UMIYA TUBES LIMITED
(CIN: L28112GJ2013PLC074916)

Registered Office:
208, 2nd Floor, Suman Tower, Sector No. - 11, Gandhinagar -382011 (Gujarat)
Contact No: 9033090051, 9727715568
E-mail Id: info@umiyatubes.in Website: www.umiyatubes.in

To, Date: 10.10.2024
BSE Limited,
P J Towers,
Mumbai

Sub: Notice of Extraordinary General Meeting
Ref: BSE Scrip Code 539798, ISIN: INE173U01015

Dear Sir,

Please note that the extraordinary general meeting of the members of the Company will be held on 30th October 2024 through Audio / Visual means at 4.00 pm.

The remote e voting period will commence on 27th October 2024 at 9.00 am and will end on 29th October 2024 at 5.00 pm.

The notice has been circulated to the members of the Company whose emails addresses were registered with the Company / Depository Participants.

We herewith attach a copy of Extra ordinary general meeting. Please take note of the same.

With regards,
For, Umiya Tubes Limited

SAURABH
RAMESHCHAND
RA PATEL

Digitally signed by SAURABH RAMESHCHANDRA PATEL
DN: c=IN, o=Personal, title=9605,
pseudonym=13332062063210 6736xir0mO69dZPxOf,
2.5.4.20=c1f8ec328faa0a3e4469712231cb8a0f7394e42e661adaa134fc23a285772d9c, postalCode=383215, st=Gujarat,
serialNumber=aca05a5ceb8d80f6328fbef809f03224c762a21bf0b9354c64487641ad057f4f, cn=SAURABH RAMESHCHANDRA PATEL
Date: 2024.10.10 16:05:22 +05'30'

Saurabhkumar R. Patel
Chairman & Managing Director
DIN: 06964670

UMIYA TUBES LIMITED
(CIN: L28112GJ2013PLC074916)

NOTICE is hereby given that an Extraordinary General Meeting of the Members of UMIYA TUBES LIMITED will be held through VC/OAVM on 30th October 2024 at 4.00 pm to transact the following special businesses:

1. **<u>Confirmation of appointment of Mr. Viral Deepakbhai Ranpura (DIN: 07177208) as Non-Executive Professional Director of the Company:</u>**

   To consider and if thought to pass with or without modification the following resolution as ordinary resolution:

   "RESOLVED THAT in accordance with the provisions of Section 149 and 152 and other applicable provisions of the Companies Act, 2013, Articles of Association of the Company and rules made thereunder, (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), Mr. Viral Deepakbhai Ranpura (DIN: 07177208), who was appointed as an Additional Director of the company with effect from 3rd October, 2024 and who has submitted his eligibility to get appointed as the Director of the Company as provided under the Act and the Listing Regulations, his appointment be and is hereby confirmed as Professional Non-Executive Director of the Company pursuant to regulation 17(1C) of SEBI (LODR) Regulations 2015 and section 161 of the Companies Act 2013 to hold office for a term of up to 5 (five) years with effect from 3rd October 2024 to 2nd October 2029."

2. **<u>Confirmation of appointment of Ms. Bhumika Vipulkumar Ranpura (DIN: 10791301) as an Independent Director of the Company:</u>**

   To consider and if thought to pass with or without modification the following resolution as ordinary resolution:

   "RESOLVED THAT in accordance with the provisions of Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, Articles of Association of the Company and rules made thereunder, read with Schedule IV of the Act (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), Ms. Bhumika Vipulkumar Ranpura (DIN: 10791301), who was appointed as an Independent Director of the company with effect from 3rd October 2024 and who has submitted the declaration that she meets the criteria for Independence as provided under the Act and the Listing Regulations, her appointment be and is hereby confirmed as an Independent Director of the Company pursuant to regulation 17(1C) of SEBI (LODR) Regulations 2015 and section 161 of the Companies Act 2013 to hold office for a term of up to 5 (five) years with effect from 3rd October 2024 to 2nd October 2029."

3. **<u>Confirmation of appointment of Ms. Payal Divyangbhai Dhamecha (DIN: 10217549) as an Independent Director of the Company:</u>**

To consider and if thought to pass with or without modification the following resolution as ordinary resolution:

"RESOLVED THAT in accordance with the provisions of Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, Articles of Association of the Company and rules made thereunder, read with Schedule IV of the Act (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), Ms. Payal Divyangbhai Dhamecha (DIN: 10217549), who was appointed as an Independent Director of the company with effect from 3rd October 2024 and who has submitted the declaration that she meets the criteria for Independence as provided under the Act and the Listing Regulations, her appointment be and is hereby confirmed as an Independent Director of the Company pursuant to regulation 17(1C) of SEBI (LODR) Regulations 2015 and section 161 of the Companies Act 2013 to hold office for a term of up to 5 (five) years with effect from 3rd October 2024 to 2nd October 2029."

