

NOTICE

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

Date	: 28 th September, 2019
Day	: Saturday
Time	: 12.30 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 2018-19 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 2018-19 comprising of Balance Sheet as on 31st March, 2019 and the Profit and Loss Statement for the Financial year ended on 31st March, 2019 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 Mr. Saurabhkumar R. Patel (DIN: 06964670), 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. Saurabhkumar R. Patel (DIN: 06964670), be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

RE-APPOINTMENT OF MR. SURENDRASINH P VAGHELA (DIN: 06415080) AS MANAGING DIRECTOR OF THE COMPANY FOR 3 YEARS W.E.F. 1ST JANUARY, 2019:

“**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) and Rules made thereunder 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 re-appointment of Mr. Surendrasinh P. Vaghela (DIN: 06415080) as Managing Director of the Company for the period of three years w.e.f 1st January, 2019 on 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 remuneration of Mr. Surendrasinh P. Vaghela in the best interest of the Company and as may be permissible by law, viz.:

TERMS AND CONDITIONS

- Subject to the superintendence, direction and control of the Board of Directors of the Company, Mr. Surendrasinh P. Vaghela (DIN: 06415080), 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.
- The Managing Director shall be liable to retire by rotation.
- The Managing Director shall be entitled to receive remuneration w.e.f 1st January, 2019
- The Managing Director shall be entitled to receive the remuneration and perquisites as stated below even in the event of inadequacy or absence or profit by the Company in any year.
- The Managing Director shall be paid remuneration and perquisites as under:
 - Salary:** A Salary of Rs. 10,000/- 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.
 - Bonus:** Discretionary bonus as may be decided by Remuneration Committee/ Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to the ceiling of 100% of the annual salary.
 - 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 with Driver, Telephone/Mobile facility, Club Membership etc., as may be decided by the Board of Directors from time to time in line with the norms applicable to the employees of the Company.

RESOLVED FURTHER THAT the approval of the members by way of special resolution be and is hereby specifically given for payment of remuneration to Mr. Surendrasinh P. Vaghela as Managing Director, within the limits laid down under the provision of provisions of Para A of Section II of Part II of Schedule V of the Companies Act of 2013, even if the same is in excess of limits under Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 at any time during his tenure as Managing Director.

RESOLVED FURTHER THAT the Board of Directors are at liberty to alter and vary the terms and conditions of the Remuneration and Perquisites so as not to exceed the limit specified in Schedule V of the Companies Act, 2013 or any amendments of modification that may hereafter be made thereto by the Central Government and as may be agreed between the Board of Directors and Mr. Surendrasinh P Vaghela and without referring the matter to the members of the Company in general meeting once again.

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

4. To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution:

RE-APPOINTMENT OF MR. BHARATKUMAR P. PATEL (DIN: 06562786) AS WHOLE TIME DIRECTOR OF THE COMPANY FOR 3 YEARS W.E.F. 1ST JANUARY, 2019:

“**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) and Rules made thereunder 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 re-appointment of Mr. Bharatkumar P. Patel (DIN: 06562786) as Whole Time Director of the Company for the period of three years w.e.f 1st January, 2019 on 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 remuneration of Mr. Bharatkumar P. Patel in the best interest of the Company and as may be permissible by law, viz.:

TERMS AND CONDITIONS

- I. Subject to the superintendence, direction and control of the Board of Directors of the Company, Mr. Bharatkumar P. Patel (DIN: 06562786), Whole Time 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. Whole Time Director shall be liable to retire by rotation.
- III. Whole Time Director shall be entitled to receive remuneration w.e.f 1st January, 2019
- IV. Whole Time Director shall be entitled to receive remuneration and perquisites as stated below even in the event of inadequacy or absence or profit by the Company in any year.
- V. Whole Time 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 in Schedule V of the Companies Act, 2013.
 - (B) **Bonus:** Discretionary bonus as may be decided by Remuneration Committee/ Board of Directors, depending upon the performance of the appointee, working of the Company and other relevant factors subject to the ceiling of 100% of the annual salary.
 - (C) **Perquisites:** The Whole Time 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 with Driver, Telephone/Mobile facility, Club Membership etc., as may be decided by the Board of Directors from time to time in line with the norms applicable to the employees of the Company.

RESOLVED FURTHER THAT the approval of the members by way of special resolution be and is hereby specifically given for payment of remuneration to Mr. Bharakumar P. Patel as Whole Time Director, within the limits laid down under the provision of provisions of Para A of Section II of Part II of Schedule V of the Companies Act of 2013, even if the same is in excess of limits under Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 at any time during his tenure as Whole Time Director.

