

9th May, 2018

To,
BSE Limited (SME Platform)
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Company Code No. 539798

Dear Sir,

Sub: Passing of Resolution(s) by Postal Ballot with E-voting

This is in continuation to our letter dated 2nd May, 2018.

Please find enclosed herewith copy of Postal Ballot Notice along with Explanatory Statement and Postal Ballot Form being dispatched through Registered/Speed Post to the shareholders of the Company seeking consent of its shareholders through postal ballot pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014.

Remote e-voting/Postal Ballot period will commence on Thursday, 10th May, 2018 at 9:00 a.m. (IST) and ends on Friday, 8th June, 2018 at 5:00 pm (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. Friday, 4th May, 2018), only shall be entitled to avail the facility of remote e-voting/postal ballot. Last Date for receipt of Postal Ballot Form by the Scrutinizer is Friday, 8th June, 2018 at 5.00 p.m. (IST) at the Registered office of the Company.

This is to further inform that the results of Postal Ballot will be announced on Saturday 9th June, 2018 barring unforeseen circumstances.

The Board has appointed Mr. Manoj Hurkat, Practicing Company Secretary, Ahmedabad, as Scrutinizer, at its meeting held on 2nd May, 2018, for conducting the voting by postal ballot with e-voting facility in a fair and transparent manner.

This is in compliance of the applicable Regulation of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,
For UMIYA TUBES LIMITED

B. P. Vaghela

BEENA P VAGHELA (DIN: 03577571)
CHAIRPERSON & DIRECTOR



Encl: 1. Postal Ballot Notice with Explanatory Statement and E-voting instructions
2. Blank Postal Ballot Form



UMIYA TUBES LIMITED
(CIN: L28112GJ2013PLC074916)

Registered Office:

208, 2nd Floor, Suman Tower,
Sector No.-11, Gandhinagar -382011(Gujarat)
Phone No. 079-23242052

E-Mail ID: info@umiyatubes.com Website: www.umiyatubes.com

POSTAL BALLOT NOTICE

[Notice under Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),
Umiya Tubes Limited

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below is proposed to be passed by the Members through postal ballot with electronic voting (e-voting) facility. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed CS Manoj Hurkat, Partner, M/s. Manoj Hurkat & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot with e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Postal Stamp Paid Envelope. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Postal Stamp Paid Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 05:00 pm on 08/06/2018 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically

The Scrutinizer will submit his report to the Chairperson or any other person authorized by the Chairperson in that behalf after the completion of the scrutiny of the postal ballots (including e-voting). The results shall be declared on or before 09/06/2018 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and shall also be displayed on the Company's website at www.umiyatubes.com

1. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

TO INCREASE THE AUTHORISED SHARE CAPITAL:

“**RESOLVED THAT** pursuant to the provisions of Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, and in accordance with the provisions of the Articles of Association of the Company, the consent of the members of the Company, be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 9,00,00,000 (Rupees Nine Crores Only) divided into 90,00,000 (Ninety Lacs) Equity Shares of face value of Rs. 10/- each to Rs. 12,00,00,000 (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lacs) Equity Shares of face value of Rs. 10/- each by creation of additional 30,00,000 (Thirty Lacs) Equity Shares of face value of Rs. 10/-each ranking pari passue in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, the consent of the members of the Company, be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.

V. The Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000/- (One Crore Twenty Lacs Only) Equity Shares of Rs. 10/- (Rs. Ten Only) each

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.”

