

NOTICE

NOTICE is hereby given that the **THIRD ANNUAL GENERAL MEETING** of the Members of **UMIYA TUBES LIMITED** will be held as scheduled below:

Date	: 29 th September, 2016
Day	: Thursday
Time	: 12.00 Noon
Place	: At the Registered Office: 208, 2 nd Floor, Suman Tower, Sector -11, Gandhinagar – 382011 (Gujarat)

to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt Audited Balance Sheet as on 31st March, 2016 and the Profit and Loss Statement for the year ended on that date together with all annexure and attachment thereto including the Auditor's report and the Directors' Report thereon and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:

“RESOLVED THAT the Audited Balance Sheet as on 31st March, 2016 and the Profit and Loss Statement for the Financial year ended on 31st March, 2016 together with all annexure and attachment thereto including the Directors' Report and Auditors' Report of the Company for the Financial year 2015-16 which have already been circulated to the Members and as laid before this meeting, be and the same are hereby approved and adopted.”

2. To appoint a Director in place of Mr. Surendrasinh P Vaghela (DIN: 06415080), who retires by rotation and being eligible, offers himself for re appointment and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:

“RESOLVED THAT the retiring Director, Mr. Surendrasinh P Vaghela (DIN: 06415080), be and is hereby reappointed as Director of the Company, liable to retire by rotation.”

3. To appoint Auditors in place of M/s Pratirajsinh Raulji & Co., Chartered Accountant and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to provisions of Section 140 (4) read with Section 139 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, and as per the Special Notice received from the member of the Company, P. Singhvi & Associates, Chartered Accountant, Ahmedabad (FRN: 113602W), be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting (3rd AGM) till the conclusion of the sixth Annual General Meeting thereafter i.e. till the 8th Annual General Meeting in place of M/s. Pratirajsinh Raulji & Co., Chartered Accountants, Gandhinagar, who have expressed their unwillingness to continue as Statutory Auditors of the Company.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to fix their remuneration in consultation with the said Auditors and also to take all other actions as may be required in this regard.”

Registered Office:

208, 2nd Floor, Suman Tower, Sector-11,
Gandhinagar - 382011 (Gujarat)

Date: 25th May, 2016

CIN:L28112GJ2013PLC074916

By Order of the Board

sd/-

Beena P Vaghela

(DIN:03577571)

Chairperson & Director

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND 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 TIME OF MEETING.**
2. **A person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
3. Pursuant to the provisions of SEBI (LODR) Regulations, 2015 and section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 22nd September, 2016 to Thursday, the 29th September, 2016 (both days inclusive).
4. Members intending to require information about accounts at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.
5. Shareholders holding shares in dematerialized form should communicate the change of address, if any, to their Depository Participant and other who hold shares in physical form should communicate the change of address, to the Registrar and Share Transfer Agent of the Company at the following address:

Purva Sharegistry (India) India Pvt. Ltd.

Unit No. 9, Shiv Shakti Inds. Estate, J R Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai – 400011.

6. As a matter of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Therefore, Members are requested to bring their copies at Annual General Meeting.
7. Members/Proxies should bring their attendance slip duly filed in for attending the meeting.
8. The Notice of the 3rd AGM along with the attendance slip and proxy form are being sent by electronic mode to all the members whose email addresses are registered with Company/ Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
9. The Company, being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 is not required to provide remote e-voting facility to its members.
10. Additional information pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchange in respect of the directors seeking appointment/reappointment at the AGM are furnished and annexed to the notice.

Details of Director/s Seeking Appointment/Re-appointment at the Annual General Meeting

Particulars	Mr. Surendrasinh P Vaghela(DIN: 006415080)
Date of Birth	20/05/1987
Date of Appointment	13/05/2013
Qualification	B. Com
Expertise in Specific functional areas	General Management, Marketing, Finance
Directorships held in other companies	- Naitik Infrastructure Private Limited - SNB Corporation Private Limited
Memberships/Chairpersonships of committees of Board	Member in Audit Committee
Number of shares held in the Company	2,00,000

EXPLANATORY STATEMENT IN RESPECT OF ITEM NO. 3 OF THE NOTICE:

M/s. Pratirajsinh Raulji & Co., Chartered Accountants, the existing auditors of the Company were appointed as Statutory Auditors of the Company at the 2nd AGM for holding the office from the conclusion of that 2nd AGM till the conclusion of the 7th AGM (Subject to ratification by the members at every subsequent Annual General Meetings).

However, M/s Pratirajsinh Raulji & Co., has shown their unwillingness to continue as Statutory Auditors of the Company for the financial year 2016-17 and onwards. Moreover, M/s Pratirajsinh Raulji & Co., was not the Peer Reviewed Auditor which is necessary for listed entities. Hence, the Company was availing services of Peer reviewed Auditor separately.

The Company has received a Special Notice u/s 140 (4) of the Companies Act, 2013 from a member of the Company for appointing M/s P Singhvi & Associates, Chartered Accountant, Ahmedabad as Statutory Auditor of the Company. M/s P Singhvi & Associates, Chartered Accountant, Ahmedabad are also the Peer Reviewed Auditors. Moreover, M/s P Singhvi & Associates, Chartered Accountant, Ahmedabad has given their consent to act as Statutory Auditor of the Company and also provided declaration that their appointment, if made shall be within the limit prescribed.

The Company needs to appoint the Statutory Auditor for a term of five years as per the applicable provisions of the Companies Act, 2013.

This statement shall be considered as circulation of Special Notice as received by the Company from a member for appointment of Statutory Auditors of the Company in place of existing Auditors.

Documents relating to this Agenda item are open for inspection at the Registered Office of the Company by members during normal business hours on all working days till the conclusion of Annual General Meeting.

None of the Directors, KMP or their relatives are in any way concerned or interested in this resolution.

The Board recommends the Ordinary Resolution set out on Item No. 3 of Notice for approval by members.