollow sections, tubes, cold rolled coils, road crash barriers, solar mounting structures and strips and a variety of other galvanized products.

Steel Industry Overview:

India is the third-largest steel producer in the world. In 2015, India produced 91.46 million tonnes (MT) of finished steel. Total finished steel production in the country increased at a CAGR of 7.45% over FY11-15.

Driven by rising infrastructure development and growing demand for automotives, steel consumption is expected to reach 104 MT by 2017. India's steel production is expected to increase from 100 MTPA to 112.5 MTPA by FY16 and 300 MTPA by 2025. The Government of India has allowed 100 per cent foreign direct investment (FDI) in the steel sector under the automatic route. Nearly 301 MoUs have been signed with various states for planned capacity of about 486.7 MT.

A new scheme, 'The scheme for the promotion of R&D in the iron and steel sector', has been approved with budgetary provision of US\$ 24.6 million to initiate and implement the provisions of the scheme as per the 11th Five-Year Plan which has continued in the 12th Five Year Plan. The development of technology for Cold-Rolled Grain Oriented (CRGO) steel sheets and other value-added products is also included under the policy purview and is allocated US\$ 6.7 million.

Steel Tubes and Pipes Outlook

Steel pipe industry in India consists of firms mainly engaged in manufacturing seamless or welded steel pipes or tubes or ferrous metal pipe or tube fittings. Growing oil and gas demand across the world and the zeal with which oil companies are investing on adding pipeline infrastructure promise higher revenues for Indian steel pipes makers. A huge pent-up demand for pipes has cropped up over the last few months. For the refining industry, pipes are the most economical way to transport oil and gas.

Considering the quantum and nature of consumption, the major end-uses of seamless tubes/pipes have broadly been classified under the following heads: Oil and gas exploration, tool jointing material, refinery, anti-friction bearing industry, industrial boilers, anti-friction bearing industry, power boiler industry, automobile, earthmoving machinery, fertilizers, miscellaneous industries etc.

The automobile, building & construction industries along with infrastructure sector are the major market for steel pipe. With the construction of infrastructure, market booming and further development of new markets for steel pipes ranging from commercial framing to water pipes, the future of steel tubing industry certainly looks bright. Significant consolidation and rationalization of excess capacity has occurred in some segments, while cost containment and improved process and quality control measures have led to productivity gains and quality improvements across the entire pipe industry. Your company has initiated steps to increase presence in infrastructure segment and thus increased structural pipe sales. The company expects growth in the structural pipe segment with annual CAGR of more than 50% in coming 4 to 5 years' time.

Indian pipe industry has been emerged with the scenario of huge demand due to startup of held up infrastructure project and policies of new stable government in the center. All-round demand in Housing, Urban as well as Rural development, infrastructure development, Oil & Gas line pipe and Agriculture is envisaged which will give a boost to the pipe industry in the forthcoming period.

The five major steel supplier in India include Steel Authority of India (SAIL), Tata Steel, Jindal Steel (JVSL), JSW Steel, and Essar Steel. The coming years will see production of more petroleum products and electrical energy are expected to pick up to meet the domestic demand and sustaining future supplies which would require heavy investment in E&P activities and power projects which

would drive the demand for seamless pipes and tubes. In order to exploit the full potential of the domestic as well as overseas markets, the Indian pipe manufacturers should focus on continuous quality. Apart from that the feasibility of infrastructure projects in ports, roads, airports and railways with private-sector majority ownership is already in the pipeline.

Strengths, Weakness, Opportunities and Threats

Strengths

Your Company has accredited quality certifications from leading agencies of world and has years of successful completion of contracts on scheduled time. We believe in the philosophy of Total Quality Management and Customer Relationship Management. Our commitment to deliver world class quality products to our customers in the shortest time lag enabled us to establish presence across two corners of India, leading to improved customer relationship.

The Company's management has three decades of experience in the steel pipe industry. The Company has expanded the business both in size and range through various initiatives. Your company have well skilled and professionals in the management educated. These include increasing vertical integration, broadening nationwide marketing network, expanding the high-quality product range and complete backward integration in lighting industry. Committed to deliver a quality product in time strengthen our faith in customer.

Weakness

Low Margins due to number of small players in this segment and number of unorganized players in this Industry at Tier 1 and 2 Cities.

Opportunities

Government planning to develop 100 modern cities in the country will boost demand for small dia pipe in the Country city gas distribution simultaneously the infrastructural & water/sewerage amenities will increase the demand manifold. The scope and opportunities in the world market is large.

Government of India has already levied 20 % anti- dumping custom duty to safe guard the interest of Indian Manufacturers with the result imports of seamless tubes are 20 % expensive. With depreciation of Indian Rupee and this new 20 % antidumping duty it is advantageous for the importers to buy from our company. Developing our raw material sources indigenously will help us in maintaining our sales prices and having a better edge in the market

As of now, Government of India is strongly committed to reforms agenda and taking effective economic action aimed at spurring consumption, building infrastructure and stimulating economic growth. Rural India is expected to thrive with good agricultural crop aided by appropriate government policy. Infra sectors provide a huge opportunity in both rural and urban India. The Construction sectors and housing sectors are booming thereby providing pipe industries a good opportunity to grow.

Threats

Metal being a major raw material in steel tubes and pipe segment, any impact in its cost may affect our contribution margins. However the company has adopted various measures to minimize the adverse effect of volatile prices of raw materials.

Competition from spurious manufacturers, unorganized sector without quality constraints and some organised players are always a challenge. The Company believes in confronting such challenges and transforming them into opportunities. We expect to meet these threats with better products, informed customer relationships, focused demand generation efforts and a strong business outlook.

Financial & Operational Performance

The Company was able to maintain itself as a strong contender in the Steel Tubes industry. Given below are the financials of the company for the current as well as the previous year:

Summary of Financial and Operating Performance

₹ in Lacs

SI No.	Particulars	2015-16	2014-15
	Gross Revenue	56,647.33	51,121.29
	Earnings Before Interest, Depreciation, Tax and Amortisations	3,291.54	2,622.02
	Finance Cost	1,704.87	1,468.31
	Earnings Before Depreciation and Tax	1,586.67	1,153.73
	Depreciation and Amortisations	579.39	398.23
	Profit Before Tax	1007.28	755.49
	Provision for Taxes	357.65	257.82
	Profit After Tax	649.63	497.67
	Balance of Profit Brought Forward from	599.92	448.47
	Balance available for appropriation	1249.55	946.55
	Proposed Dividend	51.51	37.86
	Tax on Dividend Proposed	10.78	7.75
	Provision for Corporate Social Responsibility	17.30	
	Other Provisions		51.02
	Transferred to General Reserve	100.00	250.00
	Surplus Carried to Balance Sheet	1,069.97	599.92
	Earning Per Share (PY Restated)	8.29	6.57

Risks and Concerns

Steel is the raw materials and contends around 85% of total cost for the tube & pipe manufacturing. Its prices have direct impact on the profitability. In Previous year steel prices have been drastically down but it posing fresh challenges to the business world wide due to demand and supply factor. The quality parameters of pipes used in the oil & gas sectors are becoming more stringent each day. Moreover, any failure of pipes after the supply to customers in the oil & gas sectors attracts heavy penalties. Company is taking utmost care to source the best quality of raw materials to ensure very high quality end products.

Risk Management

Risk management is an integral part of the Company. Your Company's business activities involve various risk and threats associated to its business and the industry in which it operates.

Your Company asses several types of risks, which include the following:

1. Strategic Risks
2. Industry and Competition Risks
3. Risk of Cost Material Prices
4. Risk of Technical Obsolescence
5. Financial Risk

Your Company recognises that these risks need to be managed to protect its customers, employees, shareholders, bankers and other stakeholders to achieve its business objectives and enable sustainable growth. Effective identification, assessment and management of all these risks are of prime importance to the Company.

The company's Audit Committee and Board review and evaluate the risk management system of the Company on a regular interval so that the management controls the risks through properly defined network. Head of Departments are responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee.

Internal Control Systems

The Company has an efficient system of internal controls for all major processes to ensure reliability of reporting. The system also helps management to have timely data and feedback on various operational parameters for effective review. It also ensures proper safeguarding of assets. The internal control system of your Company is commensurate with its size, scale and complexity of its operations. The systems and controls are periodically reviewed and modified based on the requirement. Scope of internal audit is prepared on the basis of the internal control framework.

The Audit committee of the Board is updated every quarter on major internal audit observations, compliances with accounting standards, risk management and control systems. Audit Committee critically reviews the observations of the internal audit report and acts to ensure compliance is completed. The Audit committee suggests improvement for strengthening the control systems. Further, Company has an extensive budgetary control system, which is regularly examined by the management. The Company has well defined Management Information System with clear Organizational Structures and authorization levels for business transactions.

Human Resources

Your Company's management firmly believes that strong and stable industrial relations are essential for the success of any organisation. Over the years the management has made sincere and continued efforts for the development of an atmosphere of mutual cooperation, confidence and respect duly recognising rights of all workers. We also strive for empowerment and safety of women. As a responsible employer, we have laid down strict guidelines for the prevention of sexual harassment of women at work place providing them with a forum for grievance redressal (if any). We review policies and practices with a view to make them contemporary and uniform in application. We implement new activities to ensure our employees are engaged and motivated. For better control and improved productivity, pioneering steps and measures are taken constantly.