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

ISSUE OF BONUS SHARES:

“RESOLVED THAT-

- i. pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including Rules notified thereunder, as may be amended from time to time, Article 166 of the Articles of Association of the Company and provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 and other applicable laws, rules, regulations, etc., if any and subject to such consents and approvals as may be required from the appropriate authorities, the consent of the shareholders be and is hereby accorded to capitalize a sum of Rs. 2,50,16,670/- (comprising of Rs. 1,10,25,000 from the Securities Premium Account and Rs. 1,39,91,670 from the Credit balance of the Profit & Loss Account) for distribution among the holders of existing fully paid equity shares of Rs. 10/ each of the Company, whose names will appear in the Register of Members/Beneficial Owners' of the Company on Record Date to be decided by the Board of Directors for this purpose, as an increase of the nominal amount of the equity share capital of the Company held by each such shareholder, and not as income or in lieu of dividend, credited as 25,01,667 new fully paid equity shares of Rs. 10/- each as bonus shares in the proportion of 1 (one) new equity bonus share of Rs. 10/-each for every 3 (three) existing fully paid equity share of Rs. 10/- each held.

- ii. the new equity bonus shares of Rs. 10/-each to be allotted and Issued as bonus shares shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company and shall be entitled to participate in full in any dividend(s) to be declared after the bonus shares are allotted.
- iii. no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus shares shall be issued to shareholders holding shares in physical mode and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the new equity bonus shares will be credited to the demat account of the allottees, who hold the existing equity shares in electronic form.
- iv. the allotment of the new equity bonus shares and payment in respect of fractional entitlement, if any, to the extent that they relate to non-resident members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 or and other applicable laws, rules, regulations, etc., if any as may be deemed necessary.
- v. the Board shall not issue any certificate or coupon in respect of fractional shares, but the total number of such new equity shares representing such fractions shall be allotted by the Board to a nominee(s) to be selected by the Board, who would hold them as trustee(s) for the equity shareholders who would have entitled to such fractions. Such nominee(s) will as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such shares, after adjusting/ deducting the cost and expenses in respect thereof, be distributed among such members who are entitled to such fractions in proportion of their respective holding and allotment of fractions thereof.
- vi. the Board or such other authority as approved by the Board be and is hereby authorized to take necessary steps for Listing of such Bonus Shares on the Stock Exchanges where the equity shares of the Company are listed, in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Guidelines, Rules and Regulations.
- vii. for the purpose of giving effect to the aforesaid resolutions, the Board/ Committee of the Board be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, Including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board/Committee of the Board in its discretion thinks fit and proper."

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

MIGRATION FROM SME PLATFORM OF BSE LIMITED TO MAIN BOARD OF BSE LIMITED:

“RESOLVED THAT pursuant to provisions laid down in 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, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company, be and is hereby accorded for purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited and follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any one of the Directors of the Company, be and are hereby authorized jointly and/or severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to Bombay Stock Exchange, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby authorized jointly and/or severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution on behalf of the Company.”

By the Order of the Board
For **UMIYA TUBES LIMITED**

-Sd

Date: 2nd May, 2018

Place: Gandhinagar

BEENA P VAGHELA
(DIN: 03577571) CHAIRPERSON

Notes

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited as on 04/05/2018. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a self-addressed Postal Stamp Paid Envelope.

3. Members whose names appear on the Register of Members / List of Beneficial Owners as on 04/05/2018 will be considered for the purpose of e-voting and/or postal ballot.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to info@umiyatubes.com. The Registrar and Transfer Agent / Company shall forward the same along with self-addressed Postal Stamp Paid Envelope to the Member.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on specified date i.e. 04/05/2018.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Postal Stamp Paid Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 05:00 pm) on 08/06/2018. The postage is borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after (i.e. 05:00 pm) on 08/06/2018, it will be considered that no reply from the Member has been received.
11. The Scrutinizer will submit his report to the Chairperson after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairperson or any Director of the Company duly authorized, on or before 09/06/2018 at the registered office and will also be displayed on the website of the Company (www.umiyatubes.com), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date
12. The date of declaration of results of the postal ballot, i.e. on or before 09/06/2018, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice.