4. **<u>Alteration of Main Object Clause of the Company by substitution of existing object Clause:</u>**

To consider and if thought to pass with or without modification the following resolution as Special resolution

"RESOLVED THAT pursuant to the provisions of Section 13(9) of the Companies Act, 2013 ("the Act") including any modification or re-enactment thereof and other applicable provisions and subject to the rules framed thereunder, the existing Main Object clause of the Memorandum of Association of the Company be and is hereby altered by replacing and substituting the main existing clause III [A] by and as follows:

A. Clause III(A) of the Objects clause of the Memorandum of Association of the Company be titled as 'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business of generating, accumulating, distributing, installation and supplying Solar Energy, wind, green hydrogen, green ammonia for its own use or for sale to Governments, State Electricity Boards, Intermediaries in Power Transmission / Distribution, Companies, Industrial Units, or to other types of users / consumers of Energy.

2. To acquire concessions or licenses granted by or to enter into contracts with, the Government of India, any State Government, Municipal, Local Authority or other Statutory bodies, Companies or any other person for the development, erection, installation, establishment, construction, operation and maintenance of Solar, wind , green hydrogen, green ammonia Power Plants, and in this regard to promote, develop, own, acquire, set up, erect, build, install, commission, construct, establish, maintain, improve, manage, operate alter, control, take on hire / lease, carry out and run all necessary Plants, equipment's, sub-stations, workshops, generators, transmission facilities, machinery, electrical equipment, accumulators, repair shops, wires, cables,

lamps, fittings and apparatus in the capacity of principals, contractors, developers or otherwise and to deal, buy, sell and hire / lease all apparatus and things required for or used in connection with generation, distribution, supply, accumulation of Solar, wind, green hydrogen, green ammonia or any types of Renewable Energy.

3. To enter into partnership or in to arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal or otherwise with any person, firm or company carrying on or engages in or about to carry on or engage in any business transaction, which this company is authorized to carry or engage, and which may be seen capable of being carried on or conducted so as directly or indirectly to benefit the company or possess any property suitable for the purpose of the Company.

5. <u>Alteration of Name Clause of the Company:</u>

To consider and if thought to pass with or without modification the following resolution as Special Resolution

"RESOLVED THAT pursuant to provision of Section 13(2) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to requisite regulatory approvals consents, permissions and sanctions, required, if any, in this regard from any appropriate statutory authorities, consent of the members be and is hereby given for changing the name of the Company from "Umiya Tubes Limited" to "Umiya Power Limited" or such other name as may be approved by the Registrar of Companies.

"RESOLVED FURTHER THAT the Name Clause, being Clause I of the Memorandum of Association of the Company, be and is hereby altered by deleting the existing Clause I and substituting it with the following and that new Clause I shall read as under

I. THE NAME OF THE COMPANY IS "UMIYA POWER LIMITED.

"RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company."

"RESOLVED FURTHER THAT the any Director of the Company, and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to file aforesaid application(s) and/or form(s) and to do all such acts, deeds, things and matters, as may be considered necessary, appropriate or expedient for the change of name and forward authorised copy of the above resolutions to concerned authorities or entities as may be necessary to give effect to the above resolutions

6. **<u>Issue of 29,50,000 Equity Shares of Rs. 10/- each as fully paid Equity shares on preferential basis to identified investors:</u>**

To consider and if thought to pass with or without modification the following resolution as Special Resolution

"RESOLVED THAT in terms of Sections 42 and 62 (1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to Memorandum of Association and clause "Power to issue shares on preferential basis" clause of Articles of Association of the Company, SEBI (LODR) Regulations, 2015, SEBI (SAST) Regulations, 2011 and in accordance with the provisions of the SEBI (ICDR) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares and other applicable regulations of SEBI read with regulation 163 and 166A of SEBI (ICDR) Regulations 2018, if any; and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the Board which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such consents and approvals of BSE Limited or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose, the Consent of the Members of the Company be and is hereby accorded to the Board to Offer, Issue and Allot, in one or more tranches, up to 29,50,000 (twenty nine lakhs fifty thousand) Equity Shares of Rs. 10/- each fully paid up at an issue price of Rs. 11.50/- per equity share (i.e at premium of Rs. 1.50/- per share) for consideration in cash, to the list of allottees as mentioned herein below based on the Valuation Report for both the companies obtained from the Independent Registered Valuers and on such other terms and conditions as may be determined by the Board."

