

NOTICE

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

Date	: 31 st December, 2020
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:

- To receive and adopt audited financial statements of the Company for the financial year 2019-20 and to pass the following resolution, with or without modification, as an ORDINARY RESOLUTION:
“RESOLVED THAT the Audited Financial Statements of the Company for the financial year 2019-20 comprising of Balance Sheet as on 31st March, 2020 and the Profit and Loss Statement for the Financial year ended on 31st March, 2020 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. 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 a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- To appoint Mrs. Shobhanaben B. Dave (DIN: 08768365) as Independent Director of the Company for a term of five years and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:
“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereof) and pursuant to applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, Mrs. Shobhanaben B. Dave (DIN: 08768365), in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of the Director and who has submitted a declaration that she meets the criteria of Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) years w.e.f 29th June, 2020 and upto the date of Annual General Meeting to be held in the year 2025.
RESOLVED FURTHER THAT the Board of Directors are at liberty to alter and vary the terms and conditions of the appointment so as to include any modification or re enhancement thereof, for the time being in force or any amendments or modification that may hereafter be made thereto and as may be agreed between the Board of Directors and Mrs. Shobhanaben B. Dave.
RESOLVED FURTHER THAT any one of the Director be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to aforementioned resolution.”
- To appoint Mr. Yash Joshi (DIN: 08436257) as Director of the Company and to pass following resolution, with or without modification, as an ORDINARY RESOLUTION:
“RESOLVED THAT Mr. Yash Joshi (DIN: 08436257), be and is hereby appointed as Director of the Company, liable to retire by rotation.”
- To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:
Re-appointment of Mr. Miteshkumar G. Patel (DIN: 07397651) as an Independent Director of the Company for second term of 5 consecutive years.
“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 29th June, 2020 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations, approval of the Company, be and is hereby accorded for re-appointment of Mr. Miteshkumar G. Patel (DIN: 07397651) as an Independent Director of the Company, whose current period of office is up to 16th January, 2021 and who has submitted a declaration confirming that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and the Rules made thereunder and in respect of whom the Company has received a notice in writing from a

Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company from 16th January, 2021 to 15th January, 2026.

RESOLVED FURTHER THAT any one Director 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.”

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a SPECIAL RESOLUTION:

Re-appointment of Mr. Atul J. Popat (DIN: 07323826) as an Independent Director of the Company for second term of 5 consecutive years.

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 29th June, 2020 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations, approval of the Company be and is hereby accorded for the re-appointment of Mr. Atul J. Popat (DIN: 07323826) as an Independent Director of the Company, whose current period of office is up to 16th January, 2021 and who has submitted a declaration confirming that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and the Rules made thereunder and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years on the Board of the Company 16th January, 2021 to 15th January, 2026.

“**RESOLVED FURTHER THAT** any one Director 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: 12th November, 2020

CIN:L28112GJ2013PLC074916

By Order of the Board

sd/-

Saurabhkumar R. Patel

(DIN: 06964670)

Chairperson and Managing Director

NOTES:

1. In view of Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide circular no. 20/2020 dated 5th May, 2020 read with circular No. 14/2020 dated 8th April, 2020 and circular No. 17/2020 dated 13th April, 2020 (collectively referred to as ‘MCA Circulars’), inter alia, permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) without the physical presence of the Members at a common venue. Hence, the Company is providing VC option to the members of the company to attend the meeting through video conferencing. However, the members attending the meeting through VC shall not be entitled to attend proxy. The credentials of attending the meeting through VC are given elsewhere in this Notice.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
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 Thursday, 24th December, 2020 to Thursday, 31st December, 2020 (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. The Notice of the 7th AGM along with the Financial Statements 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.
7. The members whose email ids are not registered in their Demat Account with their Depository Participant and who have not provided their email ids to the Company/RTA, are requested to provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company (info@umiyatubes.com) / RTA (support@purvashare.com).

8. REMOTE E-VOTING AND ALSO E-VOTING DURING AGM:

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 7th Annual General Meeting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility (both remote e-voting and e-voting during the AGM). The complete details of the instructions for e-voting are annexed to this notice.

9. The instructions for shareholders voting on the day of the AGM on e-voting system and instructions for attending the AGM through VC / OAVM are also annexed to this Notice separately.
10. Members, Directors, Auditors and other eligible persons to whom this notice is being circulated can attend this annual general meeting through video conferencing at least 15 minutes before the schedule time and shall be closed after expiry of 15 minutes from the scheduled time.
11. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Attendance of the members will be recorded on the CDSL platform at the time when the member log in to attend the AGM through VC/OAVM
12. 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:

The Company has received a Notice from a Member in writing along with other documents under Section 160 of the Act, proposing candidature of Mrs. Shobhanaben B. Dave (DIN: 08768365) for the office of the Independent Director in the category of Woman Director also.