INSTRUCTIONS FOR E-VOTING:

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

- (i) The Remote E-voting period begins on 10th May, 2018 (Thursday) at 9.00 a.m. (IST) and ends on 8th June, 2018 (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/specified date of 4th May, 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 8th June, 2018.
- (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) <ul style="list-style-type: none">• 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. <ul style="list-style-type: none">• 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. 4th May, 2018 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 resolution through postal ballot t, for members 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 Postal Ballot, 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., 9th June, 2018.
- (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.

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts regarding to the business mentioned under Item Nos. 1 to 3 of the accompanying notice dated 2nd May, 2018.

Item Number: 1

The existing Authorised Capital of the Company is Rs. 9,00,00,000/- (Rupees Nine Crores) comprising of 90,00,000 Equity Shares of face value of Rs. 10/- each. In view of proposed bonus issue, existing warrants issued to promoter/promoter group and future need for increase of capital etc., it would be necessary to increase the said Authorised capital to Rs. 12,00,00,000 (Rupees Twelve Crores only) comprising of 1,20,00,000 Equity shares of face value of Rs. 10/- each. .

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act") provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

Article 4 of the Articles of Association empowers that the Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64of the Act.

In view of this, the Company proposes to increase the existing authorised equity capital from Rs. 9,00,00,000/- (Rupees Nine Crores Only) comprising of 90,00,000 Equity Shares of face value of Rs. 10/- each to Rs. 12,00,00,000 (Rupees Twelve Crores Only) comprising of 1,20,00,000 Equity Shares of face value of Rs. 10/- each.

The proposed increase in Authorised Capital will consequently require alteration in Capital clause V of Memorandum of Association.

The Ordinary resolution is therefore proposed at item no. 1 of the notice to increase the Authorised Share Capital of the Company and the notice for making necessary alterations in Capital clause V of Memorandum of Association.

The Directors recommend these Resolutions at Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

Item Number: 2

With a view to increase the market capitalization of the Company and also improve the liquidity and considering the financial parameters and the position of reserves of the Company, the Board of Directors of the Company at its meeting held on 2nd May, 2018, has considered and approved the Bonus shares in the ratio of 1 equity shares against 3 equity shares held by the members as on the record date by capitalizing an amount not exceeding Rs. 2,50,16,670/- from the credit balance of Securities premium accounts to the extent of Rs. 1,10,25,000/- and credit balance of Profit and Loss Account to the extent of Rs. 1,39,91,670/-

The present Authorized Share Capital of the Company is Rs. 9,00,00,000/- out of which share capital of Rs. 7,50,50,000/- is paid-up. The balance in the securities premium account of Rs. 1,10,25,000/- is available for capitalization. There is balance of Rs. 1,59,55,785/- to the credit of profit and loss account as on 31st March, 2017 which is also available for capitalization. To capitalize, securities premium account and a portion of the amount available to the credit of profit and loss account, your Board in its meeting held on 2nd May, 2018 recommended issue of Bonus Shares in proportion of 1 (one) equity share for every 3 (three) existing equity shares held by the members on Record Date to be fixed later on in this behalf by the Board of Directors of the Company for capitalizing a sum of Rs. 2,50,16,670/- - from Securities premium account (to the extent of Rs. 1,10,25,000/-) and Credit balance of Profit and Loss Account (to the extent of Rs. 1,39,91,670/-) as per the books of accounts of the Company and the same is proposed to be applied in issuing 25,01,667 (rounded off to nearest one) fully paid up bonus equity of Rs. 10/- at par

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, the Securities & Exchange Board of India (SEBI) Rules and Regulations and subject to such approvals, if required, from the statutory authorities. As per Articles of Association of the Company, it is necessary to obtain the approval of the shareholders for issue of bonus shares by capitalization of reserves.

Further, it is necessary to authorize the Board of Directors/Committee of the Board of the Company to complete all the regulatory formalities prescribed by the SEBI, RBI, the Stock Exchanges on which the Company's securities are listed and any other regulatory authority in connection with issue and allotment of Bonus Equity Shares.