Sr. No	Name of the proposed allottees	Category of proposed allottees	Number of Equity Shares proposed to be issued
1	Kajal Gopal Baldha	Individual – Non Promoter	10,00,000
2	Mathurdas Ramniklal Babariya	Individual – Non Promoter	475,000
3	Divyeshkumar Mansukhbhai Savalia	Individual – Non Promoter	10,00,000
4	Nikhil Hareshbhai Savaliya	Individual – Non Promoter	475,000
	Total		**29,50,000**

"RESOLVED FURTHER THAT the pricing of the equity shares to be allotted has been derived in accordance with the Regulation 164(1) of SEBI (ICDR) Regulations, 2018 with reference to the 'Relevant Date 30.09.2024 determined pursuant to regulation 161 of the SEBI (ICDR) Regulations, 2018 i.e., thirty days prior to the date on which this extra ordinary general meeting is to be held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013".

“RESOLVED FURTHER THAT the Equity Shares issued shall rank pari passu with the existing Equity Shares of the Company in all respects. The equity shares allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares AND THAT Proposed issue of Equity Shares shall be governed by the Memorandum & Articles of Association of the Company and the respective provisions of the Companies Act, 2013 read with the rules made thereunder, SEBI ICDR Regulations, SEBI Listing Regulations as well as the circulars, guidelines issued by SEBI or any other regulatory authority as the case may be, or any modifications thereof.”

“RESOLVED FURTHER THAT the aforesaid Equity Shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment thereto from time to time.”

RESOLVED FURTHER THAT the subscription money that shall be received by the Company from the Proposed Allottees towards application of Warrants pursuant to this preferential allotment shall be kept by the Company in a separate Bank Account.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of Equity Shares, ratio of swap of shares, if necessary, keeping in view the provisions of various Statutes and Guidelines in force from time to time.”

“RESOLVED FURTHER THAT the Company shall apply for listing of the equity shares and make an application to the BSE Limited and to CDSL and NSDL being the depositories for admission of the said new equity shares.”

“RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Chartered Accountant / Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors and Company Secretary & Compliance officer of the Company be and are hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

7. <u>Issue of 55,00,000 partly paid up Equity Share Convertible Warrants of Rs. 10/- each as on preferential basis to identified investors:</u>

To consider and if thought to pass with or without modification the following resolution as special resolution:

"RESOLVED THAT in terms of Sections 42 and 62 (1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to Memorandum of Association and clause "Power to issue shares on preferential basis" clause of Articles of Association of the Company, SEBI (LODR) Regulations, 2015, SEBI (SAST) Regulations, 2011 and in accordance with the provisions of Regulation 169(2) of SEBI (ICDR) Regulations, 2018 and other applicable regulations as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares and other applicable regulations of SEBI read with regulation 163 and 166A of SEBI (ICDR) Regulations 2018, if any; and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the Board which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such consents and approvals of BSE Limited or such other bodies or authorities as may be required by law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose, the Consent of the Members of the Company be and is hereby accorded to the Board to Offer, Issue and Allot, in one or more tranches, up to 55,00,000 (fifty five Lakhs) partly paid Equity Share convertible Warrants ("Warrants") by way of a preferential issue basis, carrying an entitlement to subscribe for equivalent number on becoming fully paid-up Equity Shares of the Company, at a price of Rs. 11.50 /- (Rupees eleven and fifty paisa only) per Equity Share (including a Premium of Rs. 1.50/- (Rupee one rupee and fifty paisa only) per Equity Share aggregating up to Rs. 6,32,50,000 /- (Rupees six crore thirty-two lakhs fifty thousand only) on such other terms and conditions that the Board may deem appropriate in its absolute discretion and without requiring any further approval or consent from the Members:

Sr. No	Name of the proposed allottees	Category of proposed allottees	Number of Partly paid up Equity Share Warrants proposed to be issued
1	Bhikhabhai Limbabhai Baldha	Individual – Non Promoter	10,00,000
2	Punitbhai Bavanjibhai Lakkad	Individual – Non Promoter	15,00,000
3	Madhuri Divyesh Savaliya	Individual – Non Promoter	10,00,000
4	Piyush Mansukhbhai Savalia	Individual – Non Promoter	15,00,000
5	Khilan Hareshbhai Savaliya	Individual – Non Promoter	200,000
6	Sudhir Amrutlal Vekariya	Individual – Non Promoter	150,000
7	Naman Madhavjibhai Viradiya	Individual – Non Promoter	150,000
2	Mathurdas Ramniklal Babariya	Individual – Non Promoter	475,000
3	Divyeshkumar Mansukhbhai Savalia	Individual – Non Promoter	10,00,000

