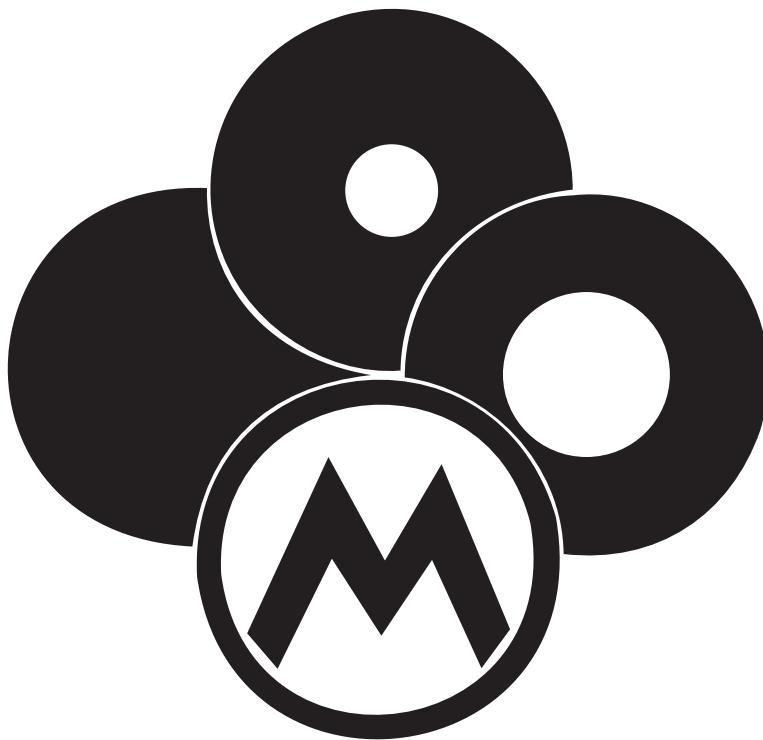


**30th
Annual Report
2009-2010**



Mipco Seamless Rings (Gujarat) Limited



MIPCO SEAMLESS RINGS (GUJARAT) LIMITED

BOARD OF DIRECTORS	Mr. T.M. Patel	Chairman
	Mr. S.M. Patel	Managing Director
	Mr. S.V. Subramania Iyer	
	Mr. Jal R. Patel	

AUDITORS	Parikh & Shah
	Chartered Accountants

REGISTERED OFFICE AND WORKS	Plot No.109 GIDC Industrial Estate, Narmadanagar, Bharuch – 392 015, (Gujarat).
--	---

CONTENTS

Notice

Directors' Report

Corporate Governance Report

Management Discussion & Analysis Report

Auditors' Report

Balance Sheet

Profit and Loss Account

Schedules to Balance Sheet

Schedules to Profit and Loss Account

Cash Flow Statement

Balance Sheet Abstract and Company's
General Business Profile

**Thirtieth Annual General Meeting on
Tuesday, the 3rd August, 2010 at the
Registered Office of the Company, at
Plot No.109, GIDC Industrial Estate,
Narmadanagar, Bharuch – 392 015,
(Gujarat), at 12.00 noon.**

Mipco Seamless Rings (Gujarat) Limited

NOTICE

Notice is hereby given that the Thirteenth Annual General Meeting of the members of MIPCO SEAMLESS RINGS (GUJARAT) LIMITED will be held at the Registered Office of the Company at Plot no. 109, GIDC Industrial Estate, Narmadanagar on Thursday the 30th of December, 2010 at 11.30 AM to transact the following business:

1. To receive consider and adopt the Audited Balance Sheet as at 31st March, 2010 and the Profit and Loss Account for the year ended on that date together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. T.M Patel, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 224(6)(a) and other applicable provisions, if any of the companies Act, 1956 and the Articles of Association of the company, M/s Ganesh Venkat & Associates, Chartered Accountants, Hyderabad, be and are hereby appointed as the Auditors of the Company to hold the office from the date of this meeting until the conclusion of the next annual general meeting of the Company for Audit of Accounts for the year ended 31.03.2011, at such remuneration as may be decided by the Board Of Directors of the company and who have given their certificate under section 224(1B) of the companies Act, 1956 about their eligibility to be so appointed in place of M/sParikh & Shah, Chartered Accountants, Mumbai who have expressed their inability to continue as Auditors.”