Environment, Corporate Sustainability and Social Responsibility

Being a responsible corporate citizen, your Company strongly follows to giving back to the society. CSR initiatives help elevate the quality of life of the people by promoting healthcare, education and employment opportunities. Your Company will take numerous initiatives to develop local community around its manufacturing facilities and aims to continue its efforts to build on its tradition of social responsibility to empower communities.

During the year under review, Company has spared Rs. 17.30 Lacs from its profits for corporate social activities for being two percent of the average net profits of the company made during the three immediately preceding financial years. Rs. 6.31 Lacs of Rs. 17.30 Lacs spent during the year.

Cautionary Statement

This Statement contains forward-looking statements about the business, financial performance, skills and prospects of the Company. Statements about the plans, intentions, expectations, beliefs, estimates, predictions or similar expressions for future are forward-looking statements. Forward-looking statements should be viewed in the context of many risk issues and events that could cause the actual performance to be different from that contemplated in the Directors' Report and Management Discussions and Analysis Report, including but not limited to, the impact of changes in oil, steel prices world-wide, technological obsolescence and domestic, economic and political conditions. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors. The Company disclaims any duty to update the information given in the aforesaid reports.

CEO'S/CFO'S CERTIFICATE

We, Ajay Kumar Bansal, Chairman and Managing Director and Anish Bansal, Director and CFO of Hi-Tech Pipes Limited, to the best of our knowledge and belief, certify that:

- a. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2016 and that to the best of our knowledge and belief:
- i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed, to the auditors and the Audit Committee, wherever applicable, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit Committee, wherever applicable,
- i) Significant changes in internal control over financial reporting during the year.
 - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

for **Hi-Tech Pipes Limited**

Sd/-

Ajay Kumar Bansal

Chairman and Managing Director

Sd/-

Anish Bansal

Director and CFO

Place: New Delhi

Date: May 30, 2016

N.C. AGGARWAL & CO.

CHARTERED ACCOUNTANTS

102, Harsha House, Karampura Commercial Complex,
New Delhi – 110 015 Phone : 25920555-56

INDEPENDENT AUDITOR'S REPORT

To
The Members
HI-TECH PIPES LIMITED.
New Delhi

Report on Financial Statements

We have audited the attached Balance Sheet of **HI-TECH PIPES LIMITED.**, which comprise the Balance Sheet as at March 31, 2016 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The management and the Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the company in accordance with the accounting standards referred to in section 133 of the Companies Act, 2013, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditors, Responsibility

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

An audit involves performing procedure to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant of the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained in sufficient and appropriate to provide a basis for our audit opinion.

Opinion

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

And subject to above, give a true and fair view:-

- i) In the case of Balance Sheet, of the State of affairs of the Company as at March 31, 2016.
- ii) In the case of Statement of Profit & Loss, of the Profit of the Company for the period ended on that date.
- iii) In the case of Cash Flow Statement, of the Cash Flows for the period ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016, ("the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure-1, a statement on the matters specified in paragraph 3 & 4 of the order.
2. As required by Section 143(3) of the Act, we further report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of accounts, as required by law, have been kept by the Company, so far it appears from our examination of these books.
 - c) The Balance Sheet, Statement of Profit and Loss dealt with in this report are in agreement with the books of accounts.
 - d) In our opinion, Balance Sheet, the Statement of Profit and Loss comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
 - e) On the basis of written representations received from the directors, as on March 31, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements, Refer Note 26(c) to the financial statements.
 - ii) The Company did not have any long term contracts for which there were any material foreseeable losses.
 - iii) There were no amounts which were required to be transferred to the investor education and protection fund by the Company.

For N.C. Aggarwal & Co.
Chartered Accountants
Firm Regn. No. 003273N

Sd/-
(Astha Aggarwal)
Partner
M. No. 519192

Place : New Delhi
Date : May 30, 2016

Annexure- 1 To The Independent Auditor's Report

Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) These fixed assets have been physically verified by the management at reasonable intervals and any material discrepancies were not noticed on such verification;
- (c) The title deeds of immovable properties are held in the name of the company.
- (ii) Physical verification of inventory has been conducted at reasonable intervals by the management and any material discrepancies were not noticed. Inventories lying with third parties have been confirmed by them as at March 31, 2016 and no material discrepancies were noticed in respect of such confirmations.
- (iii) According to the information and explanations given to us, the company has not granted loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the order not applicable to the company.
- (iv) According to the information and explanations given to us there are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act, 2013 are applicable and therefore not commented.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year to which directives issued by the Reserve Bank of India and provisions of section 73 to 76 of the Companies Act, 2013 and rules framed there under.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government under sub – section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) As explained to us and as per the books and records examined by us, undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Custom Duty, Wealth Tax, Sales Tax, Excise duty, Cess and other statutory dues have been generally deposited with the appropriate authority.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us by the management and relied upon by us, there are no dues of Income Tax, Custom Duty, Wealth Tax, Sales Tax, Excise duty & Cess, which have not been deposited on account of any dispute except the following Statutory dues, pending before appropriate authority as follows:

Sl. No.	Name of Statute	Nature of Dues	Amount (Rs. in Lacs)	Period to Which dues Related	Authority where the dispute is Pending for Decision
1.	U.P. Tax on Entry of Goods in to Local areas ordinance, 2007	The Constitutional validity of U.P. Tax on Entry of Goods in to Local areas ordinance, 2007 had been challenged.	118.14	November, 2008 to March 2011	Before the Supreme Court

- (viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of dues bank or financial institutions. The Company did not have any outstanding in respect of debentures during the year.
- (ix) In our opinion and according to the information and explanations given by the management the company has utilized money raised by way of initial public offer during the year were applied for the purposes for which those are raised. Further, term loans taken by the company has been utilized for the purposes for which they were raised.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud / material fraud on the company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company.
- (xiii) According to the information and explanations given by the management, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company.
- (xv) According to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him as per the provisions of section 192 of Companies Act, 2013.
- (xvi) According to the information and explanations given by the management, provision of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to company.

For N.C. Aggarwal & Co.
Chartered Accountants
Firm Regn. No. 003273N

Sd/-
(Astha Aggarwal)
Partner
M. No. 519192

Place : New Delhi
Date : May 30, 2016

Annexure- 2 To The Independent Auditor's Report

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

To the Members of Hi-Tech Pipes Limited

We have audited the internal financial controls over financial reporting of Hi-Tech Pipes Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For N.C. Aggarwal & Co.
Chartered Accountants
Firm Regn. No. 003273N

Sd/-
(Astha Aggarwal)

Partner

M. No. 519192

Place : New Delhi

Date : May 30, 2016

Balance Sheet as at March 31, 2016		₹ in Lacs	
Description	Note No.	31.03.2016	31.03.2015
EQUITY AND LIABILITIES:			
Shareholders Funds			
(a) Share Capital	02	1,030.11	378.56
(b) Reserves and Surplus	03	5,601.94	4,366.62
Non-Current Liabilities			
(a) Long-Term Borrowings	04	3,210.54	2,204.23
(b) Deferred Tax Liabilities (net)	36	304.85	194.51
(c) Other Long Term Liabilities	05	953.79	183.65
(d) Other Long Term Provisions	06	63.32	45.30
Current Liabilities			
(a) Short-Term Borrowings	07	10,336.80	8,662.32
(b) Trade Payables	08	3,744.60	3,955.37
(c) Other Current Liabilities	09	1,992.55	1,035.64
(d) Short-Term Provisions	10	705.34	497.02
Total		27,943.84	21,523.22
ASSETS			
Non-Current Assets			
(a) Fixed Assets	11		
(i) Tangible Assets		5,511.70	4,285.62
(ii) Intangible Assets		4.93	7.56
(iii) Capital Work-in-Progress		651.19	821.58
(b) Non-current investments		-	-
(c) Long-Term Loans and Advances	12	510.57	174.46
(d) Other Non Current Assets		-	-
Current Assets			
(a) Inventories	13	10,172.09	6,768.06
(b) Trade Receivables	14	6,749.85	5,309.81
(c) Cash and Bank Balances	15	1,271.73	745.63
(d) Short-Term Loans and Advances	16	3,071.78	3,410.50
Significant Accounting Policies	01		
Total		27,943.84	21,523.22

The accompanying notes form an integral part of this financial statements.

For N.C. Aggarwal & Co.

Chartered Accountants,
FRN: 003273N

Sd/-

Astha Aggarwal

(Partner)

M.No. 519192

Place: New Delhi

Date: May 30, 2016

For and on behalf of the board

Sd/-

Ajay Kumar Bansal

(Managing Director)

DIN 01070123

Sd/-

Anish Bansal

(Director cum CFO)

DIN 00670250

Sd/-

Rachit Tandon

(Company Secretary)

Statement of Profit & Loss for the Period ended March 31, 2016		₹ in Lacs	
Description	Note No.	31.03.2016	31.03.2015
REVENUE			
Revenue from Operations	17	56,647.33	51,121.29
Less: Excise Duty		6,252.57	5,278.34
		50,394.76	45,842.95
Other Income	18	97.17	101.74
Total		50,491.93	45,944.69
EXPENSES			
Cost of Materials Consumed	19	40,727.25	37,550.95
Purchases of Stock-in Trade	20	3,528.55	2,722.21
Changes in Inventories of Finished Goods, Work in Progress and Stock-in Trade	21	(486.12)	(145.91)
Employee Benefits Expenses	22	849.51	730.43
Finance Costs	23	1,704.87	1,468.31
Depreciation and Amortization Expenses	24	579.39	398.23
Other Expenses	25	2,581.20	2,464.97
Total		49,484.65	45,189.19
Profit Before Exceptional, Extraordinary Items and Tax		1,007.28	755.49
Exceptional / Extraordinary Items		-	-
Profit Before Tax		1,007.28	755.49
Less/ (Add) Tax Expenses:			
Current Tax		247.31	168.49
Deferred Tax		110.34	89.30
Previous Year Adjustments		-	0.03
Profit for the year		649.63	497.67
Earning Per Share			
-Basic		8.29	6.57
-Diluted		8.29	6.57

BALANCE SHEET & NOTE FORMING PART

The accompanying notes form an integral part of this financial statements.

