

**UMIYA TUBES LIMITED**  
**(CIN: L28112GJ2013PLC074916)**

**Registered Office:**

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

Contact No: 9033090051, 9727715568

E-mail Id: info@umiyatubes.in

Website: www.umiyatubes.in

27<sup>th</sup> December, 2023

To,  
The BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

**Company Code No. 539798**

Dear Sirs;

**Sub: Notice of Extra Ordinary General Meeting**

We are enclosing herewith the copy of Notice of Extra Ordinary General Meeting scheduled to be held on Tuesday, 23<sup>rd</sup> January, 2024 at 12.30 p.m. at the Registered Office of the Company at 208, 2<sup>nd</sup> Floor, Suman Tower, Sector -11, Gandhinagar - 382 011 through VC/OAVM.

This is in compliance with Regulation 30 read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015.

Kindly acknowledge receipt of the same.

Thanking you,

Yours faithfully,

**For, UMIYA TUBES LIMITED**

*Saurabh Kumar R. Patel*



**SAURABHKUMAR R. PATEL (DIN: \*06964670)**  
**CHAIRPERSON & MANAGING DIRECTOR**



## UMIYA TUBES LIMITED

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Website: [www.umiyatubes.in](http://www.umiyatubes.in)

### NOTICE

**NOTICE** is hereby given that an Extra Ordinary General Meeting (“EGM”) of the Members of UMIYA TUBES LIMITED will be held on Tuesday, 23<sup>rd</sup> January, 2024 at 12.30 p.m. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business:

#### **SPECIAL BUSINESS:**

#### **1. APPROVAL FOR SALE OF LAND AND BUILDING OF THE COMPANY SITAUTED AT SURVEY NOS.1581 to 1584 (OLD NOS.284/1, 284/2, 284/3 & 284/4) OF UJEDIYA, TAL. TALOD, DIST. SABARKANTHA, GUJARAT:**

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 and relevant Rules made thereunder and in terms of Regulation 37A (to the extent applicable) and other applicable provisions, if any of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, in terms of the relevant provisions of the Memorandum and Articles of Association of the Company and all other applicable laws, rules and regulations, as amended, supplemented or re-enacted from time to time and as approved by the Board of Directors of the Company (which term shall be deemed to include any Committee thereof or Director(s) or Official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) (hereinafter referred to as the “Board”) and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary and subject to the approval of the Banks/Lenders, as may be necessary, the consent of shareholders of the Company, be and hereby accorded for sale or otherwise disposal of the Land and Building/s of the Company situated at Survey Nos.1581 to 1584 (Old nos.284/1, 284/2, 284/3 & 284/4) of Ujediya, Tal. Talod, Dist. Sabarkantha, admeasuring 10887.00 sq. mtrs. for such consideration not less than Rs. 4,00,00,000/- (Rupees Four Crores only) and on such other terms and conditions as are specified in the draft of the Sale Deed/ Agreement to Sale as placed before the meeting and initialled by the Chairman for identification purpose and the key details of which are disclosed in the explanatory statement forming part of the Notice;

**RESOLVED FURTHER THAT** Mr. Saurabhkumar R. Patel (DIN: 06964670), Managing Director of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be required or necessary and to execute all deeds, documents, papers and writings as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Shareholders of the Company, including without limitation, finalizing the terms and conditions including consideration, utilisation of proceeds thereof and for executing necessary agreements, deeds and such other documents, as may be necessary or expedient in its own discretion and in the best interest of the Company, including delegation of all or any of the powers herein conferred by this resolution, to any Director(s), or to any Committee of Directors or any other Officer(s) including Key Managerial Personnel / Authorised Representative(s) of the Company, or to engage the services of any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this Resolution.”



