

**NOTICE**

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

Date	: 28 <sup>th</sup> September, 2018
Day	: Friday
Time	: 12.30 p.m.
Place	: At the Registered Office: 208, 2 <sup>nd</sup> Floor, Suman Tower, Sector -11, Gandhinagar – 382011 (Gujarat)

to transact the following business:

**ORDINARY BUSINESS:**

1. To receive and adopt audited financial statements of the Company for the financial year 2017-18 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 2017-18 comprising of Balance Sheet as on 31<sup>st</sup> March, 2018 and the Profit and Loss Statement for the Financial year ended on 31<sup>st</sup> March, 2018 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.”

2. To appoint a Director in place of Mr. Bharatkumar P. Patel (DIN: 06562786), 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. Bharatkumar P. Patel (DIN: 06562786), be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS:**

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

**APPOINTMENT OF MR. SAURABHKUMAR R PATEL AS MANAGING DIRECTOR OF THE COMPANY FOR 3 YEARS W.E.F. 1<sup>ST</sup> SEPTEMBER, 2018:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification and re-enactment thereof, for the time being in force) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Saurabhkumar R Patel (DIN: 06964670) as the Managing Director of the Company for the period and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Saurabhkumar R Patel in the best interests of the Company and as may be permissible at law, viz.:

**TERMS AND CONDITIONS**

- I. Subject to the superintendence, direction and control of the Board of Directors of the Company, Mr. Saurabhkumar R Patel, Managing Director of the Company shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
- II. The Managing Director shall not be liable to retire by rotation subject to provisions of the Act
- III. The Managing Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence of profit by the Company in any year.
- IV. The Managing Director shall be paid remuneration and perquisites as under:
  - (A) **Salary:** A Salary of Rs. 50,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act of 2013.
  - (B) **Bonus:** Discretionary bonus as may be decided by Nomination and Remuneration Committee/Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of Rs. 6 Lakh p.a.
  - (C) **Perquisites:** The Managing Director may be paid perquisites including but not limited to the Medical reimbursement, Children education allowance, Leave travel concession, Contribution to P.F., Gratuity, Super Annuation fund, Use of Company’s car, Telephone facility etc., as may be decided by the Company from time to time as per Rules applicable to other employees of the Company.

Provided however that the overall remuneration including all the perquisites shall not exceed the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act of 2013.

**RESOLVED FURTHER THAT** the extent and scope of salary and perquisites as specified in this resolution may be altered or varied by the Board of Directors in accordance with the relevant provisions of the Companies Act, 2013 for the payment of managerial remuneration in force during the tenure of the Managing Director without the matter being referred to the Company in General Meeting again.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable and expedient to give effect to this resolution.”

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION: **“RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 and in continuation of the resolutions passed at the General meetings for the appointment and payment of remuneration of Managing Director/s, Whole Time Director/s (“Executive Directors”) under the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof], the Company do hereby accords its approval to the payment of remuneration in excess of 2.5% of the Net Profit (computed in a manner laid down in Section 198 of the Companies Act, 2013) to each of its Executive Directors and also payment of remuneration in excess of 5% of the Net Profit to all its Executive Directors for each of the financial years from 2018-19 and onwards, provided the remuneration payable to each of the Executive Directors shall not exceed the individual permissible limits under the applicable provisions of the Companies Act, 2013 and as approved by the members of the Company in General meeting at the time of approving their current tenure of appointment and remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to the above Resolutions.”

5. To consider and if thought fit to pass with or without modification, the following resolution as a SPECIAL RESOLUTION: **“RESOLVED THAT** pursuant to Section 185 [as substituted by Section 61 of the Companies (Amendment) Act, 2017] and other applicable provisions, if any of the Companies Act, 2013 and Rules made thereunder and all other applicable provisions, if any for the time being in force and subject to all requisite approvals, sanction and permission as may be necessary in this regard, consent of the Company, be and is hereby accorded to the Board of Directors of the Company, to advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Directors of the Company is interested within the scope of Explanation to Section 185(2) of the Companies Act, 2013 and as further disclosed in the Explanatory statement attached to the Notice in respect of this item of business, up to a overall maximum outstanding amount of Rs. 75 Crores only (Rupees Seventy Five Crores only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do and perform from time to time, all such acts, deeds, matters and things as may be necessary, expedient and desirable in respect of the above resolution and to finalise the other terms and conditions thereto and to take all such steps as may be necessary, desirable or expedite to give effect to this resolution.”