The Board of Directors of the Company recommends the Special Resolution as set out in the accompanied Notice for approval of the shareholders through postal ballot.

No Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

Item Number: 3

The Company was listed on the SME Platform of BSE on 1st April, 2016 and will be eligible to migrate to the Main Board of BSE Limited by the end of two years of listing on BSE SME Platform i.e. 1st April, 2018, as per the guidelines specified by SEBI vide their circular dated May 18, 2010 and as per the procedures laid down under Chapter XB of the SEBI ICDR Regulations, 2009.

Listing on the Main Board of BSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

The members are, therefore, requested to accord their approval, for the purpose migration of the Company's present listing from SME Platform of BSE Limited to Main Board of BSE Limited as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, the Board or Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

Pursuant to Regulation 106U of the SEBI ICDR Regulations, this resolution shall be acted upon only if and only if the votes cast by shareholder 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.

All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the registered office of the Company during working hours on all working days from the date of dispatch of notice till the conclusion of time for submission of postal ballot i.e. 05:00 pm on Friday, 8th June, 2018.

By the Order of the Board
For **UMIYA TUBES LIMITED**
-Sd

BEENA P. VAGHELA
(DIN: 03577571) CHAIRPERSON

Date: 2nd May, 2018
Place: Gandhinagar



UMIYA TUBES LIMITED

(CIN: L28112GJ2013PLC074916)

Registered Office:

208, 2nd Floor, Suman Tower,
Sector No.-11, Gandhinagar -382011(Gujarat)

Phone No. 079-23242052

E-Mail ID: info@umiyatubes.com Website: www.umiyatubes.com

Serial No. _____

POSTAL BALLOT FORM

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block Letters)	
2.	Postal Address	
3.	Registered Folio No./* Client ID No. (*applicable to investors holding shares in dematerialized format)	
4.	Class of Share	Equity shares

I/we hereby exercise my/our votes in respect of Ordinary/Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 2nd May, 2018 by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below.

Sr. No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1	To increase the authorised share capital of the Company from Rs. 9 Crores to Rs. 12 Crores.			
2	To approve the issue of 2501667 Bonus Equity Shares in ratio of one bonus equity shares against three equity shares.			
3	To Migrate from SME platform of BSE Limited to the Main board of BSE Limited.			

Place :
Date :

(Signature of the shareholder/ Authorised Representative*)



UMIYA TUBES LIMITED

(CIN: L28112GJ2013PLC074916)

Registered Office:

208, 2nd Floor, Suman Tower,

Sector No.-11, Gandhinagar -382011(Gujarat)

Phone No. 079-23242052

E-Mail ID: info@umiyatubes.com Website: www.umiyatubes.com

Note: please read carefully the instructions printed overleaf before exercising your vote.

Instructions;

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope. Postage is borne and paid by the Company. However, envelope containing Postal Ballot, if sent by courier or by hand at the expense of the registered Shareholder will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature Registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.
4. There will be one Postal Ballot Form for every Folio irrespective of the number of joint holders.
5. The Postal Ballot shall not be exercised by a Proxy.
6. Incomplete, unsigned or incorrectly ticked Ballot Form will be rejected.
7. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
8. **Duly completed Postal Ballot Forms should reach the Company not later than on 8th June, 2018 (05.00 pm. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Shareholder(s) has not been received.**
9. Voting rights shall be reckoned on the paid up value of Shares registered in the name of the Shareholders on 4th May, 2018 which is declared as specified date for dispatch of the Notice.
10. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. Postal Ballot form received by fax will be rejected as if reply from shareholder has not been received unless the original Postal Ballot Form is received within prescribed time period.
13. The Scrutinizer will submit the report to the Chairperson or any other person authorized by Chairperson in this regard, after completion of the Scrutiny and result of the Postal Ballot will be announced by the said Chairperson and/or Managing Director of the Company on or before 9th June, 2018 at Registered Office of the Company.