For N.C. Aggarwal & Co.

Chartered Accountants,

FRN: 003273N

**Sd/-
Astha Aggarwal**

(Partner)

M.No. 519192

Place: New Delhi

Date: May 30, 2016

For and on behalf of the board

**Sd/-
Ajay Kumar Bansal**
(Managing Director)
DIN 01070123

**Sd/-
Anish Bansal**
(Director cum CFO)
DIN 00670250

**Sd/-
Rachit Tandon**
(Company Secretary)

Cash Flow Statement for the Period ended March 31, 2016

₹ in Lacs

Particulars	31.03.2016	31.03.2015
A. CASH FLOW FROM THE OPERATING ACTIVITIES		
Net Profit Before Tax and Extra Ordinary Activity	1,007.28	755.49
Add/(Less) Adjustments for:		
Depreciation	579.39	398.23
(Profit) / Loss on Sale of Fixed Assets	(0.40)	(1.34)
Interest Received	(96.77)	(86.16)
Finance Costs	1,704.87	1,406.68
Other Provisions	120.72	121.00
Foreign Exchange Loss	-	(14.25)
Operating Profit Before Working Capital Changes	3,315.09	2,579.65
Adjustments for:-		
Increase / (Decrease) Trade Paybles	559.23	(1,006.73)
Increase / (Decrease) Current Liabilities	956.91	(1,267.80)
(Increase) / Decrease Trade Receivables	(1,440.04)	1,861.85
(Increase) / Decrease Inventories	(3,404.02)	528.38
(Increase) / Decrease Loans and Advances	267.88	112.97
Cash Generated from Operations	255.05	2,808.32
Direct Taxes Paid	(175.68)	(185.94)
Net Cash Flow From Operating Activities	79.37	2,622.38
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Addition to /Advance for Capital Assets	(1,897.88)	(1,897.93)
Sale of Fixed Assets	0.56	8.50
Net Cash Flow From Investing Activities	(1,897.32)	(1,889.43)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Net Proceeds on issue of Equity Shares	1,316.82	706.80
Dividend Paid (Including taxes)	(45.61)	-
Increase/ (Decrease) in Long Term Borrowings	1,006.31	524.11
Increase/ (Decrease) in Short Term Borrowings	1,674.48	(676.95)
Increase/ (Decrease) in Current Maturities on Long Term Debts		
Increase/ (Decrease) in Other Long Term Liabilities	0.15	75.15
Interest Received	96.77	86.16
Interest Paid	(1,617.68)	(1,406.68)
Other Finance Costs	(87.19)	14.25
Net Cash Flow Used In Financing Activities	2,344.05	(677.16)
Net Increase/ (Decrease) Changes in Cash & Cash Equivalent (A+B+C)	526.10	55.80
Cash and Cash Equivalent at the Beginning of the Year	745.64	689.84
Cash and Cash Equivalent at the Closing of the Year	1,271.74	745.64

Notes:

- 1). Cash & Cash Equivalent represents Cash & Bank Balances and deposit with Banks as per Note No.15.
- 2). Cash Flow Statement has been prepared under the "indirect method" as set out in the Accounting Standard (AS-3).
- 3). "Cash Flow Statement" and presents the cash flows by operating, investing and financing activities of the company.

For N.C. Aggarwal & Co.

Chartered Accountants,
FRN: 003273N

Sd/-
Astha Aggarwal
(Partner)
M.No. 519192

Place: New Delhi
Date: May 30, 2016

For and on behalf of the board

Sd/-
Ajay Kumar Bansal
(Managing Director)
DIN 01070123

Sd/-
Anish Bansal
(Director cum CFO)
DIN 00670250

Sd/-
Rachit Tandon
(Company Secretary)

Notes Forming Part of Balance Sheet and Statement of Profit & Loss

Note 1 : Significant Accounting Policies

a) BASIS OF PREPARATION OF FINANCIAL STATEMENT

The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India to comply with the Accounting Standards as specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other relevant provisions of the Companies Act, 2013, as applicable. The financial statements have been prepared on accrual basis under the historical cost convention method.

b) FIXED ASSETS

1) TANGIBLE ASSETS

- i) Tangible assets are carried at cost, net of tax credit entitlement availed less accumulated depreciation. The cost includes cost of acquisition/construction, installation and pre-operative expenditure including trial run expenses (net of revenue) and borrowing costs incurred during pre-operation period. Expenses incurred on capital assets are carried forward as capital work in progress at cost till the same are put to use.
- ii) When an asset is scrapped or otherwise disposed off, the cost and related depreciation are removed from the books of account and resultant profit or loss, if any, is reflected in the Statement of Profit and Loss.
- iii) Pre-operative expenses including interest on borrowings for the capital goods, wherever applicable and any other cost incurred which is directly attributable to bringing the assets to its working condition for its intended use are treated as part of the cost of capital goods, hence capitalized.

2) INTANGIBLE ASSETS

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization/depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use.

c) DEPRECIATION

Depreciable amount for assets is the written down value of an asset, or other amount substituted for such asset, less its estimated residual value. Depreciation on tangible fixed assets have been provided on depreciable amount on the written down value method as per the useful life prescribed in 'Schedule II' to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of assets has been assessed under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufactures warranties and maintenance support, etc. Certain items of Plant Machinery - having 5, 15, 20, and 25 Years of life as per their nature and usage and past experiences. Intangible assets are carried at cost and amortized on a Straight Line Basis so as to reflect the pattern in which the asset's economic benefits are consumed. The Computer software is amortized over a period of five financial years.

d) INVENTORIES VALUATION

Inventories comprise all cost of purchases, conversion and other cost incurred in bringing the inventories to their present location and conditions.

Raw Materials and spares are valued at the cost and net of modvat credit availed.

Work-in-progress is valued at estimated cost.

Finished goods at (inclusive of excise) cost or market value whichever is lower.

Scraps are valued Net estimated realizable value.

Immovable Property valued at cost.

The basis of valuation of inventories in respect to finished goods has been taken to conform to the revised standard on valuation of Inventories (AS-2) issued by the Institute of Chartered Accountants of India to include excise duty thereon, which has no impact on the profit of the company.

e) EXCISE DUTY

Excise duty liability on finished goods manufactured and lying in the factory is accounted for and the corresponding amount is

Notes Forming Part of Balance Sheet and Statement of Profit & Loss

considered for valuation thereof.

f) REVENUE RECOGNITION

Sale of goods is recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the dispatch of goods to customers. Sales include excise duty but exclude sales tax, value added tax. Sales net of excise duty is also disclosed separately. Revenue from services is recognized when the services are completed. Other income is accounted on accrual basis.

g) FOREIGN EXCHANGE TRANSACTIONS

Foreign currency transactions are recorded at the rate of exchange prevailing on the date of transaction. All exchange differences are dealt within statement of profit and loss account. Current assets and current liabilities in foreign currency outstanding at the yearend are translated at the rate of exchange prevailing at the close of the year and resultant gains/losses are recognized in the statement of profit and loss account of the year except in cases where they are covered by forward foreign exchange contracts in which these cases are translated at the contracted rates of exchange and the resultant gains/losses recognized in statement of profit and loss account over the life of the contract.

h) BORROWING COST

Borrowing costs include interest; amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction / development of the qualifying asset upto the date of capitalisation of such asset are added to the cost of the assets.

i) CASH AND CASH EQUIVALENTS

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

j) CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

k) EMPLOYEES BENEFITS

- a) Short term employee's benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.
- b) Long term employee's benefits: Liability towards Gratuity and un-availed leaves has been provided on the basis of actuarial valuation.

l) INCOME TAX

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates.

Deferred income tax reflects the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/ period.

Deferred tax assets are recognized only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognized if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

m) SHARE ISSUE EXPENSES

Share issue expenses are adjusted against the Securities Premium Account as permissible under Section 52 of the Companies Act, 2013, to the extent any balance is available for utilization in the Securities Premium Account and balance if any remained treated as expense in the Statement of Profit and Loss.

