

NOTICE

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

Date	: 28 th September, 2017
Day	: Thursday
Time	: 2.00 p.m.
Place	: At the Registered Office: 208, 2 nd Floor, Suman Tower, Sector -11, Gandhinagar – 382011 (Gujarat)

to transact the following business:

ORDINARY BUSINESS:

- To receive and adopt audited financial statements of the Company for the financial year 2016-17 and to pass the following resolution, with or without modification, as an ORDINARY RESOLUTION:
“**RESOLVED THAT** audited financial statements of the Company for the financial year 2016-17 comprising of Balance Sheet as on 31st March, 2017 and the Profit and Loss Statement for the Financial year ended on 31st March, 2017 together with all annexure and attachment thereto including the Directors' Report and Auditors' Report thereon, which have already been circulated to the Members and as laid before this meeting, be and the same are hereby approved and adopted.”
- To appoint a Director in place of Mrs. Beena P. Vaghela (DIN: 03577571), who retires by rotation and being eligible, offers herself for re-appointment and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:
“**RESOLVED THAT** the retiring Director, Mrs. Beena P. Vaghela (DIN: 03577571), be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”
- To ratify the appointment of Auditors made, in the 3rd Annual General Meeting for holding the office from the conclusion of 3rd Annual General Meeting till the conclusion of the 8th Annual General Meeting and to fix their remuneration and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:
“**RESOLVED THAT** pursuant to provisions of Section 139 of the Companies Act, 2013 and Rules made thereunder, appointment of M/s. P. Singhvi & Associates, Chartered Accountants as Auditors of the Company made in the 3rd Annual General Meeting (AGM) held on 29th September, 2016 for the period from the conclusion of that 3rd AGM till the conclusion of the 8th AGM be and is hereby ratified.
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: 19th May, 2017

CIN:L28112GJ2013PLC074916

By Order of the Board

sd/-

Beena P Vaghela

(DIN:03577571)

Chairperson & Director

NOTES:

- 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 THAT 48 HOURS BEFORE THE TIME OF MEETING.**
- A person can act as proxy on behalf of members not exceeding fifty and holding in the 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.**
- Pursuant to the provisions of SEBI (LODR) Regulations, 2015 and section 91 of the Companies Act, 2013, Register of Members and Shares Transfer Books of the Company will remain closed from Thursday, the 21st September, 2017 to Thursday, the 28th September, 2017 (both days inclusive).
- 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.
- 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) Pvt. Ltd.
Unit : Umiya Tubes Limited
Unit No. 9, Shiv Shakti Inds. Estate, J R Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai – 400011.
- 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 4th 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 The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchange in respect of the director seeking appointment/reappointment at the AGM are furnished and annexed to the notice.

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Beena P Vaghela

(DIN:03577571)

Chairperson & Director

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

Particulars	Ms. Beena P Vaghela (DIN: 03577571)
Date of Birth	23/07/1984
Date of the first Appointment on the Board	07/05/2013
Qualification	B. Com, LLB & DTP
Expertise in Specific functional areas	Accounts & Finance
Directorships held in other companies	- Naitik Infrastructure Private Limited - SNB Corporation Private Limited
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	- There is no remuneration paid to Ms. Beena P. Vaghela as Director of the Company. Company pay fees to Ms. Beena P. Vaghela as Consultant (Finance & Accounts). - However, the Company pay a Consultancy fees of Rs. 50,000/- per month with liberty to the Board to increase or decrease the fees within the limits laid down in Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2015 (MBP Rules) as amended from time to time for holding office or place as Consultant of the Company.
Number of Board Meetings attended during the year	4 (Four)
Memberships/ Chairmanships of committees of Board of Directors of Company	Nil
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which she is director	Nil
Number of shares held in the Company	5,51,000 Equity shares
Disclosure of relationship between directors inter-se	None of the Directors are related inter-se except Ms. Beena Pravinsinh Vaghela, Chairperson and Director and Mr. Surendrasinh Pravinsinh Vaghela, Managing Director being Sister & Brother.