SPECIAL BUSINESS:

4. **To alter the Main objects of the Memorandum of Association of the Company and to consider and if thought fit, to pass with or without modification, following resolution as Special resolution:**

“RESOLVED THAT pursuant to section 17 and other applicable provisions of the Companies Act, 1956, and subject to confirmation by the Registrar of Companies, the existing clauses of the Main Objects be and are hereby altered that before the existing Clause 1 and the Main Objects Clause the following be of inserted as New Clauses 1 to 6 of the Main Objects Clause:

1. To carry on business of media, Communication and entertainment in film, television, mobile, music, radio, print media, live entertainment, software, hardware or any other category of media, communication and entertainment, and to produce, distribute or exhibit in India or abroad through satellite or by way of any other mode of communication or through buy, sell, run, import, export and to act as brokers, agents, distributors, proprietors of all kinds of cinematography motion pictures, television software, print media, advertisement, production promotion, Tele films, Documentary films, advertisement films, video films, online gaming software, Publicity, Marketing facilities and other activities relating to multiple entertainment television serials, cine films, slides and other entertainment software in all languages prevailing in India and abroad, and to acquire the necessary interest, rights, licenses quotas, benefits, permission, patent rights, secrets for these business and to provide solutions and services relating to Application Development, Business Intelligence Services, content management services, Application maintenance and support, DBA Services, Web operations support, Infrastructure management Services, Re-engineering Services, Verification and Validation Services, CRM Maintenance and support, Website Maintenance and Enhancements or any other activity for Media and entertainment business.
2. To undertake the designing and development of systems, network, telecommunication and application software either for sale in India or for export outside India or for its own use to design and develop such systems, network, telecommunication and application software for or on behalf of manufacturers, owners and users of computer systems and digital/electronic components in India or elsewhere in the world.
3. To develop service and sell/lease data through direct or electronic media, to develop a wide area communication network or sell/lease the network or provide value added services on the network to design, develop, service, buy/sell computers, network hardware, software, peripherals and related products, to provide marketing services comprising direct as well as electronic media for sale in India or for export outside India.
4. To carry on the business of development, marketing, import, export, maintenance and service of all kinds of manufactured goods and products for all kinds of business including manufacturers and dealers in modem and accessories, hardware and accessories of every description for use in providing Internet, Intranets, private Telecommunication Networks, or by any other means, E-Mail service, facsimile service, education and training services, websites, electronic market places, integral service digital networks, video conferencing, including renting, maintaining repairing and, for the purpose, to setup plants, purchase, import or otherwise acquire the same and to run, maintain all such plants, machinery and to undertake all activities, directly or indirectly related to electronic commerce right from conception to transition, training, implementation, and modification and services related to Electronic-Commerce business, including developing content-based programs to exploit the Internet, Intranets and Private Telecommunication Networks or any other means for serving the cause of companies, groups of companies, industries, service organizations and government and quasi-government undertakings whether in India/abroad.



5. To conduct sponsor or otherwise participate in training programs, courses, seminar conferences in respect of any of the objects of the company and for spreading or imparting the knowledge and use of computers, networking and computer programming languages including the publication of books, journals, bulletins, study/course materials, circulars and newsletters and to undertake the business as agents, stockiest, distributors, franchise holders or otherwise for trading or dealing in computer systems, network hardware peripherals, accessories, parts and computer consumables, continuous and non-continuous stationery, ribbons and other allied products and things and standard software packages.
6. To undertake all activities relating to software development for any industry, business, application, product, device, computer, microprocessor, including design and implementation of hardware and software for all such services whether in India/abroad.

"FURTHER RESOLVED that Board of Directors be and are hereby authorized to do all such acts, deeds, things as may be necessary in this regard to give effect to above alteration."

5. To consider and if thought fit, to pass with or without modification, following resolution as special resolution for shifting the registered office of the company from the state of Gujarat to the state of Karnataka:

"RESOLVED THAT pursuant to section 17 of the Companies Act, 1956 and other applicable provisions of the Act and subject to approval of Company Law Board, registered office of the Company be and is hereby shifted from State of Gujarat to the State of Karnataka and the Clause 2 of Memorandum of Association be altered to read as :

"The Registered Office of the company will be situated in the State of Karnataka".

"FURTHER RESOLVED that Board of Directors be and are hereby authorized to file the petition with Company Law Board and to do all such acts, deeds, things as may be necessary in this regard."