Notes Forming Part of Balance Sheet

₹ in Lacs

Description	Note No.	31.03.2016	31.03.2015
SHARE CAPITAL	02		
Authorised :- 11,000,000 Equity Shares of ₹10/- each		1,100.00	500.00
Issued Subscribed & Paid Up: 10,301,100 (Previous Year 3,78,5550) Equity Shares of ₹10/- each Fully Paid Up		1,030.11	378.56
		1,030.11	378.56

2.1 The Movement of Share Capital in Subscribed and Paid up Share Capital is set out as below

Particulars	As at 31.03.2016	As at 31.03.2015
At the beginning of the year	37,85,550.00	31,43,000.00
Add: Bonus Equity Shares Issued during the year*	37,85,550.00	6,42,550.00
Add: Fresh Equity Shares Issued during the year**	27,30,000.00	-
Outstanding at the end of the year	1,03,01,100.00	37,85,550.00

2.2 During the year 37,85,550 Equity Shares of ₹10/- each were issued and allotted as bonus share in the ration of 1: 1 @₹10/- Per share fully paid*

2.3 During the year Fresh 27,30,000 Equity Shares of ₹10/- each were issued and allotted @₹50/- Per share fully paid (Face Value of ₹10/- each at premium of ₹40/- per share)**

2.4 Shares allotted as fully paidup pursuant to contracts without payments being received in cash during the period of five years immediatly preceding as on March 31, 2016)

Particulars	Year (Aggregate No. of Shares)	
	2015-16	2013-14
Equity Shares: Fully paidup by way of bonus shares	37,85,550.00	23,40,000.00

2.5 Details of shareholders holding more than 5% shares in the Company

SI No.	Name of the Shareholder	As at 31.03.2016		As at 31.03.2015	
		No. of Share	% Holding	No. of Share	% Holding
1	Ajay Kumar Bansal	1491900	14.48%	745950	19.71%
2	Parveen Bansal	1019200	9.89%	270000	7.13%
3	Vipul Bansal	717600	6.97%	276000	7.25%
4	Anish Bansal	637600	6.19%	268800	7.10%
5	AKS Buildcon Pvt. Ltd.	552000	5.36%	276000	7.29%
6	Ajay Kumar & Sons (HUF)	520800	5.06%	260400	6.88%
7	Hi- Tech Agrovision Pvt. Ltd.	516000	5.01%	258000	6.82%
8	Shweta Bansal	541200	5.25%	270600	7.15%
9	Abhinav Bansal	-		201600	5.33%

2.6 Particulars of Securities convertible into Equity Share : NIL

2.7 The rights, powers and preference relating to each class of Share and the qualifications limitations and restrictions thereof are contained in the Memorandum and Articles of Association of the Company. The Principal rights are as follows :

The company has only on class of Equity Share having a nominal value of ₹10/- each

-Voting right shall be in the same proportion as the capital paid up on such Equity Share bears to the total paid up capital of the Company.

- The dividend proposed by the Board of Directors is subject to the approval of the shareholders.

- In the event of liquidation, the shareholders of Equity Shares are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Notes Forming Part of Balance Sheet

₹ in Lacs

Description	Note No.	31.03.2016	31.03.2015
RESERVE AND SURPLUS			
03			
General Reserve			
As per last Financial Statements		2,822.65	2,572.65
Add: Transfer from Statement of Profit & Loss Account		100.00	250.00
(Less): Balance utilised for issue of Bonus Shares		77.05	-
Total (A)		2,845.60	2,822.65
Securities Premium Reserve			
As per last Financial Statements		944.05	301.50
Add: On issue of Equity Shares		1,092.00	642.55
Less: Amount utilised for issue of Bonus shares		301.50	-
Less: Share Issue Expenses and Listing thereof		48.18	-
Total (B)		1,686.37	944.05
Surplus in the Statement of Profit & Loss Account			
As per last Financial Statements		599.92	448.87
Add :Profit during the year		649.63	497.67
Less: Appropriations			
Proposed Dividend#		51.50	37.85
Dividend Distribution Tax on Proposed Dividend		10.78	7.75
Provisions for Employees Benefits Inact		-	38.82
Transfer to General Reserve		100.00	250.00
Adjustment related to Fixed Assets		-	12.20
Provision for Corporate Social Responsibility		17.30	-
Total (C)		1,069.97	599.92
Total A+B+C		5,601.94	4,366.62

Dividend proposed ₹ 0.50 Per share (Previous Year ₹1/- per share.) subject to approval of shareholder at ensuing Annual General Meeting of the Company

LONG TERM BORROWINGS

04

Secured*

Term Loan

From Banks

2,460.13

954.04

From Others

35.68

40.82

Vehicle Loan

-

-

Vehicle Loan

4.61

15.17

Total (A)

2,500.42

1,010.03

Unsecured

From Directors

235.43

220.41

Intercorporate Borrowings;

From Related Parties

12.54

11.75

From Others Corporates

462.15

962.04

Total (B)

710.12

1,194.20

Total (A)+ (B)

3,210.54

2,204.23

Nature of Security and terms of repayment of Long Term Secured Borrowings:

S.No	Amount of Loan	Security Details	Terms of Payment
1	Term Loan Amounting ₹ 228.36 Lacs (Previous Year ₹ 306.52 Lacs)	Exclusive Charge on Plant and Machinery at Plot No. 10 and 16 Sikandrabad, second charge on entire	Repayable in monthly instalments of ₹ 7.02 Lacs last instalment due in Oct 2018
2	Term Loan Amounting ₹ 2.62 Lacs (Previous Year ₹ 83.99 Lacs)	current assets (both present and future) at Sikandrabd, U.P. and personnel guarantee of promoter directors	Repayable in monthly instalments of ₹ 4.22 Lacs. Last Instalment due on Apr.-2016
3	Term Loan Amounting ₹ 1120.00 Lacs (Previous Year ₹ Nil Lacs)	Exclusive Charge on Fixed Assets of Sanand, Gujarat Unit, second charge on entire current assets (both present and future) at Sanand, Gujarat Unit.	Repayable in unequal quarterly instalments, last instalment due in Oct 2022
4	Home Loan Amounting ₹ 244.36 Lacs (Previous Year ₹ 292.85 Lacs)	Equitable mortgage on Property situated at 3/4 Jaypee Greens Noida	Repayable in Monthly Instalments of ₹ 6.43 Lacs Last Instalment due on Feb 2020
5	Term Loan Amounting ₹ 40.81 Lacs (Previous Year ₹ 45.29 Lacs)		Repayable in Monthly Instalments of ₹ 0.81 Lacs Last Instalment due on Nov 2021
6	Term Loan Amounting ₹ 975 Lacs (Previous Year ₹ Nil Lacs)	Exclusive Charge on Immovable Property commercial land and building situated 130, Sector-44, Gurgaon, Haryana and personel guarantee of promoters directors	Repayable in Monthly Instalments of ₹ 8.33 Lacs Last Instalment due on March 2027
7	Term Loan Amounting ₹ 434.00 Lacs (Previous Year ₹ Nil Lacs)		Repayable in Monthly Instalments of ₹ 22.00 Lacs Last Instalment due on Jan 2018
8	Various Vehicle Loans total amounting ₹ 7.01 Lacs	Equitable mortgage on respective Vehicles	All loans have 36 monthly instalments commencing from various dates & ending on various dates.

*Principle Amount of installment due in next following year respectively on long term debts are separately disclosed under Other Current Liabilities as Current Maturities on Long Term Debts.

Notes Forming Part of Balance Sheet		₹ in Lacs	
Description	Note No.	31.03.2016	31.03.2015
OTHER LONG TERM LIABILITIES	05		
Security Deposits from Agents/Dealers			
Strategic Dealers		850.00	80.00
Other Deposits		103.79	103.65
Total		953.79	183.65
OTHER LONG TERM PROVISIONS	06		
Employees Benefits and Provisions		63.32	45.30
Total		63.32	45.30
Refer Note No.27 Employees Benefits			
SHORT TERM BORROWINGS	07		
Secured			
Loan repayable on demand			
From Banks		10,336.80	8,662.32
Total		10,336.80	8,662.32

Working Capital loans are secured by :-

7.1 Working Capital facilities availed from State Bank of Patiala and Canra Bank are secured by first pari pasu charge on current assets of the company, Second pari pasu charge on movable fixed assets of the company, and first pari pasu mortgage charge on the properties situate A-10 Industrial Area Sikandrabad and A-16 Industrial Area Sikandrabad. These credit facilities are further secured by Personal guarantee of promoter-directors.

7.2 Working Capital loan availed from Syndicate Bank are secured by first charge on current assets of the Sanand Unit of company, Second charge on the properties situate Plot No .10 Gujarat Industrial area, Sanand, Gujarat . These credit facilities and Term Loan for Sanand Unit are further secured by exclusive charge on property situated at E-2/4 Land-2, Jaypee Greens, Noida.

TRADE PAYABLE	08		
Creditors for Raw Material		3,490.12	3,955.37
Sundry Creditors for Others		254.48	-
Total		3,744.60	3,955.37
OTHER CURRENT LIABILITIES	09		
Current Maturities on Long Term Debts ^{9.1}		649.47	240.96
Interest Accrued But not Due		11.84	-
Advance from Customers		615.09	562.40
Other Outstanding Liabilities		422.64	102.15
Statutory Dues		117.01	24.43
Creditors for Fixed Assets		176.50	105.70
Total		1,992.55	1,035.64

Notes:

9.1 Principle Amount of installment due on long term debts in next following 12 months.

SHORT TERM PROVISIONS	10		
Provision for Income Tax		127.38	55.74
Other Provisions		17.04	0.62
Excise Duty on Uncleared Goods		498.64	395.06
Proposed Dividend		51.50	37.86
Tax on Dividend		10.78	7.75
Total		705.34	497.03