4	Nikhil Hareshbhai Savaliya	Individual – Non Promoter	475,000
	Total		**55,00,000**

"RESOLVED FURTHER THAT the pricing of the partly paid up warrants to be allotted has been derived in accordance with the Regulation 164(1) of SEBI (ICDR) Regulations, 2018 with reference to the 'Relevant Date 30.09.2024 determined pursuant to regulation 161 of the SEBI (ICDR) Regulations, 2018 i.e., thirty days prior to the date on which this extra ordinary general meeting is to be held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013".

RESOLVED FURTHER THAT the Warrants shall be issued by the Company on the following terms and conditions:

(i) Each Warrants shall carry an entitlement to subscribe to One Equity Share of face value of Rs. 10/- each (Rupees Ten only) of the Company at a price of Rs. 11.50/- (Rupees eleven and fifty paisa only) per Equity Share;

(ii) An amount equivalent to 25% of the Exercise Price of the Equity Shares, arising out of the Warrants, shall be payable at the time of making the application for the Warrants, as prescribed by Regulation 169(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 ("SEBI ICDR Regulations"). A Warrant exercise price equivalent to the 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants;

(iii) The option to acquire the Equity Shares can be exercised by the Warrant holders in one or more tranches on or before the expiry of 18 months from the date of allotment of the Warrants, by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion;

(iv) In the event the Warrant holders do not exercise the option under the Warrants within the time limit prescribed under sub clause c above, the Warrants shall lapse and the deposit of 25% as indicated in sub clause b above shall stand forfeited by the Company;

(v) In case in future, the Company declares any issue of Bonus Shares, Rights Shares or other similar benefits except dividend to the existing shareholders, then provision shall be made by the Company to provide similar benefits to the Warrant holders by reserving such benefit for the Warrant holders and the same shall accrue to the Warrant holders only upon exercise of option by them for acquiring the Equity Shares.

(vi) The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Guidelines issued by SEBI or any other authority as the case may be, or any modifications thereof.

(vii) The Equity Shares to be issued and allotted to the Proposed Allottees as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

(viii) The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company.

(ix) Until the Warrants are transferred, the Company shall treat Warrant holders as the absolute owner for all purposes without being affected by any notice to the contrary.

RESOLVED FURTHER THAT the Warrants shall be allotted in dematerialized form within a period of 15 days from the date of allotment provided that where the allotment of Equity Shares is subject to receipt of any approval from any applicable regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the subscription money that shall be received by the Company from the Proposed Allottees towards application of Warrants pursuant to this preferential allotment shall be kept by the Company in a separate Bank Account.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Chartered Accountant / Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

"RESOLVED FURTHER THAT the Company shall apply for listing of the equity shares on conversion of such warrants in to Equity Shares and shall make an application to the BSE Limited and to CDSL and NSDL being the depositories for admission of the said new equity shares."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors and Company Secretary & Compliance officer of the Company be and are hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

8. **<u>Increase in authorized share capital of the company up to Rs. 20,00,00,000/- divided in to 2,00,00,000 Equity Shares of Rs. 10/- each</u>**

To consider and if thought to pass with or without modification the following resolution as ordinary resolution:

"**RESOLVED THAT** pursuant to the provisions of section 64 (1) and other applicable provisions, if any, of the Companies Act, 2013 Act) and other applicable rules under the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and with the consent of members the Authorized Share Capital of the company be and is hereby increased from Rs. 12,00,00,000/-(Rupees twelve crore only) divided into 1,20,00,000 (one crore twenty lakhs) Equity Shares of Rs. 10/- (Rupees ten) each TO Rs. 20,00,00,000/- (Rupees twenty crores only) divided into 2,00,00,000 (two crore) Equity Shares of Rs. 10/-

(Rupees ten each).”

“**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be and is hereby altered and shall read as follows:

Clause V: The Authorized Share Capital of the Company is Rs. 20,00,00,000/-(Rupees twenty crores only) divided into 2,00,00,000 (two crore) Equity Shares of Rs. 10/-(Rupees ten) each.”

“**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to digitally sign and file requisite e-form SH-7 with the Registrar of Companies for notifying the said change in authorized share capital of the Company and do all such things, acts and deeds which may deem necessary to give effect to the above resolution.”