## **2. APPROVAL FOR SALE OF PLANT AND MACHINERIES AND OTHER ASSETS OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder and in terms of Regulation 37A (to the extent applicable) and other applicable provisions, if any of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, in terms of the relevant provisions of the Memorandum and Articles of Association of the Company and all other applicable laws, rules and regulations, as amended, supplemented or re-enacted from time to time and as approved by the Board of Directors of the Company (which term shall be deemed to include any Committee thereof or Director(s) or Official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) (hereinafter referred to as the “Board”) and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary and subject to the approval of the Banks/Lenders, the consent of Shareholders be and is hereby accorded for sale/ transfer / disposal off its entire or particular Plant and Machineries installed at its unit situated at Survey Nos.1581 to 1584 (Old nos.284/1, 284/2, 284/3 & 284/4) of Ujediya, Tal. Talod, Dist. Sabarkantha, Gujarat ("Unit") at a consideration not less than Rs. 72,00,000/- (Rupees Seventy Two Lacs only) for all such Plant & Machineries as also any other assets, properties, right or interest of the Company at such consideration and on such other terms and consideration as may be deemed appropriate in the best interest of the Company

**RESOLVED FURTHER THAT** Mr. Saurabhkumar R. Patel (DIN: 06964670), Managing Director of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be required or necessary and to execute all deeds, documents, papers and writings as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Shareholders of the Company, including without limitation, finalizing the plant & machineries to be sold or disposed off, counter party to the transaction (other than related parties), the terms and conditions including consideration, utilisation of proceeds thereof and for executing necessary agreements, deeds and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company, including delegation of all or any of the powers herein conferred by this resolution, to any Director(s), or to any Committee of Directors or any other Officer(s) including Key Managerial Personnel / Authorised Representative(s) of the Company, or to engage the services of any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this Resolution.”

**Date: 20<sup>th</sup> December, 2023**

**By order of the Board  
For Umiya Tubes Limited**

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

**SD/-  
Saurabhkumar R. Patel  
Chairman & Managing Director  
(DIN: 06964670)**

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20/2020 dated May 5, 2020 read with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 9/2023 dated 25<sup>th</sup> September, 2023 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (‘SEBI’) vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/ CMD2/ CIR /P/ 2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 (referred in SEBI Master circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July, 2023) and also SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 (collectively referred to as “SEBI Circulars”), have permitted the holding of General Meeting through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue vide the above MCA circulars. In compliance with the provisions of the Companies Act, 2013 (“Act”), amended provisions of SEBI (LODR) Regulations, 2015 (“Listing Regulations”), MCA Circulars and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (‘SS-2’), the EGM of the Company will be held through VC / OAVM. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at 208, 2<sup>nd</sup> Floor, Suman Tower, Sector-11, Gandhinagar - 382011.
2. Since this EGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, 2013, Representatives of Members such as the President of India or Governor of a State or a Body Corporates can attend the EGM through VC/OAVM and participate thereat and cast their votes through E-voting. Corporate members intending to attend/vote at EGM through VC / OAVM by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 are requested to send their Certified True Copy of the resolutions/ Power of Attorney to the Scrutinizer by E-mail to [manojhurkat@hotmail.com](mailto:manojhurkat@hotmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and to the Company at [info@umiyatubes.in](mailto:info@umiyatubes.in) authorizing their representatives to attend and vote on their behalf at the Extra Ordinary General Meeting of the Company.
3. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
4. The Company has fixed 16<sup>th</sup> January, 2024 (Tuesday) as Cut-off date for determining entitlement for Remote E-voting as well as E-voting during the EGM.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, SS-2 on General Meetings and SEBI (LODR) Regulations, 2015 setting out material facts in respect of special businesses to be transacted at the meeting, is annexed hereto. The Board has decided to convene the EGM to consider the above Special Businesses as it is unavoidable in nature.
6. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their self-attested PAN to their DP(s) with whom they are maintaining their demat accounts.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations 2015 (as amended), and MCA Circulars as well as SEBI Circulars, the Company is providing facility of Remote E-voting to its Members in respect of the business to be transacted at

the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized E-Voting agency. The facility of casting votes by a member using Remote E-voting as well as E-voting during EGM will be provided by CDSL.

8. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice will also be available on the Company's website in Investor section, website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Central Depository Services Limited (CDSL) i.e. [www.evotingindia.com](http://www.evotingindia.com) or [www.cdslindia.com](http://www.cdslindia.com)
9. The Members can join the EGM through VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice and shall be closed after expiry of 15 minutes from the scheduled time. The facility of participation at the EGM through VC/OAVM will be made available to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
10. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Purva Share Registry (India) Limited in case the shares are held by them in physical form.
11. Shareholders holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending a duly signed request letter to the Registrar and Transfer Agents of the Company i.e. Purva Share Registry (India) Limited by providing Folio No. and Name of shareholder. Shareholders holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote (both remote e-voting and e-voting at the EGM).
13. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [info@umiyatubes.in](mailto:info@umiyatubes.in) from 16<sup>th</sup> January, 2024 (10.00 a.m. IST) to 19<sup>th</sup> January, 2024 (4.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
14. The Board of Directors in their Meeting held on 20<sup>th</sup> December, 2023 appointed Mr. Manoj Hurkat, Practicing Company Secretary, Ahmedabad of M/s Manoj Hurkat & Associates (Membership No.4287 & CP No. 2574) as a Scrutinizer for overseeing the remote e-voting process in a fair and transparent manner.
15. The Scrutinizer shall submit his report to the Chairman, or any other person authorised by him. Results declared along with report of the Scrutinizer shall be placed on the website of the Company [www.umiyatubes.in](http://www.umiyatubes.in) and on the E-voting website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and Website of Stock exchange at [www.bseindia.com](http://www.bseindia.com), immediately after declaration of result by the Chairman or any person authorized by him in this behalf.

## INSTRUCTIONS FOR REMOTE E-VOTING:

The instructions for members for voting electronically are as under:

Step 1: Access through Depositories CDSL/NSDL E-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The Remote E-voting period begins on **20<sup>th</sup> January, 2024 (Saturday) at 9.00 a.m. (IST)** and ends on **22<sup>nd</sup> January, 2024 (Monday) 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 16<sup>th</sup> January, 2024 may cast their vote electronically. The Remote E-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 22<sup>nd</sup> January, 2024.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit cdsl website i.e. <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi tab.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li></ol>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> / either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL E-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.



- (v) Login method of Remote e-Voting for Physical shareholders and shareholders other than individual holding in demat mode.
- 1) The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” Module.
  - 3) 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
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form other than Individual and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/ RTA.</li> </ul>
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"> <li>• 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).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN (for **UMIYA TUBES LIMITED**) on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions Details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) 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.



- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification
- (xvii) Additional Facility for Non-Individual Shareholders and Custodians-For remote e-voting only
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is mandatory that, 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.
  - Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@umiyatubes.in](mailto:info@umiyatubes.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS, WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your E-mail Id & Mobile No. with your respective Depository Participants (DP)
3. For Individual Demat shareholders – Please update your E-mail Id & Mobile No. with our respective Depository Participants (DP) which is mandatory while E-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33.

- (xviii) Any person who acquires the shares of the Company and becomes the Member of the Company after dispatch of Notice and holding shares as on the cut-off date i.e. 25<sup>th</sup> December, 2023 may obtain the login Id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting, then person becoming member can use their existing user ID and password for casting their vote.
- (xix) In case you have any queries or issues regarding E-voting, you may refer the Frequently Asked Questions (“FAQs”) and E-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) 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.
- (xxi) 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.

- (xxii) The scrutinizer shall, immediately after the conclusion of voting at EGM, 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 two 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 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., 23<sup>rd</sup> January, 2024.
- (xxiii) The result declared, along with the Scrutinizer's Report shall be placed on the Company's website: [www.umiyatubes.in](http://www.umiyatubes.in) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) after the result is declared by the Chairperson and also be communicated to the BSE Limited (BSE Website: [www.bseindia.com](http://www.bseindia.com)) where the equity shares of the Company are listed.

#### **INSTRUCTIONS FOR E-VOTING DURING EGM:**

- (i) The procedure for E-Voting on the day of EGM is same as the instructions mentioned above for Remote E-voting.
- (ii) Only those Members/ shareholders, who will be present in the EGM 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 EGM.
- (iii) If any Votes are cast by the members through E-voting available during the EGM 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 EGM. However, they will not be eligible to vote at the EGM.

#### **INSTRUCTIONS FOR ATTENDING THE EGM THROUGH VC/OAVM:**

- (i) Member will be provided with a facility to attend the EGM through VC/OAVM through the CDSL E-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using 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.in](mailto:info@umiyatubes.in).
- (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.in](mailto:info@umiyatubes.in). 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 EGM.