Notes Forming Part of Balance Sheet

₹ in Lacs

Particulars	Gross Block			Depreciation			Net Block			
	As on 01.04.2016	Addition	Sale/ trf	As on 01.04.2016	Upto 01.04.2015	Dep for the period	Write off	Upto 31.03.2016	As on 01.04.2016	As on 01.04.2016
(A) Tangible Fixed Assets										
I Land	791.78	57.57	-	849.35	-	-	-	-	849.35	791.78
II Office Building	528.85	-	-	528.85	56.12	23.54	-	79.66	449.19	472.73
III Factory Shed & Building	872.80	463.15	-	1,335.95	266.20	87.86	-	354.06	981.89	606.60
IV Plant & Machinery	4,528.89	1,193.19	-	5,722.08	2,367.78	356.25	-	2,724.03	2,998.05	2,161.11
V Office Equipment	88.91	20.29	-	109.20	48.88	24.23	-	73.11	36.08	40.03
VI Computer	27.37	8.26	-	35.63	24.62	3.77	-	28.39	7.24	2.76
VII Furniture & Fixtures	136.57	43.31	-	179.88	54.64	30.16	-	84.80	95.07	81.93
VIII Vehicle	452.41	17.24	0.17	469.49	323.72	50.95	-	374.67	94.82	128.70
IX Rolls	60.53	-	-	60.53	60.53	-	-	60.53	-	-
Total	7,488.12	1,803.00	0.17	9,290.95	3,202.49	576.76	-	3,779.25	5,511.70	4,285.63
(B) Intangible Assets										
	-	7.79	-	-	7.79	0.23	2.63	-	2.87	7.56
(C) Capital Work-in-Progress										
	-	821.58	1,373.91	1,544.30	651.19	-	-	-	-	821.58
Grand Total	8,317.50	3,176.90	1,544.46	9,949.94	3,202.72	579.39	-	3,782.12	6,167.82	5,114.77
Previous Year	6,443.41	3,081.94	1,207.86	8,317.50	2,815.51	410.43	23.21	3,202.73	5,114.77	3,627.91

Notes Forming Part of Balance Sheet		₹ in Lacs	
Description	Note No.	31.03.2016	31.03.2015
LONG TERM LOANS AND ADVANCES	12		
Advance for Capital Goods		265.28	-
Security and other Deposits		245.29	174.46
Total		510.57	174.46
INVENTORIES	13		
(Valued and Certified by Management)			
Raw Material		3,262.86	1,415.07
Finished Goods		4,891.10	4,064.77
Stock in Transit		5.79	38.86
Work-in-progress		430.05	406.00
Rejection & Scrap		390.17	715.57
Stores, Consumables and Spares		142.28	127.79
Others		1,049.84	-
Total		10,172.09	6,768.06
TRADE RECEIVABLE	14		
Unsecured, Considered Good			
- Outstanding for more than six months		168.23	170.30
- Others		6,581.62	5,139.51
Total		6,749.85	5,309.81
CASH AND BANK BALANCES	15		
Cash and Cash Equivalents			
Cash in hand		62.07	47.48
Banks Balance		187.69	14.94
Total (A)		249.76	62.42
Other Bank Balances			
Term Deposits			
(In Margin money with maturity more than 3 months but less than 12 months at inception)		1,021.97	683.21
Total (B)		1,021.97	683.21
Total(A+B)		1,271.73	745.63
SHORT TERM LOANS AND ADVANCES	16		
Advance Recoverable in Cash or in kind or for value to be considered good			
Advance to Suppliers and Others		2,116.72	2,783.46
Balance with Revenue Authorities		932.12	581.37
Prepaid Expenses		22.94	45.67
Total		3,071.78	3,410.50

Notes Forming Part of Statement of Profit & Loss		₹ in Lacs	
Description	Note No.	31.03.2016	31.03.2015
REVENUE FROM OPERATIONS	17		
A. Sale of Products			
Domestic Sales		56,422.68	50,362.61
Export Sales		-	502.71
Total (A)		56,422.68	50,865.32
B. Other Operating Revenues			
Sales of Services			
-Rent		195.12	183.30
-Job Work		29.53	72.67
Total (B)		224.65	255.97
Total (A+B)		56,647.33	51,121.29
PARTICULARS OF SALE OF PRODUCTS	17.1		
Steel Tubes Products		31,219.46	20,460.53
CR Products		23,980.81	21,827.89
Others		1,222.41	8,576.90
Total		56,422.68	50,865.32
OTHER INCOME	18		
Interest Income		96.77	86.15
Profit on Sale of Fixed Assets		0.40	1.34
Foreign Exchange Fluctuation		-	14.25
Total		97.17	101.74
COST OF MATERIALS CONSUMED	19		
Indigenous Raw Material		38,697.85	37,120.56
Imported Raw Material		1,551.17	-
Indigenous Stores		478.23	430.39
Total		40,727.25	37,550.95
PARTICULARS OF RAW MATERIALS CONSUMED	19.1		
Coil/ Skelp		39,231.00	33,040.35
Zinc & Others		1,018.01	4,080.21
Total		40,249.01	37,120.56
COST OF STOCK IN TRADE	20		
HR Coil/ Skelp		3,528.56	2,722.21
Total		3,528.56	2,722.21
Changes in Inventories of Finished Goods, Work in Progress and Stock-in Trade	21		
Opening Stock			
Finished Goods		4,103.63	4,106.72
Rejection and Scrap		715.57	357.67
Work-in-Progress		406.00	614.90
Total		5,225.20	5,079.29

Notes Forming Part of Statement of Profit & Loss		₹ in Lacs	
Description	Note No.	31.03.2016	31.03.2015
Closing Stock			
Finished Goods		4,891.10	4,103.63
Rejection and Scrap		390.17	715.57
Work-in-Progress		430.05	406.00
Total		5,711.32	5,225.20
(Increase)/Decrease in stock		(486.12)	(145.91)
EMPLOYEES BENEFITS EXPENSES		22	
Salaries, Wages, Bonus and Other Benefits		779.85	692.08
Staff Welfare Expenses		25.34	18.99
Provisions for Employees Benefits		24.61	6.47
Contribution towards Provident & Other Funds		19.71	12.90
Total		849.51	730.44
FINANCE COSTS		23	
Interest Expenses		1,617.68	1,406.68
Others Borrowing Cost		87.19	61.63
Total		1,704.87	1,468.31
DEPRECIATION AND AMORTIZATION		24	
Depreciation Expenses		576.76	398.00
Amortization of Intangible Assets		2.63	0.23
Total		579.39	398.23
OTHER EXPENSES		25	
Power and Fuel		1,412.83	1,346.53
Job Work Expenses		18.63	69.09
Insurance		18.92	33.95
Repairs to:			
Machinery		128.50	121.32
Factory		3.48	13.67
Others		3.39	35.94
Sales Promotion		25.12	34.76
Commission		211.43	225.74
Freight and Cartage Outward		393.81	336.95
Fee & Subscription		16.76	10.40
Travelling and Conveyance		79.66	36.54
Rent		10.86	4.67
Legal or Professional Consultation Charges		48.24	30.57
Vehicle Running and Maintenance		63.32	56.79
Security Services		39.69	29.92
Others		106.56	78.13
Total		2,581.20	2,464.97

Notes Forming Part of Balance Sheet and Statement of Profit & Loss

26. CONTINGENT LIABILITIES & COMMITMENTS

CONTINGENT LIABILITIES

- Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.
- Contingent Liabilities against the Bank Guarantee and/or letter of credit of ₹ 371.14 Lacs (Previous year ₹ 163.76 Lacs) issued by the Bankers of the Company in favour of Company's various customers/ vendors.
- The Company challenged the validity of Entry Tax (on certain purchases) imposed by UP VAT Authorities during the financial year ended March 31, 2012 and petition is still pending with Hon'ble Supreme Court of India as company's petition was rejected by the Hon'ble High Court of Allahabad.

However in compliance with the Hon'ble Supreme Court's directions Company paid a sum of ₹ 186.30 Lacs to the department and provided Bank Guarantee of ₹ 118.14 Lacs (against the total liability accrued of ₹ 304.45 Lacs on account of Entry Tax after rejection of Company's petition by Hon'ble High Court of Allahabad). The Company is of the opinion that eventually no liability shall accrue to the company in this matter and as such not provided for this Entry Tax Liability on purchases.

COMMITMENTS

- Estimated amount of contracts remaining to be executed on Capital Account and not provided for ₹ 11.58 Lacs net of advances at March 31, 2016.

27. RETIREMENT BENEFITS

Gratuity

The Company makes provision of such gratuity asset/liability in the books of accounts on the basis of actuarial valuation as per the projected unit credit method. The following tables summarize the components of net benefit expense recognized in the profit and loss account and the funded status and amounts recognized in the balance sheet for the plan:

Change in present value of obligation

		2015-16	2014-15
a)	Present value of obligation as at the beginning of the period	42,02,088	35,72,360
b)	Acquisition adjustment	-	-
c)	Interest cost	3,36,167	3,03,651
d)	Past service cost	-	-
e)	Current service cost	10,66,916	6,84,412
f)	Curtailment cost/(Credit)	-	-
g)	Settlement cost/(Credit)	-	-
h)	Benefits paid	(4,02,516)	(1,73,221)
i)	Actuarial (gain)/loss on obligation	10,57,471	(1,85,114)
j)	Present value of obligation as at the end of period	62,60,126	42,02,088

Fair value of plan assets

		2015-16	2014-15
a)	Fair value of plan assets at the beginning of the period	-	-
b)	Acquisition adjustment	-	-
c)	Actual return on plan assets	-	-
d)	Employer contributions	-	-
e)	Benefits paid	-	-
f)	Fair value of plan assets at the end of the period	-	-
g)	Funded status	(62,60,126)	(42,02,088)
h)	Excess of actual over estimated return on plan assets	-	-