Date: 03.10.2024
Place: Gandhinagar
Reg. office: 208, 2nd Floor,
Suman Tower, Sector-11,
Gandhinagar - 382011 (Gujarat)

By order of the Board
For, Umiya Tubes Limited
Sd/-
Saurabhkumar R. Patel
Chairperson and Managing Director
DIN: 06964670

NOTES:

1. 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, Circular No. 17/2020 dated 13th April, 2020, Circular No. 02/2021-22 dated 13th January, 2021, Circular No. 02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022 and Circular No. 09/ 2023 dated 25th September, 2023 (collectively referred to as ‘MCA Circulars’) and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 15th January, 2021, SEBI/HO/CFD/ CMD2/ CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/P/2023/4 dated 5th January, 2023 and Circular No. SEBI/HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by SEBI (collectively referred to as ‘SEBI Circulars’), inter alia, permitted the holding of Extraordinary General Meeting (“EGM”) through Video Conferencing (“VC”) without the physical presence of 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 appoint 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 EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. Members intending to require information about the resolutions being passed at the meeting are requested to write to the Company at least 10 days in advance of this Extraordinary General Meeting.

4. Shareholders holding shares in dematerialized form should communicate the change of address, if any, to their Depositary 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.

5. The Notice of this EGM along with the explanatory statement 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.

6. 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 (selfattested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company (info@umiyatubes.in) / RTA (support@purvashare.com).

7. REMOTE E-VOTING AND ALSO E-VOTING DURING GM: 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 resolutions set forth in the Notice convening this Extraordinary 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 EGM). The complete details of the instructions for E-voting are annexed to this Notice.

8. The instructions for shareholders voting on the day of the EGM on E-voting system and instructions for attending the EGM through VC / OAVM are also annexed to this Notice separately.

9. Members, Directors, Auditors and other eligible persons to whom this Notice is being circulated can attend this EGM through video conferencing at least 15 minutes before the schedule time and shall be closed after expiry of 15 minutes from the scheduled time.

10. The attendance of Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Attendance of members will be recorded on CDSL platform at the time when the member log in to attend the EGM through VC/OAVM.

11. 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 EGM are furnished and annexed to the notice.

Explanatory Statement pursuant to provisions of Section 102 of Companies Act 2013:

Item No. 1:

The Board of Directors appointed Mr. Viral Deepakbhai Ranpura (DIN: 07177208) as an Additional Director (Non-Executive) of the Company with effect from 3rd October, 2024 who in terms of the provisions of Section 149 and152 and other applicable provisions of the Companies Act, 2013, and rules made thereunder and Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), is entitled to hold the office till the ensuing general meeting and at the same time his appointment is required to be confirmed by the members of the Company in the General Meeting within three months from the date of appointment. Hence, the Board of Directors of the Company proposes to confirm his appointment for the period of five (Five) Consecutive years with effect from 3rd October 2024 to 2nd October 2029 as an Professional Non-Executive Director.

Further company has received a letter that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Viral Deepak Bhai Ranpura is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

Additional information in respect of Mr. Viral Deepak Bhai Ranpura as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the “Annexure A” to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Viral Deepak Bhai Ranpura, being an appointee is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the notice for approval by the members.

Item No. 2

The Board of Directors appointed Ms. Bhumika Vipulkumar Ranpura (DIN: 10791301) as an Independent Director of the Company with effect from 2nd October 2024 who in terms of the provisions of Section 149, 150 and152 and other applicable provisions of the Companies Act, 2013, and rules made thereunder, read with Schedule IV of the Act and Regulation 16(1C) of the said regulations, (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), is eligible to hold the office of Independent Director. Her appointment is required to be confirmed by the members of the Company in the General Meeting within three months from the date of appointment. Hence, the Board of Directors of the Company proposes to confirm her appointment for the period of five (Five) Consecutive years with effect from 3rd October, 2024 to 2nd October 2029 as an Independent director pursuant to provisions of Regulation 17(1C) of SEBI (LODR) Regulations 2015, as amended from time to time.

Further company has received a letter that she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Ms. Bhumika Vipulkumar Ranpura is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given her (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013, (iv) declaration of independence for being appointed as Independent Director, and (v) proof of her registration with Independent Director's Data Bank..

Additional information in respect of Ms. Bhumika Vipulkumar Ranpura as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure B" to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Ms. Bhumika Vipulkumar Ranpura, being an appointee is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 2 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the notice for approval by the members.