**Registered Office:**

208, 2<sup>nd</sup> Floor, Suman Tower, Sector-11,  
Gandhinagar - 382011 (Gujarat)

**Date: 25<sup>th</sup> August, 2018**

**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 Regulation 42 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 Friday, the 21<sup>st</sup> September, 2018 to Friday, the 28<sup>th</sup> September, 2018 (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.

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 5<sup>th</sup> 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. E-VOTING

Pursuant to provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolution set forth in the notice convening 5<sup>th</sup> Annual General Meeting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The complete details of the instructions for e-voting are annexed to this notice.

10. Additional information pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard on General Meeting (SS-2) notified under the Companies Act, 2013 in respect of the directors seeking appointment/reappointment at the AGM are furnished and annexed to the notice.
11. **Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013:**

**ITEM NO. 3:**

Based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 25<sup>th</sup> August, 2018, Mr. Saurabhkumar R Patel (DIN: 06964670) was appointed as the Managing Director of the Company with effect from 1<sup>st</sup> September, 2018 by the Board of Directors at its meeting held on 25<sup>th</sup> August, 2018, subject to the approval of the Members.

Mr. Saurabhkumar R Patel, aged 28 years is B. Tech in ECE. He has a experience of 6 years, 6 Years in Finance and Production Department. He has been Director of the Company since 17<sup>th</sup> March, 2014 and that he was also appointed as CFO w.e.f. 1<sup>st</sup> January, 2016. Looking to his contributions, the Nomination and Remuneration Committee and the Board of Directors has decided to promote him as the Managing Director of the Company.

Being young blood, he can contribute a lot in the activities of the Company. It would be in the interest of the Company to appoint Mr. Saurabhkumar R Patel as Managing Director of the Company. The Board commends for the approval by the members for the appointment of Managing Director and payment of remuneration to him

The draft of the terms and conditions are already set out in the draft resolution incorporated in the Notice of the Annual General meeting.

All documents connected with this matter are open for inspection by the members of the Company during normal business hours on all working days at the registered office of the Company till the date of AGM.

Mr. Saurabhkumar R Patel is interested in this resolution since it relates to his appointment/elevation as Managing Director of the Company.

Except above, none of the Directors or KMP or their relatives are in any way concerned or interested in the resolution except to the extent of their respective shareholding in the Company.

Additional information required to be given as per sub Para (B) of Para 1 of Section II of part II of Schedule V of the Companies Act, 2013 is separately given in the annexure attached herewith.

**ITEM NO. 4:**

As per SEBI Circular dated 9<sup>th</sup> May, 2018, the Company cannot pay remuneration exceeding 2.5% of the net profit or Rs. 5 Crores whichever is more. However, the total remuneration payable to all Executive Directors shall not exceed 5% of the net profit of the Company calculated as per provisions laid down in Section 198 of the Companies Act, 2013.

Hence, it is necessary for the Company to pass the Special resolution for payment of remuneration to all Executive Directors above the limits prescribed in the said Regulation inserted by the SEBI Circular dated 9<sup>th</sup> May, 2018.

The Board recommends the adoption of the Special Resolution contained in Item no. 4 of the notice to enable the payment of remuneration which may be in excess of the said SEBI LODR regulation, but which are permissible under Schedule V of the Companies Act, 2013.

Ms. Beena P. Vaghela, Mr. Surendrasinh P. Vaghela, Mr. Bharatkumar P Patel, Mr. Saurabhkumar R Patel are deemed to be concerned or interested in the said resolution. No other Director, key managerial personnel or their relatives are concerned or interested in passing of Special Resolution as set out at Item No. 4 of the notice convening the 5<sup>th</sup> Annual General Meeting.

The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 4 of the Notice for approval of the Members.

**ITEM NO. 5:**

Section 185 of the Companies Act, 2013 has been substituted by virtue of Section 61 of the Companies (Amendment) Act, 2017. This has been brought into effect from 7<sup>th</sup> May, 2018.