Notes Forming Part of Balance Sheet and Statement of Profit & Loss

The amounts to be recognized in balance sheet and related analysis

		2015-16	2014-15
a)	Present value of obligation as at the end of the period	62,60,126	42,02,088
b)	Fair value of plan assets as at the end of the period	-	-
c)	Funded status / Difference	(62,60,126)	(42,02,088)
d)	Excess of actual over estimated	-	-
e)	Unrecognized actuarial (gains)/losses	-	-
f)	Net asset/(liability) recognized in balance sheet	(62,60,126)	(42,02,088)

Expense recognized in the statement of profit and loss

		2015-16	2014-15
a)	Current service cost	10,66,916	6,84,412
b)	Past service cost	-	-
c)	Interest cost	3,36,167	3,03,651
d)	Expected return on plan assets	-	-
e)	Curtailement cost / (Credit)	-	-
f)	Settlement cost / (credit)	-	-
g)	Net actuarial (gain)/ loss recognized in the period	10,57,471	(1,85,114)
h)	Expenses recognized in the statement of profit & losses	24,60,554	8,02,949

Leave Encashment

		2015-16	2014-15
a)	Present value of obligation as at the beginning of the period	3,27,736	3,09,902
b)	Acquisition adjustment	-	-
c)	Interest cost	26,219	26,342
d)	Past service cost	-	-
e)	Current service cost	1,67,976	1,06,916
f)	Curtailement cost/(Credit)	-	-
g)	Settlement cost/(Credit)	-	(1,15,424)
j)	Present value of obligation as at the end of period	3,49,402	3,27,736

28. Sundry Debtors, Creditors and other advances are subject to confirmation. The effect of the same, if any which are not likely to be material, will be adjusted at the time of confirmation.

29. In the opinion of the management, the realisable value of current assets, loans & advances, in the ordinary course of business, would not be less than the amount at which they are stated.

30. SEGMENT REPORTING

Based on guiding principle given in Accounting Standard 17 'Segment reporting' Issued by the Institute of Chartered Accountants of India.

Notes Forming Part of Balance Sheet and Statement of Profit & Loss

- i) Information about Primary Segment (Business Segment):
- a Form the manufacturing business of Steel and Engineering Goods i.e. Steel Coils, Pipes & Tubes, MS flats, W Beams etc. the company earned a Earning before Interest, Depreciation, and Tax ₹ 1,433.73 Lacs (Previous year i.e. ₹ 989.66 Lacs) on a Turnover of ₹ 50,296.81 Lacs (Previous year ₹ 45,761.38 Lacs).
- b. From the business of immovable properties the Company earned gross rental income of ₹ 195.12 Lacs (Previous year i.e. 183.30 Lacs) and after incurring direct expenses thereto the Net Profit before Interest, Depreciation and Tax is ₹ 179.70 (Previous year ₹ 164.09 Lacs)
- ii) Secondary Segment (Geographical Segments)-Not Applicable as more than 99% revenues from domestic operations.

31. C.I.F VALUE OF IMPORTS

Particulars	2015-16	2014-15
Raw Material	₹1551.17 /-	Nil
Consumable Stores	Nil	Nil
Capital Goods	Nil	Nil

32. Value of consumption of imported and indigenous raw materials, spares and the percentage of the total consumption

Particulars	2015-16		2014-15	
	₹	%	₹	%
A RAW MATERIALS				
IMPORTED	1,551.17	3.85	Nil	-
INDIGENOUS	38,697.85	96.15	37,120.50	100
	40,249.01	100	37,120.50	100
B) STORES & SPARES				
INDIGENOUS	478.24	100	430.39	100
IMPORTED	Nil	-	Nil	-
	478.24	100	430.39	100

33. EARNING IN FOREIGN CURRENCY

Export Sales Excluding Deemed Export
(FOB Value)

Nil 446.65

Nil 446.65

34. EXPENDITURE IN FOREIGN CURRENCY

Travelling Expenditure
(Previous Year Out of which ₹ 19.93 Lacs
has been transferred to Pre-Operative Exp)

8.97 42.48

8.97 42.48

35. RELATED PARTIES TRANSACTIONS:

In accordance with the Accounting Standard 18, the disclosure required is given below:

- a) List of related parties and relationship (as identifies by the management)
- i) Parties where control exists: Nil

Notes Forming Part of Balance Sheet and Statement of Profit & Loss

- ii) Key Management Personnel:
1. Sh. Ajay Kumar Bansal Managing Director
 2. Sh. Anish Bansal Whole Time Director cum CFO
- iii) Relatives of Key Management Personnel:
1. Vipul Bansal Relative of Managing Director
 2. Rakesh Bansal Relative of Managing Director
- iv) Associate enterprise over which key management personnels and their relative exercise significant influence, whom transaction have been taken place during the year:
1. JNG Construction Pvt. Ltd
 2. Hi-Tech Agrovision Pvt. Ltd.

TRANSACTIONS WITH RELATED PARTIES

Sl. No.	Nature of Transaction	Key Management Personnel		Relatives of Key Management Personnels		Enterprises have significant influence of Key Management Personnel and their Relatives	
		2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
1	Remuneration	48.00	48.00	-	-	-	-
2	Salary	-	-	6.00	6.00	-	-
3	Interest Paid	29.53	32.30	Nil	Nil	1.38	1.31
4	Outstanding Balance	(235.43)	(220.41)	Nil	Nil	(12.54)	(11.75)

In respect of above parties, there is no provision for doubtful debt as on 31.03.2016 and no amount is written off or written back during the year in respect of debt/loan and advances due from/to them.

- b) Credit facilities of the company is further collaterally secured by the personal guarantee of the Key management personnel as declared in Note no 4 and 7.1 & 7.2.

36. DEFFERED TAX

Movement of deferred tax provision/adjustment in accordance with Accounting Standard 22 for taxes on income issued by the Institute of Chartered Accountants of India

₹ in Lacs

	Balance as on 01.04.2015	Charge/ Credit	Balance as on 31.03.2016
Diff between Books & Tax Dep.	194.51	110.34	304.85

37. EARNINGS PER SHARE

Basic and Diluted Earnings per Share are computed in accordance with AS 20- Earning Per Share. Basic earnings per Equity Share are computed by dividing net profit after tax by the weighted average number of Equity Shares outstanding during the year. The Diluted Earnings per Share is computed using the weighted average number of Equity Shares and Diluted Potential Equity Shares outstanding during the year.

Notes Forming Part of Balance Sheet and Statement of Profit & Loss

₹ Lacs except EPS

Particulars	2015-16	2014-15	2014-15
		Restated	
Basic			
Weighted average No. of Equity Shares outstanding	78.32	75.71	31.73
Net Profit After Tax	649.63	497.67	497.67
Basic Earnings per Share	₹ 8.29	₹ 6.57	₹ 15.68
Diluted			
Weighted average no. of Equity Shares outstanding	78.32	75.71	31.73
Net Profit	649.63	497.67	497.67
Diluted Earnings per Share	₹ 8.29	₹ 6.57	₹ 15.68
Nominal Value per Share	₹ 10.00	₹ 10.00	₹ 10.00

38. Audit Fees	2015-16	2014-15
Statutory Audit Fees	1.00	1.00
Tax Audit Fees	0.24	0.24
Total	1.24	1.24

39. The company has so far not received information from suppliers regarding their status under the Micro, Small and Medium Enterprises (Development), Act 2006. Hence disclosure relating to amounts unpaid at the year-end under this Act has not been given therefore Trade Payables in Note No. 8 are due to Other Creditors.

40. Other additional information pursuant to Schedule III to the Companies Act 2013 are either nil or not applicable.

41. During the year company made provision for corporate social responsibility of ₹ 17.30 Lacs out of which ₹ 6.79 Lacs pertains to previous year and ₹ 6.31 Lacs paid other than acquisition of any asset.

42. a) The previous year's figures have been reclassified/re-grouped and/ or rearranged wherever considered necessary.

b) Figures have been rounded off to two decimal of nearest to Rupees in Lacs.

Notes 1 to 42 are annexed to form an integral part of the Balance Sheet as at March 31, 2016 and Statement of Profit and Loss for the year ended on that date

In terms of our report of even date annexed hereto

For N.C.AGGARWAL & CO.

Chartered Accountant

Firm Registration No. 003273N

for and on behalf of the board

Sd/-

Ajay Kumar Bansal

(Managing Director)

DIN 01070123

Sd/-

Anish Bansal

(Director cum CFO)

DIN 00670250

Sd/-

(Astha Agarwal)

Partner

Member ship No 519192

Sd/-

Rachit Tandon

(Company Secretary)

Place: New Delhi

Date: May 30, 2016

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Second Annual General Meeting of the Members of Hi- Tech Pipes Limited will be held on Thursday September 29, 2016 at 11:30 A.M at Punjabi Bagh Club NWA Road, West Punjabi Bagh, New Delhi- 110026 to transact, the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the company for the period and year ended March 31, 2016 together with the Reports of Board of Directors and Auditors thereon.
2. To declare final dividend of 50 paise per equity share for the Financial Year ended on March 31, 2016.
3. To ratify the appointment of Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 & 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee M/s. N.C. Aggarwal & Co., Chartered Accountants (Firm Registration No. 003273N), the company hereby ratify and confirm the re-appointment of M/s. N.C. Aggarwal & Co., Chartered Accountants as the Statutory Auditor of the Company, to hold office from conclusion of this meeting till the conclusion of the next Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors.”

SPECIAL BUSINESS:

4. To appoint Ms. Neelima Jain (Din: 03637384) as an Non - Executive Independent Director and for the purpose to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and in pursuance to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2016, Ms. Neelima Jain (Din: 03637384), who was appointed as an Additional Director of the Company with effect from January 09, 2016 who is eligible for appointment and signifying her intention to appoint as Non-Executive Director of the Company, be and is hereby appointed as a Director of the Company to hold office for five consecutive years till the conclusion of 37th Annual General Meeting of the Company.