Item No. 3

The Board of Directors appointed Ms. Payal Divyangbhai Dhamecha (DIN: 10217549) as an Independent Director of the Company with effect from 2nd October 2024 who in terms of the provisions of Section 149, 150 and152 and other applicable provisions of the Companies Act, 2013, and rules made thereunder, read with Schedule IV of the Act and Regulation 16(1C) of the said regulations, (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), is eligible to hold the office of Independent Director. Her appointment is required to be confirmed by the members of the Company in the General Meeting within three months from the date of appointment. Hence, the Board of Directors of the Company proposes to confirm her appointment for the period of five (Five) Consecutive years with effect from 3rd October, 2024 to 2nd October 2029 as an Independent director pursuant to provisions of Regulation 17(1C) of SEBI (LODR) Regulations 2015, as amended from time to time.

Further company has received a letter that she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Ms. Payal Divyangbhai Dhamecha is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given her (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013, (iv) declaration of independence for being appointed as Independent Director, and (v) proof of her registration with Independent Director's Data Bank.

Additional information in respect of Ms. Payal Divyangbhai Dhamecha as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure C" to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Ms. Payal Divyangbhai Dhamecha, being an appointee is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the notice for approval by the members.

Item No. 4

At present the Company is engaged in to the business of dealing in various types of tubes like stainless steel tube, iron tube, including all types of alloy steel tubes, steel shafting's, bars, rods, coils, sheets etc. during last couple of years, the Company has not performed well due to its operational inefficiency in the present business activities. Hence, the Board of Directors of the Company wish to switch to the new line of business.

Recent survey report issued by IEEFA during April 2024 have revealed some progressive data for the solar power and EPC industry for Solar Power. Few of the facts are reproduced herein below:

- The 2024 Indian States' Electricity Transition (SET) report finds that Gujarat and Karnataka have effectively integrated renewable energy into their power sectors, shown adequate preparedness to further the electricity transition and have robust market enablers to facilitate future growth of clean electricity. The two states' consistent performance over several different parameters across two iterations of our report highlights their strength when it comes to electricity transition. At the same time, Jharkhand, Bihar, West Bengal and Uttar Pradesh move more slowly than others again this year, despite the changes to our assessment parameters. They need to prioritise comprehensive strategies and interventions to foster sustainable growth and transition in their power sectors. We recommend the strengthening of state-level regulatory frameworks and prioritising state-level transition plans and trajectories for broad-based progress towards electricity transition at a subnational level.
- India's economic growth is fuelling a surge in electricity demand. Last year, with a 6.7% growth in gross domestic product (GDP), India's electricity demand rose by a similar 7%. Demand is likely to grow at a similar pace of 6.5% from 2024 to 2026, according to the International Energy Agency.
- Given that electricity generation continues to account for nearly half of India's annual carbon dioxide (CO2) emissions (1.18 gigatonnes in 2023) accelerating the transition to cleaner generation sources is imperative for the country to meet both its developmental and climate goals.
- While the central government has already taken several policy measures to foster the electricity transition, states also need to move in the right direction since they have considerable control over regulations and policies.

(Source https://ieefa.org/sites/default/files/2024-04/Indian%20States%20Electricity%20Transition%20%28SET%29%202024.pdf)

Hence, considering the fact and figures of the renewable energy, the Board of Directors of the Company are of the view to switch to the new line of business where the Company can contribute to the Green Wealth of the Country

Changing the main line of business activity requires an alteration of Main Object Clause of the Memorandum of Association of the Company which in turn requires approval of the members of the Company by passing special resolution.

Hence, pursuant to the provisions of Section 13(9) of the Companies Act, 2013, it is proposed to pass the special resolution for change in the object clause of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the notice for approval by the members.

Item No. 5

The present name of the Company is Umiya Tubes Limited which indicates the main line of business of the Company i. e. dealing in various types of tubes like stainless steel tube, iron tube, including all types of alloy steel tubes, steel shafting's, bars, rods, coils, sheets etc. The Board of Directors of the Company in their Board Meeting held on 3rd October 2024 have resolved to switch the mainline of business of the Company to Solar Power and EPC Industry for Solar Power.

On commencement of new line of business, the major revenue of the Company would flow from the Solar Power and EPC Industry for Solar Power and hence it is essential and requirement of law to make sure that the name of the Company reflect the main line of business of the Company.