The substituted Section 185 of the Act, provides that a Company may advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the Company is interested, subject to the condition that—

(a) a special resolution is passed by the Company in general meeting:

Provided that the explanatory statement to the notice for the relevant general meeting shall disclose the full particulars of the loans given, or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient of the loan or guarantee or security and any other relevant fact; and

(b) the loans are utilized by the borrowing company for its principal business activities.

The explanation to Section 185(2) provides that the person in whom director is interest shall include the following:

(a) any private Company of which any such director is a Director or Member;

(b) any body corporate at a general meeting of which not less than twenty-five per cent of the total voting power may be exercised or controlled by any such director or by two or more such directors, together; or

(c) any body corporate, the Board of Directors, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company.

Your Company may advance any loan including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by following persons/entity in whom any of the Director/s of the Company is/are interested as follows:

Sr. No.	Name of person/ Entity	Full Particulars of Loan/ Guarantee given or security provided	Purpose of utilization by the recipient	Name of the Directors interested	Relation
1.	SNB Corporation Private Limited	<p>Loan payable on demand or term not exceeding 10 years with interest not less than current yield of government security of nearest tenure.</p> <p>Guarantee/security to secure loan availed from Bank/Institution/Lender in the ordinary course of business</p> <p>Other terms of Loan/Guarantee/Security as may be mutually agreed upon with the said entity/person.</p> <p>Overall outstanding amount of Loan/ Guarantee/Security not to exceed Rs. 75 Crores.</p>	<p>General Corporate purpose including working capital requirements and capital expenditure</p>	<p>Ms. Beena P. Vaghela, Mr. Surendrasinh P. Vaghela</p>	<p>Director and Member of the Company</p>

The Company shall obtain an undertaking from the borrowing entity that the loan shall be used for the principle business activities. The Company shall also ensure that it shall comply with all other conditions and requirements of all applicable provisions in this regard.

Therefore, it is found prudent for the members to pass a special resolution as required by Clause (a) of substituted Section 185 (2) of the Companies Act, 2013.

The Directors therefore recommend this resolution to be passed as a Special Resolution.

Ms. Beena P. Vaghela and Mr. Surendrasinh P. Vaghela are interested in this resolution to the extent of their Directorship and Shareholding (of self and other family members) in SNB Corporation Private Limited. Except them, none of the other Directors or KMP or their relatives are in any way concerned or interested in the resolution except to the extent of the disclosure already made in this explanatory statement and their respective shareholding in the Company.

**Registered Office:**

208, 2<sup>nd</sup> Floor, Suman Tower, Sector-11,  
Gandhinagar - 382011 (Gujarat)

**Date: 25<sup>th</sup> August, 2018**

**CIN:L28112GJ2013PLC074916**

**By Order of the Board**

sd/-

**Beena P Vaghela**

**(DIN:03577571)**

**Chairperson & Director**

**Additional information required to be given alongwith a Notice calling Annual General Meeting as per sub Para (B) of Para 1 of Section II of Part II of Schedule V of the Companies Act, 2013 is given hereunder:**

I.	General Information:					
(1)	Nature of Industry:	Manufacturing of Stainless Steel Pipes				
(2)	Date or expected date of commencement of Commercial production:	The Company is already in operation.				
(3)	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable				
(4)	Financial performance based on given indicators	2013-14	2014-15	2015-16	2016-17	2017-18
	Turnover	Nil	82285542	147,545,741	237,400,708	450,667,606
	Net profit/ (loss) as per Statement of Profit & Loss	(4000)	115399	450,280	15,394,106	18,898,033
	Amount of Dividend paid	-	-	-	-	-
	Rate of Dividend declared	-	-	-	-	-
	Earnings before taxes	(4000)	115399	4,906,611	16,784,792	25,205,815
	% of EBT to turnover	Nil	0.1402	3.3255	7.0702	5.5930
(5)	Foreign investments or collaborations, if any.	NIL				
II.	Information about the appointee 1:					
(1)	Background details	Name: Shri Saurabhkumar R Patel Designation: Managing Director Father's name: Shri Rameshchandra P. Patel Nationality: Indian Date of Birth: 26/02/1990 Qualifications: B. Tech in ECE Experience: 6 Years				
(2)	Past remuneration	He is appointed as a Managing Director w.e.f. 1 <sup>st</sup> September, 2018. Earlier, he was drawing Rs. 50,000 p.m. in the capacity of CFO				
(3)	Recognition or awards	NIL				
(4)	Job profile and his suitability	The Managing Director shall be entrusted with day to day affairs of the Company and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement the proposed remuneration is in the interest of the Company.				
(5)	Remuneration proposed	A gross remuneration of Rs. 6,00,000/- per annum. Discretionary bonus as may be decided by Nomination and Remuneration Committee/ Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to Maximum of Rs. 6 Lakh p.a. which may be increased/decreased by the Board from time to time within the maximum permissible limits.				
(6)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to him is just adequate.				
(7)	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Saurabhkumar R Patel is Nephew of Bharatkumar P Patel (whole time Director) of the Company.				
III.	Other information:					
(1)	Reasons of loss or inadequate profits	NA				
(2)	Steps taken or proposed to be taken for improvement.	NA				
(3)	Expected increase in productivity and profits in measurable terms	NA				