Mrs. Shobhanaben B. Dave, aged 63 years has completed first year of Commerce graduation. She has worked as consultant gaining experience in administrative, human resource, accounts and finance aspects of the business. She is also registered herself with the Independent Directors database maintained by IICA.

She has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Shobhanaben B. Dave fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and she is Independent from the management.

Hence, in compliance with the provisions of Section 149 read with Schedule IV of the Act and applicable requirements of the SEBI (LODR) Regulations, the appointment of Mrs. Shobhanaben B. Dave as an Independent Directors is being placed before the Members for their approval by an Ordinary Resolution.

The Company has received from Mrs. Shobhanaben B. Dave the following documents:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014;
- (ii) Intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

Looking to the diversified experience and expertise, the Board is of the opinion that the guidance and advice of Mrs. Shobhanaben B. Dave as a Director will be of immense value.

Hence, the Directors recommend this resolution to be passed as an Ordinary Resolution.

The documents connected with this special business including terms and conditions of appointment of Mrs. Shobhanaben B. Dave will be open for inspection at the registered office of the Company on all working day during normal working hours of the Company.

Mrs. Shobhanaben B. Dave is interested in this resolution since it relates to her appointment as an Independent Director of the Company. Mrs. Shobhanaben B. Dave is not related with any other Directors of the Company inter-se. Other particulars are also given elsewhere in this Notice.

Except this, no other Director or Key Managerial Person or their relatives are concerned or interested in this resolution.

ITEM NO. 4:

The Company has received a Notice from a Member in writing, proposing candidature of Mr. Yash Joshi (DIN: 08436257) for the office of Director.

Mr. Yash Joshi aged 25 years is a young engineering graduate having flavor for various aspects of business management and finance. In view of this, the Board of Directors has appointed him as an Additional Director of the Company w.e.f. 29th June, 2020 and has also recommended his appointment as Director of the Company subject to approval of the members of the Company.

The Company has received from Mr. Yash Joshi the following documents:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014;
- (ii) Intimation in Form DIR-8 in terms of Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

Looking to the diversified expertise, the Board is of the opinion that the guidance and advice of Mr. Yash Joshi as a Director will be of immense value. Hence, the Directors recommend this resolution to be passed as an Ordinary Resolution.

Mr. Yash Joshi is interested in this resolution since it relates to his appointment as a Director of the Company. Except this, no other Director or Key Managerial Person or their relatives are concerned or interested in this resolution.

Other particulars of Mr. Yash Joshi are also given elsewhere in this Notice.

The documents connected with this special business including terms and conditions of appointment of Mr. Yash Joshi will be open for inspection at the registered office of the Company on all working day during normal working hours of the Company.

ITEM NO. 5 and 6:

Pursuant to Section 149 and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and the applicable provisions of Listing Regulations, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and shall be eligible for reappointment on passing of a Special Resolution by the Company.

In accordance to that Mr. Miteshkumar G. Patel (DIN: 07397651) and Mr. Atul J. Popat (DIN: 07323826), were appointed as Independent Directors of the Company for a term of 5 years from 16th January, 2016 and will complete their initial term as an Independent Director of the Company on 15th January, 2021, they are eligible for re-appointment for one more term.

The Board of Directors in its meeting held on 29th June, 2020 noted that the above Directors are reasonably known professionals drawn from diverse fields, who bring with them a wide range of skills and experience to the Board, which enhances the quality of Board's decision-making process. The Company and the Board has immensely benefited from their vast experience, knowledge and strategic insights on various matters relating to the Company's business. Considering the enormous contribution of the Directors to the functioning and performance of the Company, the Board felt that it will be in the interest of the Company to re-appoint them as Independent Directors.

The Board of Directors of the Company on the basis of the report of performance evaluation and the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Miteshkumar G. Patel (DIN: 07397651) and Mr. Atul J. Popat (DIN: 07323826) as Independent Directors of the Company not liable to retire by rotation, for a second term of 5 (five) consecutive years w.e.f. 16th January, 2021.