RESOLVED FURTHER THAT the Board of Directors are at liberty to alter and vary the terms and conditions of the Remuneration and Perquisites so as not to exceed the limit specified in Schedule V of the Companies Act, 2013 or any amendments of modification that may hereafter be made thereto by the Central Government and as may be agreed between the Board of Directors and Mr. Bharatkumar P. Patel and without referring the matter to the members of the Company in general meeting once again.

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

Registered Office:

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

Date: 4th May, 2019

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 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.**
3. 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 Saturday, 21st September, 2019 to Saturday, 28th September, 2019 (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) 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 6th 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 6th 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.

EXPLANATORY STATEMENT:**ITEM NO. 3:**

At the Extra Ordinary General meeting held on 16th January, 2016, Mr. Surendrasinh P. Vaghela was appointed as Managing Director of the Company for a period commencing from 1st January, 2016 to 31st December, 2018 on the terms and conditions as approved by the shareholders at the said General meeting. Moreover, the present term of appointment of Mr. Surendrasinh P. Vaghela as Managing Director has expired on 31st December, 2018. The Board of Directors at their meeting held on 5th January, 2019 have, subject to the approval of the members, re-appointed Mr. Surendrasinh P. Vaghela as Managing Director of the Company with effect from 1st January, 2019 for a period of 3 years on the remuneration, terms and conditions recommended by the Nomination and Remuneration Committee and Audit Committee as set out in the resolution mentioned at Item No. 3.

The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights, by re-appointing him as Managing Director as mentioned in the resolution, subject to the approval of shareholders. The Board at their meeting held on 5th January, 2019 approved the remuneration, terms and conditions of the reappointment of Mr. Surendrasinh P. Vaghela as Managing Director of the Company, for a period of three (3) years from 1st January, 2019 on the terms and conditions as set out in the resolution set out in the Notice of 6th AGM, subject to approval of the shareholders.

The Board recommends the adoption of the Special Resolution contained in Item no. 3 of the Notice. Mr. Surendrasinh P. Vaghela, Managing Director and Mrs. Beena P. Vaghela, Director 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. 3 of the Notice convening the 6th Annual General Meeting. The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 3 of the Notice for approval of the Members.

ITEM NO. 4:

At the Extra Ordinary General meeting held on 16th January, 2016, Mr. Bharatkumar P. Patel was appointed as whole Time Director of the Company for a period commencing from 1st January, 2016 to 31st December, 2018 on the terms and conditions as approved by the shareholders at the said General meeting. Moreover, the present term of appointment of Mr. Bharatkumar P. Patel as Whole Time Director has expired on 31st December, 2018. The Board of Directors at their meeting held on 5th January, 2019 have, subject to the approval of the members, re-appointed Mr. Bharatkumar P. Patel as Whole Time Director of the Company with effect from 1st January, 2019 for a period of 3 years on the remuneration, terms and conditions recommended by the Nomination and Remuneration Committee and Audit Committee as set out in the resolution mentioned at Item No. 4.

The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights, by re-appointing him as Whole Time Director as mentioned in the resolution, subject to the approval of shareholders. The Board at their meeting held on 5th January, 2019 approved the remuneration, terms and conditions of the reappointment of Mr. Bharatkumar P. Patel as Whole Time Director of the Company, for a period of three (3) years from 1st January, 2019 on the terms and conditions as set out in the resolution set out in the Notice of 6th AGM, subject to approval of the shareholders.

The Board recommends the adoption of the Special Resolution contained in Item no. 4 of the Notice. Mr. Bharatkumar P. Patel, Whole Time Director, Mr. Saurabhkumar R. Patel, Managing Director and Mr. Rikenkumar B. Patel, CFO 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 6th 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.