**IV. Disclosures:**

**Shri Saurabhkumar R Patel**

The remuneration package of Shri Saurabhkumar R Patel and other details such as remuneration, duties etc. have been disclosed above. The Company does not have any scheme for grant of stock options.

The Board commends for the approval by the members for the appointment of Managing Director and payment of remuneration to him. Mr. Saurabhkumar R Patel is interested in this resolution since it relates to his reappointment as Managing Director of the Company. Mr. Bharatkumar P Patel, Whole Time Director is also interested in this Resolution being uncle/relative of Mr. Saurabhkumar R Patel.

**Registered Office:**

208, 2<sup>nd</sup> Floor, Suman Tower, Sector-11,  
Gandhinagar - 382011 (Gujarat)

**Date: 25<sup>th</sup> August, 2018**

**CIN:L28112GJ2013PLC074916**

**By Order of the Board**

sd/-

**Beena P Vaghela**

**(DIN:03577571)**

**Chairperson & Director**



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

Particulars	Mr. Bharatkumar P. Patel (DIN: 06562786)	Mr. Saurabhkumar R Patel (DIN: 06964670)
Date of Birth	25/12/1967	26/02/1990
Date of the first Appointment on the Board	07/05/2013	17/03/2014
Qualification	12 <sup>th</sup> Pass (HSC)	B. Tech in ECE
Expertise in Specific functional areas	Production & Human Resource	Production, Accounts and Finance departments
Directorships held in other Companies	Nil	Nil
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	<ul style="list-style-type: none"> <li>- The term of appointment of Whole Time Director shall be three years w.e.f 1<sup>st</sup> January, 2016</li> <li>- A Salary of Rs. 50,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down in Schedule V of the Companies Act, 2013.</li> </ul>	<ul style="list-style-type: none"> <li>- The term of appointment of Managing Director shall be three years w.e.f 1<sup>st</sup> September, 2018</li> <li>- A Salary of Rs. 50,000/- per month with liberty to the Board to increase or decrease the salary within the limits laid down in Schedule V of the Companies Act, 2013.</li> </ul>
Number of Board Meetings attended during the year	5 (Five)	5 (Five)
Memberships/ Chairmanships of committees of Board of Directors of Company	Nil	1
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director	Nil	Nil
Number of shares held in the Company	17,58,148 Equity shares	4,66,666 Equity Shares
Disclosure of relationship between directors inter-se	Uncle of Saurabh kumar R Patel Managing Director (proposed) and father of Mr. Rikenkumar Bharatbhai Patel CFO (proposed) of the Company	Nephew of Bharatkumar P Patel whole time Director and cousin-brother of Mr. Rikenkumar Bharatbhai Patel, CFO of the Company.