6. To approve the appointment of Mr. Sachendra Tummala and to consider and if thought fit, to pass with or without modification following resolution as an Ordinary resolution:

"RESOLVED THAT Mr. Sachendra Tummala who was appointed as additional director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a Notice in writing, proposing his candidature for the office of a Director, under the provisions of Section 257 of the Companies Act, 1956 and who is eligible for appointment to the office of a Director be and is hereby appointed as director of the company to hold the office upto the date of next Annual General Meeting and shall be liable to retire by rotation."

7. To approve the appointment of Mr. Sanjiv Kumar Tandon and to consider and if thought fit, to pass with or without modification following resolution as an Ordinary resolution:

"RESOLVED that Mr. Sanjiv Kumar Tandon, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, and in respect of whom the Company has received a Notice in writing, proposing his candidature for the office of a Director, under the provisions of Section 257 of the Companies Act, 1956 and who is eligible for appointment to the office of a Director, be and is hereby appointed as a Director of the Company to hold the office upto the date of next Annual General Meeting and shall be liable to retire by rotation."

Place : Mumbai
Dated: 04.12.2010

**BY ORDER OF THE BOARD
DIRECTOR**

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 27th December, 2010 to Thursday, the 30th December, 2010 (both days inclusive).
3. Members are requested to notify their change of address, if any.
4. Members, who are holding shares in identical order of names in more than one folio, are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
5. Members are requested to write to the Company for any queries, regarding Accounts, so as to reach the Company at least ten days before the meeting, to enable the management to keep the information ready at the Meeting.
6. Explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of Item Nos. 4 to 7 is annexed hereto.

Mipco Seamless Rings (Gujarat) Limited

EXPLANATORY STATEMENT U/s 173(2) and 192A of the Companies Act, 1956:

ITEM No. 4:

The Company has been carrying on the business Manufacturing piston Rings . Due to heavy competition from the unorganized sector it incurred huge losses and as a result the Plant & Machinery and other assets were sold off to pay the debts from Financial Institutions/ Banks. Subsequently, the Management has entered into a Share Purchase Agreement and the Open offer for Takeover of the Company is in progress at present. The incoming Management proposes to carry on the business of providing software services related to media and entertainment space as per the new Main Objects Clauses 1to 6 proposed.

To reflect the main business activity it is proposed for alteration of Main Objects Clause of the Memorandum of Association of the Company by replacing the existing objects with the new objects mentioned in 1to6 in the relevant resolution.

None of the Directors is in any way concerned or interested in this resolution.

ITEM No. 5:

As the new business activity of providing software services in the fields of media, communication, entertainment in film, television, mobile, music, radio, print media, live entertainment in India and abroad is to be carried out in the State of Karnataka as it provides better infrastructure and client visibility and also for the purpose of smooth running of the business of the Company and effective administrative execution and moreover due to the change in management of the Company and the seat of new Management being at Bangalore, it is proposed to shift the registered office to Bangalore in the State of Karnataka.. As per Section 17 of the Companies Act 1956 read with Companies (Passing of Resolutions by Postal Ballot) Rules, 2001, it requires passing the Special resolution by way of Postal Ballot and also confirmation of the Hon'ble Company Law Board, Western Region Bench.

Your Board recommends the shifting of the Registered office of the Company , to the state of Karnataka.

None of the Directors is in any way concerned or interested in this resolution.

Pursuant to Section 192A, in respect of Item Nos. 4 and 5, the following is also stated:

Since the proposals in Item nos. 4 and 5 come under the purview of Section 17 your approval is being sought as under the provisions of Section 192A of the said Act, read with Companies (Passing of Resolutions by Postal Ballot) Rules, 2001 through a resolution to be passed by Postal Ballot as set out in the Notice.

You are requested to carefully read the instructions contained in the Postal Ballot Form and send the same after exercising your vote to the Scrutinizer Mr. Ajay S Shrivastava, Practicing Company Secretary, 303, Durga Apartments, Rd. No. 10, Surya Nagar Colony, Somajiguda, Hyderabad – 500 082

The Board has appointed him as Scrutinizer for the Postal Ballot Programme.

Please note that after recording your vote, please sign the postal form and forward it to the Scrutinizer in the enclosed prepaid self-addressed envelope so as to reach to the Scrutinizer on or before 28th December, 2010 to be able to announce the result of the Postal Ballot by the Chairman at the Extra-Ordinary General Meeting on 30th December, 2010.