The Board of Directors of the Company in their Board Meeting held on 3rd October 2024 have resolved to change the name of the Company as either "Gujarat Green Energy Limited" or or such other name as may be made available by the Registrar of Companies. On the date of this approval of the notice, the company has not received the approval for reservation of name and the same is under process. Company has applied for reservation of name "Gujarat Green Energy Limited". If Company does not receive approval for reservation of name, the Company may send addendum to the notice with the new name as may be approved by the Registrar of Companies.

To change the name of the Company, it is required to alter the Name Clause of the Company. Further, alteration of Name Clause of the Company requires approval of the members of the Company by passing special resolution pursuant to the provisions of Companies Act 2013.

The draft copy of Memorandum of Association of the Company would be available for inspection during the EGM online.

Hence, it is proposed to pass the Special Resolution for the special business item no. 5.

Item No. 6 and 7

(i) Preferential Issue of up to 29,50,000 Equity Shares on Preferential basis to Identified Investors and (ii) Preferential Issue of up to: 55,00,000 Equity Share Convertible warrants to the Identified Investors:

The Board of Directors of the Company in their Board Meeting held on 3rd October 2024 have resolved to issue and allot (i) up to 29,50,000 Equity Shares of Rs. 10/- each to the identified investors on preferential basis at an issue price of Rs. 11.50/- each and (ii) up to 55,00,000 partly paid up equity share convertible warrants at an issue price of Rs. 11.50/- per share.
The purpose of raising the fund is to introduce initial capital of approximate Rs. 10 Crore in the new line of business of the Company.

Pursuant to the provisions of Regulation 164(1) of SEBI (ICDR) Regulations 2018, the price for issue of share on preferential basis is derived at Rs. 11.16/- per share. And pursuant to the provisions of Regulation 166A of SEBI (ICDR) Regulations 2018, the issue price for issue of shares on preferential basis is derived at Rs. 11.00/- per share. Hence, the Board of Directors are proposing to issue the shares on preferential basis to the identified investors at Rs. 11.50/- per share.

Against the issue and allotment of equity share convertible warrants, an amount equivalent to 25% of the Exercise Price of the Equity Shares, arising out of the Warrants, shall be payable at the time of making the application for the Warrants, as prescribed by Regulation 169(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 ("SEBI ICDR Regulations"). A Warrant exercise price equivalent to the 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants;

Rational behind the raising of the funds:

Since the Board of Directors of the Company are proposing to step in to the new line of business of Solar Power and EPC industry for Solar Power, The Boars estimates to introduce initial capital of approximate Rs. 10.00 Crore for Working Capital and Capital Expenditure. Hence to give a base start to the new line of business, it is proposed to raise the funds through issue of Equity Shares and equity share convertible warrants.

DISCLOSURES:

The relevant disclosures providing information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Section 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules,2014, consent of the shareholders is sought for issuing the equity shares as stated in the resolution on a preferential basis to the identified investors.

I. **Objects of the preferential issue for consideration in Cash as required under Rule 14(a) and (b) of Companies (Prospectus and Allotment of securities) Rules, 2014:**

The Company proposes to issue and allot (i) up to 29,50,000 Equity shares of Rs. 10/- each fully paid up at the issue price of Rs. 11.50/- per share to the identified investors and (ii) up to 55,00,000 partly paid up equity share convertible warrants at an issue price of Rs. 11.50/- per share. for raising an aggregate initial capital of approximate Rs. 4.75 Crores for working capital and capital expenditure.

The Company has obtained the valuation report from Ms. CA Sejal Agrawal, Registered Valuer – Securities and Financial Assets, Registration Number IBBI/RV/06/202013106 being Independent Registered Valuer.

The Board of Directors of the Company have passed the resolution for issue of above mentioned securities to the identified investors in their board meeting held on 3rd October 2024. It is subject to approval of the members to be obtained in this General Meeting to be held on 30.10.2024.

II. <u>Maximum number of specified securities to be issued:</u>

According to the resolution passed by the Board of Directors of the Company in their Board Meeting held on 3rd October 2024, The Company can issue and allot (i) up to 29,50,000 Equity shares of Rs. 10/- each fully paid up at the issue price of Rs. 11.50/- per share to the identified investors and (ii) up to 55,00,000 partly paid up equity share convertible warrants at an issue price of Rs. 11.50/- per share to the identified investors, both for the consideration to be received in Cash.

III. <u>Intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer;</u>

No Equity Shares and / or Equity Share Convertible Warrants are proposed to be issued under the present Preferential Allotment to the existing Promoters, Directors or Key Managerial Personnel of the Company.

