

**Combined Report of Scrutinizer (Postal Ballot with E-voting facility)**  
**[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22**  
**of The Companies (Management and Administration) Rules, 2014]**

To,  
The Chairperson  
Umiya Tubes Limited  
208, 2<sup>nd</sup> Floor, Suman Tower, Sector -11,  
Gandhinagar – 382 011, Gujarat

Dear Sir,

1. I, CS Manoj Rajaram Hurkat, M/s Manoj Hurkat & Associates, Practising Company Secretaries, have been appointed by M/s Umiya Tubes Limited (“Company”) as Scrutinizer for the purpose of scrutinizing the Postal ballot process with E-voting facility and for ascertaining the majority on the Postal Ballot with E-voting facility carried out as per the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of The Companies (Management and Administration) Rules, 2014 and also Regulation 44 of the SEBI-LODR as well as all other applicable requirements, on the resolutions as contained in the Notice of the Postal Ballot dated 2<sup>nd</sup> May, 2018 circulated by the Company to all the Equity shareholders of the Company.
2. The management of the Company is responsible to ensure the compliances with the requirements of provisions of Companies Act, 2013 and Rules relating to voting on the resolutions contained in the Notice of Postal Ballot. My responsibility as a scrutinizer for the voting process is restricted to make Scrutinizer’s Report of the votes casted “in favour” or “against” the resolutions stated below, based on the scrutiny of the postal ballots received from the members and on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, appointed by the Company.



3. Further to the above, I submit my report as under:

- a. I assumed the office as Scrutinizer w.e.f. 2<sup>nd</sup> May, 2018.
- b. The Company has appointed Central Depository System Limited to provide platform for e-voting. The e-voting facility was provided by CDSL on their portal i.e. <https://www.evotingindia.com>.
- c. The Registrar and Transfer Agent viz. M/s Purva Sharegistry (India) Private Limited has furnished a letter dated 21<sup>st</sup> May, 2018 confirming about the dispatch of 202 envelopes/articles in respect of Postal Ballot Forms with Postal Stamp Paid Envelopes along with the Notice of Postal Ballot, Explanatory Statement etc. to all the Equity Shareholders of the Company through the Registered Post on 9<sup>th</sup> May, 2018. They have also confirmed about the dispatch of Postal Ballot notice etc. through E-mail also on 9<sup>th</sup> May, 2018 to all those shareholders whose E-mail IDs are available in the Register of members.
- d. It has also been intimated that the Company has published the public notice under Rule 22 (3) of the Companies (Management & Administration) Rules, 2014 by way of an advertisement published on 10<sup>th</sup> May, 2018 in the “Free Press Gujarat” (English Language Newspaper) and the “Lokmitra” (Gujarati Language Newspaper).
- e. The e-voting and Postal ballot period remained open from Thursday, 10<sup>th</sup> May, 2018 (9.00 a.m.) to Friday, 8<sup>th</sup> June, 2018 (5.00 p.m.).
- f. The Members of the Company as on “cut off” date i.e. 4<sup>th</sup> May, 2018 were entitled to vote on the resolution stated in the Notice of the Postal Ballot.
- g. It has been confirmed by the Company that they have not issued any Duplicate Postal Ballot Form as there was no request received from any of the Shareholders in this regard.



- h. During the period from 10<sup>th</sup> May, 2018 to 8<sup>th</sup> June, 2018 (i.e. total duration of 30 days), 48 Equity shareholders in respect of 48,40,667 Equity shares exercised their voting right through E-voting platform of CDSL.
- i. During the period from 10<sup>th</sup> May, 2018 to 8<sup>th</sup> June, 2018 (i.e. total duration of 30 days), necessary arrangements were also made to receive Postal Ballots in physical form through Postal Stamp Paid Envelope. In addition thereto, arrangements were made to receive original Postal Ballots from the Equity shareholders either through Hand delivery/Personally, Courier or Post etc.
- j. Based on this facility, 5 Postal Ballot Forms were received representing 2,22,500 Equity Shares of the Company.
- k. The bifurcation regarding the mode of received Postal/E-voting Ballot Forms is given as under:

Sr. No.	Mode	Number Of Ballot Forms	Number of Shares
1.	E-voting	48	4840667
2.	Postal Stamp Paid Envelope	5	222500
3.	Courier	Nil	Nil
4.	Hand Delivery	Nil	Nil
	<b>Total</b>	<b>53</b>	<b>5063167</b>

- l. On receiving the original Postal Ballot Forms, the same were kept under the safe custody with proper reference details.



- m. The votes casted on E-voting were subsequently unblocked by me on 8<sup>th</sup> June, 2018 (after end of voting period) in the presence of two witnesses, whose names are mentioned below, who are not in the employment of the Company and electronic ballots were diligently scrutinized by me.

Sr. No.	Name & Address of witnesses	Signature of witnesses
01.	Meenakshi Soni G-10, Block- A, Sector-7, Madhavbaug, Nirnaynagar	<i>M.Soni</i>
02.	Shipra Agiwal 83, Mohanlal Jainarayan, Babu bazaar, Bijaingar, Ajmer (Rajasthan) 305624	<i>Shipra</i>

- n. Upon opening of the envelopes containing Postal Ballot Forms, the Inward Numbers were endorsed on the respective Postal Ballot Forms for onward process and these Inward Numbers were consecutively given in chronological order.
- o. The electronic ballots (E-voting) and Postal ballots were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorization lodged by the respective Equity shareholders.
- p. As contained in the Postal Ballot notice, votes given by the Equity shareholder through E-voting was considered final and binding. Therefore, votes given by the Equity shareholder through Postal Ballot was required to be ignored, if the Equity shareholder has exercised his vote through E-voting.
- q. Thereafter, the details of members, who have voted "For", "Against" the resolution proposed for Postal Ballot, were prepared based on report generated from the e-voting website of CDSL and original postal ballots received by me.