ITEMS 7 & 8:

Mr. Sachendra Tummala and Mr. Sanjiv Kumar Tandon were appointed as Additional Director in the meeting of the Board held on 02.12.2010. A notice under section 257 of the said Act has been received from members signifying his intention to propose the abovementioned names for their appointment as a Directors of the company, subject to the retirement by rotation under the Articles of Association of the Company.

Your Board of directors recommends their appointment as regular directors of the Board, in the interest of the Company.

None of the Directors is in any way concerned or interested in the resolutions except for the appointees.

Brief profiles of the appointees are given elsewhere in the Notice.

Profile of Mr. Sachendra Tummala:

Sachendra Tummala is B.S. - Electronics & Communications and as Corpus's founder, is a world-class entrepreneur with dynamic vision who possesses the breadth of experience to ensure that his company's customers receive the attention to detail and customer support that they require to ensure their success. He is technologically savvy, having started his career as a technical specialist with Silicon Graphics and then moving on to Imation and finally on to Lucent Technologies where he served as a financial consultant. Previous to starting Corpus, he was a founding partner of a highly successful technology solutions company located in Houston, Texas.

Corpus's track record has secured itself a lofty place in business history as one of the true successes in the DFW area. From a five-man startup to a current employee base of around 300, with domestic operations in Dallas, Atlanta, NY, Denver and Global operations in London, Holland, Singapore, Delhi, Bangalore and Hyderabad, India, Corpus has evolved into a major player in the IT business community. Sachendra has built his organization on a set of personal principles that every one inside the company



emulates and shares. From day one, his management team was directed to follow the premise that everyone who joins Corpus, belongs as a family member, not simply another face or employee.

He is a distinguished Graduate of the SMU Cox School of Business having earned an Executive MBA degree. This valuable program has equipped him with state-of-the-art sales, and marketing skills. This program has also provided him with exposure to the latest in business finance tools, and enhanced his entrepreneurial skills.

Profile of Mr. Sanjiv Kumar Tandon:

Sanjiv is a Chartered accountant having more than 15 years of rich experience in the field of Accounts & Finance in different types of organizations mainly in IT and related sectors. He has worked extensively on all the core functions of Accounts and Finance which includes: Handling of IPO, Involved in Merger and acquisition, Finalization of Accounts, Consolidation of accounts, Transfer Pricing, Direct and Indirect Taxation, Statutory compliances, Internal Control Procedures, Process Automation, Budget, MIS Reporting, Staff training and Development etc.

He has also headed the HR and Administration function in various organizations. He has contributed in design, development & implementation of performance & people growth related programs and other core function of HR for more than 8 years, that include: conceptualizing, designing and executing various HR policies and processes like Talent Acquisition, Performance Management, Compensation Management, Competency mapping, career progression, pay roll management, statutory compliances etc.

Mipco Seamless Rings (Gujarat) Limited

DIRECTORS' REPORT

Dear Members,

The Directors present herewith their 30th Annual Report and the Audited Accounts of the Company for the year ended 31st March, 2010.

FINANCIAL RESULTS:

	Rs. in lacs. Year ended 31.03.2010	Year ended 31.03.2009
Gross Profit/(Loss) before Interest, Depreciation and Tax	(8.31)	(6.76)
Less: Depreciation	--	--
Loss for the year	(8.31)	(6.76)
Extraordinary Items(Net of tax expense Rs.Nil) Interest Remission on one time settlement Sundry Balances of Creditors written off	--	403.78
Less: Provision for Tax:		
Fringe Benefit Tax Refund	0.17	--
Deferred Tax charge/credit	--	(0.14)
Add: Balance Brought forward from previous year	(1299.46)	(1696.34)
Loss carried to Balance Sheet	<u>(1307.60)</u>	<u>(1299.46)</u>

OPERATIONS:

The Company has closed its manufacturing operations for the last two years. It does not have any other business activity.

DIVIDEND:

In view of the loss, your Directors do not recommend any dividend for the year under review.

DIRECTORS:

Mr. T.M. Patel, a Non-Executive Director of the Company, retires by rotation and being eligible, offers himself for re-appointment. Necessary resolution for his re-appointment is being placed before the members for your approval.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act 1956, your Directors report that:

1. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanatory statement relating to material departures, if any.
2. such accounting policies have been selected and applied consistently and the judgments and estimates made 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 Loss of the Company for that year.

3. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. the accounts have been prepared on a going-concern basis since the Directors are considering and evaluating ways and means to restructure operations by taking into account appropriate business strategies and financial liabilities.

AUDITORS REPORT:

In regard to the qualification at Sr. No.6 of the Auditors Report, your Directors state that item No.4 of Directors Responsibility Statement hereto is self-explanatory.

CORPORATE GOVERNANCE:

Your Company has complied with the requirements of the Code of Corporate Governance in accordance with Clause 49 of the Listing Agreement with Bombay Stock Exchange Limited. A separate report on Corporate Governance along with Auditors' certificate on its compliance is attached to this Report. Management Discussion and Analysis, as prescribed by the Listing Agreement, also forms a part of the Annual Report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information relating to Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo as required to be disclosed under section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is not given as the Company has no business activities.

AUDITORS:

M/s. Parikh & Shah, Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment. The Company has received confirmation that their appointment, if made, will be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

PARTICULARS RELATING TO EMPLOYEES:

Information pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, is not applicable to the Company.

For and on behalf of the Board

Place : Mumbai
Date : 4th May, 2010

S.V.S. Iyer S.M. Patel
Director Managing Director



CORPORATE GOVERNANCE REPORT:

Your Company comes within the purview of Clause 49 of the Listing Agreement and accordingly a Report on Corporate Governance, in the manner specified, is given here below:

Company's Philosophy on Code of Governance

Your Company has always adhered to the tenets of good Corporate Governance with a clear sight of the right to information by Shareholders with respect to Company's activities.

Board of Directors

The Board of Directors consists of four members, comprising three Non-Executive Directors and a Managing Director. The Company has a Non-executive Chairman with the number of Non-executive Directors being more than 50% of the total number of Directors and the number of Independent Directors are two.

Particulars of the Directorships, Chairmanships and Memberships of Board/Committees and attendance at Board/General Meeting of the Company are given herebelow:

Name of the Director	Executive/Non-Executive/ Independent	No. of outside Directorships in Public Companies	Membership held in Committee of Directors	Chairman-ship held in Committee of Directors	No. of Board Meetings attended	Whether attended last AGM
Mr. T.M. Patel	Non-Executive Chairman	3	4	1	3	Yes
Mr. S.M. Patel	Managing Director	2 *	3	1	4	Yes
Mr.S.V.Subramania Iyer	Non-Executive – Independent	-	-	1	4	Yes
Mr. Jal R. Patel	Non-Executive – Independent	6	5	3	4	No

* In addition, Mr. S.M. Patel is Alternate Director in a Public Limited Company.

During the financial year 2009-10, four Board meetings were held on 8th May, 2009, 21st July, 2009, 23rd October, 2009 and 22nd January, 2010 and the AGM was held on 17th July, 2009.

CODE OF CONDUCT:

The Board of Directors has adopted the Code of Business conduct and Ethic for Directors. The said Code has been communicated to the Directors.

The Code has been circulated to all the members of the Board and the compliance of the same has been affirmed by them. A declaration signed by the Managing Director is given below:

I hereby confirm that:

The Company has obtained from all the members of the Board affirmation that they have complied with the Code of Business Conduct and Ethics for Directors in respect of Financial Year 2009-2010.

S.M. Patel
Managing Director

AUDIT COMMITTEE:

The Audit Committee of the Company has such powers as are detailed under Section 292A of the Companies Act, 1956, and also as are detailed in terms of Clause 49 of the Listing Agreement.

The responsibilities of the Audit Committee include inter-alia, overseeing the financial reporting process to ensure proper disclosure of financial statements, recommending appointment/removal of external auditors and fixing their remuneration, reviewing the quarterly, half yearly and annual financial statements before submission to the Board, and discussing the scope of audit with external auditors.

The composition of the Audit Committee is in consonance with the Listing Agreement and is as given hereunder:

Name of the Director	Category	No. of Audit Committee Meetings Attended
Mr. S.V. Subramania Iyer	Independent-Non-Executive (Chairman)	4
Mr. Jal R. Patel	Independent-Non-Executive (Member)	4
Mr. T.M. Patel	Non-Executive (Member)	3

During the Financial year ended 31st March, 2010, four Audit Committee Meetings were held on 8th May, 2009, 21st July, 2009, 23rd October, 2009 and 22nd January, 2010.