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

RESOLVED THAT pursuant to the provisions of section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013(the Act), rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act 2013 and recommendation of Nomination and Remuneration Committee, the consent of the Board of Directors be and are hereby accorded, subject to the approval of members in the ensuing annual general meeting, for revision of remuneration payable to Mr. Ajay Kumar Bansal as Managing Director of the Company with effect from April 1, 2016 on the terms and condition including remuneration as mentioned below:

Details of Remuneration are:

Salary: Rs. 36,00,000/- per annum

Total Salary payable include:

- Basic Salary
- Commission payable, if any
- Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the company.
- Car, Telephone, Cell phone, PC shall be provided and their maintenance and running expenses shall be met by the company.
- Other benefits like Gratuity, Provident Fund, Leave etc. as applicable as per rules of the company.
- Other perquisites and benefits as per the rules of the Company.

RESOLVED FURTHER THAT Mr. Ajay Kumar Bansal Managing Director and Mr. Anish Bansal Director of the Company be and are hereby authorized to sign and submit the necessary documents, deeds and papers as may be required and to submit requisite e-forms with the Registrar of Companies NCT of Delhi and Haryana and to do all such other acts, deeds and things as may be required for the effective implementation of the aforesaid resolution

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

RESOLVED THAT pursuant to the provisions of section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013(the Act), rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act 2013 and recommendation of Nomination and Remuneration Committee, the consent of the Board of Directors be and are hereby accorded, subject to the approval of members in the ensuing annual general meeting, for revision of remuneration payable to Mr. Anish Bansal as Whole Time Director of the Company with effect from April 1, 2016 on the terms

and condition including remuneration as mentioned below:

Details of Remuneration are:

Salary: Rs. 24,00,000/- per annum

Total Salary payable include:

- Basic Salary
- Commission payable, if any
- Reimbursements of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the company.
- Car, Telephone, Cell phone, PC shall be provided and their maintenance and running expenses shall be met by the company.
- Other benefits like Gratuity, Provident Fund, Leave etc. as applicable as per rules of the company.
- Other perquisites and benefits as per the rules of the Company.

RESOLVED FURTHER THAT Mr. Ajay Kumar Bansal Managing Director and Mr. Anish Bansal Director of the Company be and are hereby authorized to sign and submit the necessary documents, deeds and papers as may be required and to submit requisite e-forms with the Registrar of Companies NCT of Delhi and Haryana and to do all such other acts, deeds and things as may be required for the effective implementation of the aforesaid resolution.

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

“RESOLVED THAT in supersession of earlier resolution passed by the shareholders of the Company in its 31st Annual General Meeting held on September 23, 2015 and pursuant to the Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force (hereinafter referred to as the "Act"), the consent of the members be and are hereby accorded to the Board of Directors of the Company to borrow for the purpose of the business of the Company from time to time on such terms and conditions as the Board of Directors, may deem fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, so that the total amounts upto which the monies may be borrowed by the Board shall not at any time exceed Rs. 5,00,00,00,000 (Rupees Five Hundred Crores Only) on any point of time.”

RESOLVED FURTHER THAT Mr. Ajay Kumar Bansal Managing Director and Mr. Anish Bansal Director of the Company be and are hereby authorized to sign and submit the necessary documents, deeds and papers as may be required and to submit requisite e-forms with the Registrar of Companies NCT of Delhi and Haryana and to do all such other acts, deeds and things as may be required for the effective implementation of the aforesaid resolution.

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

“RESOLVED THAT in supersession of earlier resolution passed by the shareholders of the Company in its Annual General Meeting held on September 23, 2015 and pursuant to the Section 180(1)(a) of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the "Act") the consent of the members be and are hereby accorded to the Board of Directors for mortgaging and/or charging all or any of the present and/or future movable and/or immovable properties and assets and the whole or substantially the whole of the undertaking(s) of the Company, whether presently belonging to the Company or not, in such form and manner and on such terms and conditions and at such time(s) as the Board/Committee of directors as may be authorized by the Board of directors, may deem fit, in favour of any person including financial/investment institution(s), bank(s), insurance Company(ies), corporate body (ies), trustees for the purpose of securing the debentures, loan, hire purchase and/or Lease transactions for finance and other credit facilities upto a sum not exceeding Rs. 5,00,00,00,000 (Rupees Five Hundred Crores Only).”

RESOLVED FURTHER THAT Mr. Ajay Kumar Bansal Managing Director and Mr. Anish Bansal Director of the Company be and are hereby authorized to sign and submit the necessary documents, deeds and papers as may be required and to submit requisite e-forms with the Registrar of Companies NCT of Delhi and Haryana and to do all such other acts, deeds and things as may be required for the effective implementation of the aforesaid resolution.

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

“RESOLVED THAT, pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

By Order of the Board of Director

for Hi- Tech Pipes Limited

Rachit Tandon

Company Secretary

Date: August 10, 2016

Place: New Delhi

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to Special Business as set out in the notice is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
3. The instrument appointing the proxy, duly completed, stamped and signed must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. The Proxy form for the AGM is enclosed herewith.
4. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
5. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during business hours of the Company.
6. Any Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution together with their specimen signature authorizing the representatives to attend and vote at the meeting on their behalf.
7. The date of closure of transfer books for the purpose of determining the eligibility of members for the purpose of attending the annual general meeting and for declaration/payment of dividend to the members of the company will be from September 23, 2016 to September 29, 2016.
8. The Notice of 32nd Annual General Meeting and the Annual Report 2015-16 of the Company, circulated to the members of the company, will be made available on the company's website at www.hitechpipes.in
9. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
10. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the Registrar and Transfer Agent of the Company. In case shares are held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective DP's.
11. Soft Copy of the Annual Report for financial year 2015-16 is send to all the members whose email IDs are registered with the Company/Registrar and Transfer Agent (RTA) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is sent in the permitted mode.
12. The Board of Directors has appointed Mr. Arun Gupta (Practicing Company Secretary) as Scrutiniser for conducting the electronic voting (e- voting) process in accordance with the law and in a fair and transparent manner and he has consented to act as such.
13. The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, the Company is pleased to offer e-voting facility as an alternate to all its members to enable them to cast their votes electronically. For this purpose the company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating e- voting to enable the shareholders to cast their votes electronically.
14. The procedure and instructions for the voting through electronic means are as follows:
 - i) Open your web browser during the voting period and log on the e-voting website www.evotingindia.com
 - ii) Click on Shareholders
 - iii) Now enter your User ID
 - a) For CDSL: 16 digit beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c) Members holding shares in Physical form should enter Folio Number registered with the Company.
 - iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

v) If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence no is mentioned on the Cover email of this notice and for physical share on the name slip sent to them. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details as mentioned in instruction (v)

- vi) After entering these details appropriately, click on SUBMIT tab.
Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii) Click on the EVSN for the relevant Company Name i.e. Hi Tech Pipes Limited on which you choose to vote.
- ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the Option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xv) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xvi) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to elpdesk.evoting@cdslindia.com
- xviii) Members have an option to vote either through e-voting or casting a vote at the meeting. If a member has opted for e-voting then he/she should not cast his/her vote at the meeting also and vice versa.
15. The e-voting period shall commence from September 26, 2016 at 10:00 am and shall end on the September 28, 2016 at 5:00 p.m. The e-voting module will be disabled for voting thereafter and the members will not be able to cast their vote electronically.
16. The cut-off date for the purpose of determining eligibility of members, holding shares either in physical or demat form, for e-voting facility will be September 22, 2016.
17. The Scrutiniser will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolution at the meeting shall be announced by the Chairman.
18. The contact details of the person responsible to address the grievances connected with the electronic voting are as under:

Rachit Tandon
Company Secretary
Hi Tech Pipes Limited
505, Pearls Omaxe Tower
Netaji Subhash Place
Pitampura New Delhi-34

19. Members who have not registered their Email IDs are requested to register their email addresses with the Depository through their Depository Participants. The Contact Details for the members are as follows:

Company:
Hi Tech Pipes Limited (CIN: L27202DL1985PLC019750)
505, Peral's Omaxe Tower Netaji Subhash Place
Pitampura New Delhi-110034.
Email: info@hitechpipes.in
cs@hitechpipes.in

Registrar & Transfer Agent
Big Share Services Private Limited
4E/8, 1st Floor, Jhandewalan
Extension, New Delhi- 110055
Email: bssdelhi@bigshareonline.com

ANNEXURE TO NOTICE:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:

ITEM No. 4

The Board of Directors, at its meeting held on January 09, 2016, appointed Ms. Neelima Jain as an Additional Director of the Company with effect from January 09, 2016, pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Neelima Jain will hold office up to the date of the ensuing AGM. The Company has received from Ms. Neelima Jain (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors of the company are of the opinion that Ms. Neelima Jain proposed to be appointed as an Non Executive independent Director fulfills the conditions specified the in the Act and Rules made thereunder.

The resolution seeks the approval of members for the appointment of Ms. Neelima Jain as an Independent Director of the Company for a term of five consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She will not be liable to retire by rotation.