**EXPLANATORY STATEMENT**  
(Pursuant to Section 102 of the Companies Act, 2013)

**ITEM NO. 1 & 2:**

The Board of Directors of the Company at its meeting held on 20<sup>th</sup> December, 2023, subject to approval of the shareholders and others as well as subject to compliance of applicable formalities and process, have approved the sale of Land & Building situated at Survey Nos.1581 to 1584 (Old nos.284/1, 284/2, 284/3 & 284/4) of Ujediya, Tal. Talod, Dist. Sabarkantha, Gujarat (“Unit”) with land admeasuring 10887.00 sq. mtrs and Plant and Machineries installed at its Unit as well as other assets which may not be required for manufacturing activities of the Company.

The Company has not been able to operate its manufacturing unit in profitable manner resulting into delay in debt servicing. Post COVID-19, there has been continuous deterioration in the operational and financial performance of the Company. Hence, in consultation with its Bankers, the Company has decided to fully pay up the financial assistance availed from its Bankers from the proceeds of the sale of its Unit. After sale of its manufacturing unit, the Company will continue to do trading of various types of metals and its allied products.

The Board of Directors of the Company (“**Board**”) subject to the approval of the Members and obtaining other requisite statutory / regulatory approval and subject to compliance of applicable formalities and process, approved sale of Land & Building the Unit to M/s Dishan Agro, a Partnership firm or Anjuba Seeds Private Limited or any other entity nominated by them (“Buyer”) for a consideration not less than Rs. 4,00,00,000 (Indian Rupees Four Crores only). The Board also approved sale of all the Plant & Machineries of the Unit at an aggregate consideration of not less than Rs. 72,00,000/- (Rupees Seventy Two Lacs only). The consideration for the transfer of the above mentioned assets of the Unit have been determined based on an independent valuation undertaken by Mr. Mayur G. Shah, a Govt. approved Valuer for Land & Building and Mr. Hitesh Shah, a Govt. approved Valuer for Plant & Machinery.

The Company shall finalize the name of Buyer and the final terms and conditions including the amount of consideration, only after receipt of approval form the members and other required approvals.

The powers conferred by this resolution to the Board has been enabled to be exercised by Mr. Saurabhkumar R. Patel (DIN: 06964670), Managing Director of the Company. For administrative convenience, it is also proposed to delegate all or any of the powers conferred by this proposed resolution, to any Director(s), or to any Committee of Directors or any other Officer(s) including Key Managerial Personnel / Authorised Representative(s) of the Company. The authorisation is also proposed to be taken to engage the services of any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this Resolution

The Company shall endeavor to optimize the consideration to be received from the sale of these assets. Hence, the Company may structure the transaction on slump sale basis (without value assigned to a particular assets) or may execute the sale transaction as an itemized sale or any other manner as may be mutually acceptable between the Company and its buyer.

The transfer of the Unit to the Buyer will be consummated only after ensuring compliance with the requisite statutory and regulatory requirements and other conditions as may be required or necessary. Barring unforeseen circumstances, the transaction may be completed within 3 months from date of its approval by the Board of Directors of the Company.

In terms of Section 180(1)(a) of the Companies Act, 2013, for disposal of the whole of the undertaking or substantial the whole of the undertaking, consent of the Members is required by way of a special resolution. The approval of Members is sought to be obtained under the provisions of the Companies Act, 2013 read with provisions of Companies (Management and Administration) Rules, 2014, through E-voting as set out in the Notice.

Moreover, in view of provisions of Regulation 37A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable, the approval of the members is also sought by this resolution. In accordance with the said provision, the Special resolution as proposed shall be acted upon on if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by public shareholders against the resolution. It is clarified that in terms of the text of the Special resolution, the approval shall hold good for approval required from the members in terms of any other provisions of the Companies Act, 2013 and Rules made thereunder and other applicable Regulations of the SEBI or other regulators. All documents connected with this special business including the communication with the Buyer, Valuation Report etc. will be available for electronic inspection by the members.

The Board of Directors is of the opinion that the aforesaid Special Resolution is in the best interest of the Company and hence recommends the Special Resolution for approval of the Members.

None of the Promoters, Directors and Key Managerial Personnel(s) of the Company and their respective relatives may be deemed to be concerned or interested in the above resolution, except as already disclosed in this explanatory statement and also to the extent of their shareholding, if any, in the Company.

**Date: 20<sup>th</sup> December, 2023**

**By order of the Board  
For Umiya Tubes Limited**

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

**SD/-  
Saurabhkumar R. Patel  
Chairman & Managing Director  
(DIN: 06964670)**