**INSTRUCTIONS FOR E-VOTING:**

The instructions for members for voting electronically are as under:-

- (i) The Remote E-voting period begins on 25<sup>th</sup> September, 2018 (Tuesday) at 9.00 a.m. (IST) and ends on 27<sup>th</sup> September, 2018 (Thursday) at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 27<sup>th</sup> September, 2018.
- (ii) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits 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 Company
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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 sequence number (which is printed/indicated on the address label/details) 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 field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN (for **UMIYA TUBES LIMITED**) on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions Details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for all mobile users. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **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](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- (xx) Any person who acquires the shares of the Company and becomes the Member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 22<sup>nd</sup> September, 2018 may obtain the login Id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting, then person becoming member can use their existing user ID and password for casting their vote.
- (xxi) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxii) The Company shall be making arrangements for the members to cast their votes in respect to the businesses through poll/ ballot, for members attending the meeting who have not cast their vote by remote voting.
- (xxiii) The Company has appointed Mr. Manoj Hurkat, a Practicing Company Secretary, Ahmedabad as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxiv) The scrutinizer shall, immediately after the conclusion of voting at AGM, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in presence of at least two witnesses not in employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutinizer’s Report of the total votes casted in favour or against, if any, to the Chairperson or a person authorized by him in writing who shall countersign the same and Chairperson shall declare the results of voting forthwith, which shall not be later than 5:00 p.m., 1<sup>st</sup> October, 2018.
- (xxv) The result declared, along with the Scrutinizer’s Report shall be placed on the Company’s website: it is HYPERLINK “<http://www.umiyatubes.com>” and on the website of CDSL after the result is declared by the Chairperson and also be communicated to the Stock Exchanges where the equity shares of the Company are listed.

## Form No. MGT-11

## Proxy form

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

<b>CIN</b>	L28112GJ2013PLC074916
<b>Name of the Company</b>	UMIYA TUBES LIMITED
<b>Registered office</b>	208, 2 <sup>nd</sup> Floor, Suman Tower, Sector -11, Gandhinagar - 382011

<b>Name of the member (s)</b>	
<b>Registered address</b>	
<b>E-mail Id</b>	
<b>Folio No/ Client Id</b>	
<b>DP ID</b>	

I/We, being the member (s) of Umiya Tubes Limited, holding \_\_\_\_\_ shares hereby appoint

<b>1. Name</b>	
<b>Address</b>	
<b>E-mail Id</b>	
<b>Signature</b>	

Or Failing him,

<b>2. Name</b>	
<b>Address</b>	
<b>E-mail Id</b>	
<b>Signature</b>	

Or Failing him,

<b>3. Name</b>	
<b>Address</b>	
<b>E-mail Id</b>	
<b>Signature</b>	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5<sup>th</sup> Annual General Meeting of the Company, to be held on the 28<sup>th</sup> day of September, 2018 at 12.30 p.m. at 208, 2<sup>nd</sup> Floor, Suman Tower, Sector - 11, Gandhinagar - 382011 and at any adjournment thereof in respect of such resolutions as are indicated below:

P.T.O.



Resolution No.	Resolution
<b>Ordinary Business</b>	
1	To receive and adopt Audited Balance Sheet as at 31 <sup>st</sup> March, 2018 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.
2	To appoint a Director in place of Mr. Bharatkumar P. Patel (DIN: 06562786), who retires by rotation and being eligible, offers himself for re appointment.
<b>Special Business</b>	
3	To approve appointment and remuneration of Mr. Saurabhkumar R Patel as Managing Director of the Company for 3 years w.e.f. 1 <sup>st</sup> September, 2018
4	To approve remuneration as per Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015
5	To approve giving Loan, Guarantee and security under section 185 of the Companies Act, 2013

Signed this..... day of..... 2018

Affix  
Revenue  
Stamp

Signature of shareholder:

Signature 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.



## UMIYA TUBES LIMITED

(CIN: L28112GJ2013PLC074916)

Registered Office: 208, 2<sup>nd</sup> Floor, Suman Tower, Sector - 11, Gandhinagar - 382011

Phone No. 079-23242052 E-Mail ID: info@umiyatubes.com Website: www.umiyatubes.com

DP ID	Client ID	Folio No.	No. of shares held

### ATTENDANCE SLIP

5<sup>th</sup> Annual General Meeting

at the Registered Office: 208, 2<sup>nd</sup> Floor, Suman Tower, Sector - 11, Gandhinagar - 382011

Name of the attending Member/Proxy (In block letters) :

I hereby record my presence at the Annual General Meeting held at on 28<sup>th</sup> September, 2018 at 12.30 p.m.

\_\_\_\_\_  
Member's / Proxy's Signature

Notes :

1. Please bring this attendance slip to the meeting and handover at the entrance duly filled in.
2. Members are requested to bring copy of Annual Report with them

### Route Map for AGM Venue