No director, key managerial personnel or their relatives, except Ms. Neelima Jain, to whom the resolution relates, are interested or concerned in the resolution.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

ITEM No. 5 & 6

On the recommendations of the Nomination and Remuneration Committee, the Board of Directors of Company at their meeting held on August 10, 2016 approved the increase of Remuneration of Mr. Ajay Kumar Bansal, Managing Director and Mr. Anish Bnasal, Whole Time Director of the Company under the provisions of section 196, 197,198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Article of Association of the Company to Rs. 36,00,000/- p.a. to Mr. Ajay Kumar Bansal and Rs. 24,00,000/- p.a.to Mr. Anish Bansal with effect from April 1, 2016 on the salary, allowance and perquisites on the terms and conditions including remuneration.

Salary mentioned above includes perquisites payable to Mr. Ajay Kumar Bansal and Mr. Anish Bansal but in any case the total remuneration shall not exceed the prescribed limit under the Companies Act.

Mr. Ajay Kumar Bansal, Managing Director and Mr. Anish Bnasal, Whole Time Director of the Company, both are interested in the resolution of revision of remuneration respectively.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

ITEM No. 7

In terms of Special Resolution passed at the 31st Annual General Meeting held on September 23, 2015 Board of Directors of your Company is authorised to borrow from time to time any amount (apart from temporary loans obtained from the Company's bankers in the ordinary course of business provided that the total amount which may be borrowed together with the amount already borrowed by the Company shall not exceed the sum of Rs. 500 Crore (Rupees Five Hundred Crore Only) outstanding at any point of time. Section 180(1) (c) of the Companies Act, 2013 provides that Board of Directors of a Company may borrow any amount exceeding its paid up capital and free reserves if authorised by passing special resolution in general meeting of the company.

Accordingly, it is proposed to authorise Board of Directors of your Company or any Committee thereof to borrow from time to time any amount, as it may deem requisite for the purpose of the business of the Company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) would exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total amount which may be borrowed shall not exceed the sum of Rs. 500 Crore (Rupees Five Hundred Crore only) outstanding at any point of time.

Copy of documents referred in proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

ITEM No. 8

The member of the Company at their 31st Annual General Meeting held on September 23, 2015 had passed a special resolution under Section 180(1)(a) of the Companies Act, 2013 Company to create mortgage, hypothecation, pledge and/or charge the movable and/or immovable properties of the Company towards the borrowings availed or to be availed by the Company under said provisions upto Rs. 500 Crore (Rupees Five Hundred Crore Only). Moreover validity of the resolution passed by member of the Company on September 23, 2015 is not sufficient to secure the further borrowings upto Rs. 500 Crore . Therefore the borrowings are required to be secured by way of mortgage, hypothecation, pledge and/ or charge on all or any of the movable and/ or immovable properties of the Company (both present and future) and/or any other assets or properties, either tangible or intangible, of the Company and/ or the whole or part of any of the undertaking of the Company, in favor of lender(s) from time to time.

Copy of documents referred in proposed resolution shall remain open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 9

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2017 as per the following details:

Sr. No.	Name of the Cost Auditor	Financial Year	Audit Fees
1	M/s S. Shekhar & Company	2016-17	50,000/-

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

The Board recommends passing of the Ordinary Resolution set out at Item No 9 of the Notice.

**By Order of the Board of Director
for Hi- Tech Pipes Limited**

Sd/-

Rachit Tandon

Company Secretary

Date: August 10, 2016

Place: New Delhi

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

Details of the Directors seeking Appointment/Re-Appointment in the 32nd Annual General Meeting of the Company pursuant to SEBI(Listing Obligation and Disclosure Requirements) Regulation, 2015

1. Ms. Neelima Jain – Non Executive Independent Director

Name of Director	Ms. Neelima Jain (Din:03637384)
Date of Birth	May 05, 1980
Date of Appointment	January 09, 2016
Relationship with other Directors	None
Profile & Expertise in Specific Functional Areas	Working as a Sub Broker in Capital Market and having sound knowledge of Financial market.
Qualification	Bachelor of Commerce
No. of Equity Shares held in the Company	Nil
List of other Companies in which Directorships are held	Fincare Share and Stock Brokers Private Limited
List of committees of Board of Directors (across all other companies) in which Chairmanship/Membership is held	Nil

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U27202DL1985PLC019750
 Name of the Company : HI – TECH PIPES LIMITED
 Registered Office : 505, PEARLS OMAXE TOWER, NETAJI SUBHASH PLACE PITAMPURA
 NEW DELHI – 110034

I/we, being the member (s) of Shares of the above named company, hereby appoint

1. Name: _____ 2. Name: _____
 Address: _____ Address: _____
 E-mail ID: _____ E-mail ID: _____
 Signatures: _____, or failing him..... Signatures: _____, or failing him.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the September 29, 2016 at Punjabi Bagh Club NWA Road, West Punjabi Bagh Delhi-110026 and at any adjournment thereof in respect of such resolutions as are indicated below:

Description of Resolution	For	Against
Ordinary Business:		
1. To receive, consider and adopt the Audited Financial Statement of the company for the period and year ended March 31, 2016 together with the Reports of Board of Directors and Auditors thereon.		
2. To declare final dividend of 50 paise per equity share for Financial Year ended on March 31, 2016.		
3. Re-Appointment of M/s N.C. Aggarwal & Co. Chartered Accountants, as the Statutory Auditors of the Company. (Ordinary Resolution)		
Special Business:		
4. To appoint Ms. Neelima Jain (DIN: 03637384) who was appointed as an Additional Director of the Company with effect from January 09, 2016 under section 161 of the Companies Act, 2013 who is eligible to appoint as Non Executive Director of the Company. (Ordinary Resolution)		
5. Revision of Managerial Remuneration of Mr. Ajay Kumar Bansal (01070123) as a Managing Director (Ordinary Resolution)		
6. Revision of Managerial Remuneration of Mr. Anish Bansal (00670250) as a Whole Time Director (Ordinary Resolution)		
7. To approve the maximum limits u/s 180 (1) (c) of the Companies Act 2013		
8. To approve the maximum limits u/s 180 (1) (a) of the Companies Act 2013		
9. To approve Remuneration of Cost Auditor for Financial Year ended on March 31, 2017.		

Signed this _____, 2016
 Signatures of shareholder.....
 Signatures of Proxy holder(s).....



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SHEET

(Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall)

Regd. Folio No. _____ DP ID* _____
 No. of Shares Held: _____ Client ID * _____
 Name and Address of the Shareholder

I hereby record my presence at the 32nd ANNUAL GENERAL MEETING of the Company held on September 29, 2016 at 11:30 a.m. at Punjabi Bagh Club NWA Road, West Punjabi Bagh Delhi-110026.

 Signature of Shareholder/Proxy

* Applicable for investors holding shares in demat form.

CORPORATE INFORMATION

Chairman & Managing Director

Mr. Ajay Kumar Bansal

Board of Directors

Mr. Ajay Kumar Bansal

Chairman & Managing Director

Mr. Anish Bansal

Director & CFO

Ms. Neelima Jain

Non Executive Director

Ms. Tanvi Kumar

Non Executive Director

Company Secretary

Mr. Rachit Tandon

Auditors

M/s. N C Aggarwal & Co.

Chartered Accountants

Bankers

Canara Bank

State Bank of Patiala

Syndicate bank

Registered Office

505, Pearls Omaxe Tower,

Netaji Subhash Place, Pitampura,

New Delhi-110034

Tel. No. +91 11 48440050

Fax No. +91 11 48440051

Website: www.hitechpipes.in

CIN: L27202DL1985PLC019750

Works

Sikandrabad Works

Plot No. 10, UPSIDC

Sikandrabad, Bulandshahar

Uttar Pradesh – 203 205.

Plot No. 16, UPSIDC

Sikandrabad, Bulandshahar

Uttar Pradesh – 203 205.

Ahmadabad Works

Plot No. E-6, GIDC

BOL-II, Sanand, Ahmadabad

Gujarat – 382170.

Registrar & Share Transfer Agents

Big Share Services Pvt Ltd.

4 E/8, First Floor,

Jhandewala Extension,

New Delhi-110055

Tel. No. 011 23522373

Fax. No. 011 23522373

E-mail: bsdelhi@bigshareonline.com

Website: www.bigshareonline.com

Our Ware Houses Cum Depot

- Delhi
- Ghaziabad
- Ahmedabad
- Jaipur
- Chennai

Disclaimer:

This Annual Report contains 'forward-looking Statements', that are based on our current expectations, assumptions, estimates, and projections about the Company, our industry, economic conditions in the markets in which we operate, and certain other matters. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as 'anticipate', 'believe', 'expect', 'will', 'project', 'seek', 'should', and similar expressions. Those statements include, among other things, the discussions of our business strategy and expectations concerning our market position, future operations, margins, profitability, liquidity and capital resources. These statements are subjects to known and unknown risks, uncertainties and other factors, which may cause actual results or outcomes to differ materially from those implied by the forward-looking statements. Important factors that may cause actual results or outcomes to differ from those implied by the forward-looking statements include, but are not limited to, those discussed in the 'Outlook, risk and concerns' section in this Annual Report. In light of these and other uncertainties, you should not conclude that the results or outcomes referred to in any of the forward-looking statements will be achieved. All forward-looking statements included in this Annual Report are based on information available to us on the date hereof, and we do not undertake to update these forward-looking statements to reflect future events or circumstances unless required to do so by law.



HI-TECH
PIPES LIMITED

Regd. Office : 505, Pearls Omaxe Tower, Netaji Subhash Place, Pitampura, New Delhi - 110034

Tel : +91 - 11 - 48440050 Fax: +91 - 11 - 48440055

E-mail : info@hitechpipes.in | Website : www.hitechpipes.in