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				
		(In `)				
(4)	Financial performance based on given indicators	2014-15	2015-16	2016-17	2017-18	2018-19
	Turnover	82,285,542	147,545,741	237,400,708	450,667,606	154,352,619
	Net profit/ (loss) as per Statement of Profit & Loss	115,399	450,280	15,394,106	18,898,033	6,816,192
	Amount of Dividend paid	-	-	-	-	-
	Rate of Dividend declared	-	-	-	-	-
	Earnings before taxes	115,399	4,906,611	16,784,792	25,205,815	1,632,450
	% of EBT to turnover	0.1402	3.3255	7.0702	5.5930	1.0576
(5)	Foreign investments or collaborations, if any.	NIL				
II. Information about the appointee 1:						
(1)	Background details	Name: Surendrasinh P. Vaghela Designation: Managing Director Father's name: Shri Pravinsinh Vaghela Nationality: Indian Date of Birth: 20/05/1987 Qualifications: B. Com Experience: 8 Years				
(2)	Past remuneration	He is appointed as a Managing Director w.e.f. 1 st January, 2016. Earlier, he was drawing Rs. 50,000 p.m. as MD				
(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. 10,000/- per month with liberty to Board to increase or decrease the remuneration. 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. Surendrasinh P. Vaghela is brother of Mrs. Beena P. Vaghela, Director of the Company.
III. Information about the appointee 2:		
(1)	Background details	Name: Mr. Bharatkumar P. Patel Designation: Whole Time Director Father's name: Shri Parsottamdas Patel Nationality: Indian Date of Birth: 25/12/1967 Qualifications: HSC Experience: 13 Years
(2)	Past remuneration	He is appointed as a Whole Time Director w.e.f. 1 st January, 2019. Earlier, he was drawing Rs. 50,000 p.m. as WTD
(3)	Recognition or awards	NIL
(4)	Job profile and his suitability	The whole Time 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. 50,000/- per month with liberty to Board to increase or decrease the remuneration. 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. Bharatkumar P. Patel is uncle of Mr. Saurabhkumar R. Patel, Managing Director, and father of Mr. Rikenkumar B. Patel, CFO of the Company.
IV 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

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

Particulars	Mr. Saurabhkumar R Patel (DIN: 06964670)
Date of Birth	26/02/1990
Date of the first Appointment on the Board	17/03/2014
Qualification	B. Tech in ECE
Expertise in Specific functional areas	Finance, Marketing and Production
Directorships held in other Companies	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	- The term of appointment of Managing Director shall be three years w.e.f 1st September, 2019 - A Salary of Rs. 50,000/- per month plus perquisites with liberty to the Board to increase or decrease the salary within the limits laid down in Schedule V of the Companies Act, 2013.
Number of Board Meetings attended during the year	6 (Six)
Memberships/ Chairmanships of committees of Board of Directors of Company	1 (one)
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director	Nil
Number of shares held in the Company	4,66,666 Equity Shares
Disclosure of relationship between directors inter-se	Nephew of Bharatkumar P. Patel Whole Time Director

Registered Office:

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

Date: 4th May, 2019

CIN:L28112GJ2013PLC074916

By Order of the Board

sd/-

Beena P Vaghela

(DIN:03577571)

Chairperson and Director

INSTRUCTIONS FOR E-VOTING:

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

- (i) The Remote E-voting period begins on 25th September, 2019 (Wednesday) at 9.00 a.m. (IST) and ends on 27th September, 2019 (Friday) 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 21st September, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 27th September, 2019.
- (ii) The shareholders should log on to the e-voting website: 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 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:

For Members holding shares in Demat Form and Physical Form	
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 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.
 - 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 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. 21st September, 2019 may obtain the login Id and password by sending a request at 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 under help section or write an email to 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., 1st October, 2019.
- (xxv) The result declared, along with the Scrutinizer's Report shall be placed on the Company's website: 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]

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

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

I/We, being the member (s) of Umiya Tubes Limited, holding _____ shares of the above named Company, hereby appoint

1. Name	
Address	
E-mail Id	
Signature	

Or Failing him,

2. Name	
Address	
E-mail Id	
Signature	

Or Failing him,

3. Name	
Address	
E-mail Id	
Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual General Meeting of the Company, to be held on the 28th day of September, 2019 at 12.30 p.m. at 208, 2nd 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
Ordinary Business	
1	To receive and adopt Audited Balance Sheet as at 31 st March, 2019 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. Saurabhkumar R. Patel (DIN: 06964670), who retires by rotation and being eligible, offers himself for re appointment.
Special Business	
3	Appointment of Mr. Surendrasinh P. Vaghela as Managing Director of the Company for 3 years w.e.f. 1 st January, 2019
4	Appointment of Mr. Bharatkumar P. Patel as Whole Time Director of the Company for 3 years w.e.f. 1 st January, 2019

Signed this..... day of..... 2019

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, 2nd 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

6th Annual General Meeting

at the Registered Office: 208, 2nd 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 28th September, 2019 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