Mr. Miteshkumar G. Patel (DIN: 07397651) and Mr. Atul J. Popat (DIN: 07323826) have given their consent to act as Independent Directors of the Company and have furnished necessary declarations to the Board of Directors that they meet the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further as per the declarations received by the Company, Mr. Miteshkumar G. Patel and Mr. Atul J. Popat are not disqualified to be re-appointed as Directors under Section 164 of the Companies Act, 2013. The Company has received notices in writing from members under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Miteshkumar G. Patel and Mr. Atul J. Popat for the office of Director of the Company. In the opinion of the Board Mr. Miteshkumar G. Patel and Mr. Atul J. Popat fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for re-appointment as Independent Directors. A brief profile of the aforesaid Independent Director proposed to be re-appointed including nature of their expertise and shareholdings in the Company, etc. are given elsewhere in this Notice.

None of the Directors or Key Managerial Personnel except Mr. Miteshkumar G. Patel and Mr. Atul J. Popat either directly or through their relatives with regard to their respective re-appointment are, in any way, concerned or interested, whether financially or otherwise, in the resolutions as set out at Item Nos. 5 and 6 of the Notice. The Board of Directors, therefore, recommends the Resolutions as set out at Item Nos. 5 and 6 to be passed as Special Resolutions by the Members.

Details of Director Seeking Appointment at the Annual General Meeting

Particulars	Mr. Shobhanaben B. Dave (DIN: 08768365)	Mr. Yash Joshi (DIN: 08436257)
Date of Birth	17/07/1957	09/07/1995
Date of the first Appointment on the Board	29/06/2020	29/06/2020
Qualification	F. Y. B. Com	Engineer
Expertise in Specific functional areas	Administrative, Human Resource, Accounts and Finance	Engineering, Production and other technical aspects
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	- The term of appointment of Independent Director shall be five years w.e.f 29 th June, 2020	- Not Applicable
Number of Board Meetings attended during the year	N.A.	N.A.
Memberships/ Chairmanships of committees of Board of Directors of Company	3 (Three)	Nil
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he/she is director	Nil	Nil
Number of shares held in the Company	Nil	Nil
Disclosure of relationship between directors inter-se	N.A.	N.A.

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

Particulars	Mr. Surendrasinh P. Vaghela (DIN: 06415080)	Mr. Mitesh G Patel (DIN: 07397651)	Mr. Atul J Popat (DIN: 07323826)
Date of Birth	20/05/1987	26/07/1990	18/03/1972
Date of the first Appointment on the Board	07/05/2013	16/01/2016	16/01/2016
Qualification	B. Com	Engineer	B.com, LLB
Directorships held in other Companies	- Naitik Infrastructure Private Limited - SNB Corporation Private Limited	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	- Not Applicable	- The term of appointment of Independent Director shall be five years w.e.f 16 th January, 2021	- The term of appointment of Independent Director shall be five years w.e.f 16 th January, 2021
Number of Board Meetings attended during the year	4 (Four)	4 (Four)	4 (Four)
Memberships/ Chairmanships of committees of Board of Directors of Company	1 (one)	Nil	3 (Three)
Memberships/ Chairmanships of committees of Board of Directors of other Companies in which he is director	Nil	Nil	Nil
Number of shares held in the Company	4,13,333 Equity shares	Nil	Nil
Expertise in Specific functional areas	Administrative, Human Resource,	Engineering, Production and other	Legal and Professional matters
Disclosure of relationship between directors inter-se	N.A.	N.A.	N.A.

Registered Office:

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

Date: 12th November, 2020

CIN:L28112GJ2013PLC074916

By Order of the Board

sd/-

Saurabhkumar R. Patel

(DIN: 06964670)

Chairperson and Managing Director

INSTRUCTIONS FOR E-VOTING:

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

- (i) The Remote E-voting period begins on 28th December, 2020 (Monday) at 9.00 a.m. (IST) and ends on 30th December, 2020 (Wednesday) 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 24th December, 2020 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 30th December, 2020.
- (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 first two letters of their name and the last 8 digits of the Client ID /Folio number in the PAN field. - In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 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. 24th December, 2020 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., 2nd January, 2021.
- (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.

INSTRUCTIONS FOR E-VOTING DURING AGM:

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
- (iii) If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- (iv) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM:

- (i) Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholder’s/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (ii) Members are encouraged to join the Meeting through Laptops for better experience.
- (iii) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company email id i.e. info@umiyatubes.com.
- (vi) Shareholders who would like to express their views/have questions may send their questions in advance 7 days prior to meeting mentioning their name demat account number/folio number, email id, mobile number at company email id i.e. info@umiyatubes.com. The same will be replied by the company suitably.

Those shareholders who have registered themselves as speaker will only be allowed to express their views/ask questions during AGM.