4. Based on the scrutiny of the Ballots (both E-voting and Postal Ballot), the result of the E-voting & Postal Ballot on the Resolution is as under:

Particulars	Number of Ballots	Number of Shares
Total E-ballots received	48	4840667
Total Postal Ballots received	5	222500
<b>Total Ballots received</b>	<b>53</b>	<b>5063167</b>
Less: Invalid ballot	1	10000
<b>Total Valid Ballots</b>	<b>52</b>	<b>5053167</b>
Less: Unutilised votes	Nil	Nil
<b>Total Valid used Ballots</b>	<b>52</b>	<b>5053167</b>

a) **Resolution 1:**

**Ordinary Resolution under Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder for Increase the Authorised Share Capital of the Company from Rs. 9 Crores to Rs. 12 Crores.**

- (i) Voted in favour of the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	48	4840667	48406670	100.00
Through Postal Ballot	4	212500	2125000	100.00
<b>Total</b>	<b>52</b>	<b>5053167</b>	<b>50531670</b>	<b>100.00</b>

(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	Nil	Nil	Nil	Nil
Through Postal Ballot	Nil	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

(iii) **Invalid** Votes:

Particulars	Number of members/ballots	Number of votes
Through E-voting	Nil	Nil
Through Postal Ballot	1	10000
<b>Total</b>	<b>1</b>	<b>10000</b>

**b) Resolution 2:**

**Special Resolution under Section 63 and other applicable provisions, if any, of the Companies Act, 2013 for and rules made thereunder for Issue of Bonus Shares.**

(i) Voted **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	48	4840667	48406670	100.00
Through Postal Ballot	4	212500	2125000	100.00
<b>Total</b>	<b>52</b>	<b>5053167</b>	<b>50531670</b>	<b>100.00</b>





(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	Nil	Nil	Nil	Nil
Through Postal Ballot	Nil	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

(iii) **Invalid** Votes:

Particulars	Number of members/ballots	Number of votes
Through E-voting	Nil	Nil
Through Postal Ballot	1	10000
<b>Total</b>	<b>1</b>	<b>10000</b>

c) **Resolution 3:**

**Special Resolution under Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009 (ICDR Regulations) and other applicable provisions, if any, of the Companies Act 2013, ICDR Regulations and the Rules framed thereunder for Migration from SME Platform of BSE Limited to main board of BSE Limited.**

(i) Voted **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	48	4840667	48406670	100.00
Through Postal Ballot	3	210000	2100000	98.82
<b>Total</b>	<b>51</b>	<b>5050667</b>	<b>50506670</b>	<b>99.95</b>



(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	Nil	Nil	Nil	Nil
Through Postal Ballot	1	2500	25000	1.18
<b>Total</b>	<b>1</b>	<b>2500</b>	<b>25000</b>	<b>0.05</b>

(iii) **Invalid** Votes:

Particulars	Number of members/ballots	Number of votes
Through E-voting	Nil	Nil
Through Postal Ballot	1	10000
<b>Total</b>	<b>1</b>	<b>10000</b>

Pursuant to the proviso to sub section (1) of section 106U Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, it is provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal i.e. the Promoters shall abstain from voting.

In view of this, for the purpose of determining requisite majority for this resolution, I have further checked and scrutinized as to whether any of the Promoter have participated in the voting process for this Item of business. After such checking and scrutiny, I have excluded the voting (if any) of all the Promoters as per the available list of Promoters.



Hence, the final voting result, as per Regulation 106U of SEBI-ICDR is as under:

(i) Voted **in favour** of the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	36	516500	516500	100.00
Through Postal Ballot	3	210000	2100000	98.82
<b>Total</b>	<b>39</b>	<b>726500</b>	<b>7265000</b>	<b>99.66</b>

(ii) Voted **against** the resolution:

Particulars	Number of members voted	Number of votes cast by them	Values of shares voted	% of total number of valid votes cast
Through E-voting	Nil	Nil	Nil	Nil
Through Postal Ballot	1	2500	25000	1.18
<b>Total</b>	<b>1</b>	<b>2500</b>	<b>25000</b>	<b>0.34</b>

(iii) **Invalid** Votes:

Particulars	Number of members/ballots	Number of votes
Through E-voting	Nil	Nil
Through Postal Ballot	1	10000
<b>Total</b>	<b>1</b>	<b>10000</b>

You may accordingly declare the result of voting conducted through Postal Ballot with E-voting facility.

5. A compact disk (CD) / Excel Sheets and other supportive documents containing list of equity shareholders who voted “For”, “Against” and those equity share holders whose votes which were declared “Invalid” for the resolution and also the resolutions/authorization received from corporate shareholders etc. together with the original postal ballots, will be returned separately, in due course.

Thanking you,

Yours faithfully,

Place: Ahmedabad  
Date: 9<sup>th</sup> June, 2018



Signature of the Scrutinizer  
[CS MANOJ HURKAT]  
FCS – 4287, CP -2574  
PRACTISING COMPANY SECRETARY

**Countersigned by:**

**For, UMIYA TUBES LIMITED**

**Authorised Signatory**