IV. <u>Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the existing and proposed equity shares, except fractional allotment)</u>

Sr. No	Category	Pre-Issue holding			Post issue holding **	
		No of shares	% of shares	Proposed issue of shares	No of shares	% of shares
A	Promoter shareholding					
1	Promoters	5001721	49.98	0	5001721	27.10
	Sub-total (A)	5001721	49.98	0	5001721	27.10
B	Public shareholding					
1	Institutions	0	0.00	0	0	0.00
2	Non- Institutions					
(i)	Bodies Corporate	969217	9.69	0	969217	5.25
(ii)	Individuals	3877045	38.74	8450000	12327045	66.79
(iii)	NRIs	3515	0.04	0	3515	0.02
(iv)	Clearing Members	70287	0.70	0	70287	0.38
(v)	Employees	0	0.00	0	0	0.00
(vi)	LLP	0	0.04	0	0	0.00

(vii)	HUF	84882	0.85	0	84882	0.46
(viii)	Others	0	0.00	0	0	0.00
	Sub-total (B)	5004946	50.06	8450000	13454946	72.90
	Grand Total A+B	10006667	100.00	8450000	18456667	100.00

** post issue shareholding is calculated considering that (i) all the 29,50,000 Equity Shares of Rs. 10/- each will be fully subscribed and (ii) 55,00,000 partly paid up convertible warrants will be fully converted in to equivalent number of equity shares at the time of exercise of option.

V. <u>Time frame within which the preferential issue shall be completed and material terms:</u>

As required under SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (Fifteen) days from the date of passing of special resolution by the Members granting consent for issue and allotment of the Equity Shares, and in the event the allotment of the Equity Shares requires any approval(s) from any regulatory authority or the Central Government, within 15 (Fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI), Stock Exchanges or other regulatory authority or the Central Government, as the case may be.

Upon exercise of the option by the allottee to convert the convertible securities within the tenure specified in regulation 162(1), the issuer shall allot the equity shares pursuant to exercise of the convertible securities within 15 days from the date of such exercise by the allottee.

VI. <u>Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue and the current and proposed status of the allottee (s) post the preferential issues namely, promoter or non-promoter:</u>

(A) <u>List of proposed allottees of Equity Shares:</u>

All the proposed allottees as furnished in the table are the ultimate beneficial owners of the shares, along with their status as to promoter or non promoter pre and post preferential issue. There will be no change in the status of the proposed allottees post the preferential issue:

Sr. no	Identity of proposed preferential allottee	Pre issue holding	% of prior share capital	Equity shares proposed to be allotted	No. of shares after allotment	% of shares on allotment	Post issue status
1	Kajal Gopal Baldha	50,750	0.51	10,00,000	10,50,750	5.69	Non Promoter
2	Mathurdas Ramniklal Babariya	NIL	NIL	475,000	475,000	2.57	Non Promoter
3	Divyeshkumar Mansukhbhai Savalia	48,623	0.49	10,00,000	10,48,623	5.68	Non Promoter

4	Nikhil Hareshbhai Savaliya	NIL	NIL	475,000	475,000	2.57	Non Promoter

(B) <u>List of proposed allottees of Equity Shares Convertible Warrants:</u>

All the proposed allottees as furnished in the table are the ultimate beneficial owners of the shares, along with their status as to promoter or non — promoter pre and post preferential issue. There will be no change in the status of the proposed allottees post the preferential issue:

Sr. no	Identity of proposed preferential allottee	Pre issue holding	% of prior share capital	Equity shares convertible warrants proposed to be allotted	No. of shares after allotment and conversion of warrants in to shares **	% of shares on allotment	Post issue status
1	Bhikhabhai Limbabhai Baldha	NIL	NIL	10,00,000	10,00,000	5.42	Non Promoter
2	Punitbhai Bavanjibhai Lakkad	17129	0.17	15,00,000	15,17,129	8.22	Non Promoter
3	Madhuri Divyesh Savaliya	NIL	NIL	10,00,000	10,00,000	5.42	Non Promoter
4	Piyush Mansukhbhai Savalia	NIL	NIL	15,00,000	15,00,000	8.13	Non Promoter
5	Khilan Hareshbhai Savaliya	NIL	NIL	200,000	200,000	1.08	Non Promoter
6	Sudhir Amrutlal Vekariya	NIL	NIL	150,000	150,000	0.81	Non Promoter
7	Naman Madhavjibhai Viradiya	NIL	NIL	150,000	150,000	0.81	Non Promoter
	Total	17129	0.17	55,00,000	55,17,129		

(A) Ultimate beneficial Owner

Name of the allottee	Pan of the allottee company	Number of shares proposed to be issued	Name of Ultimate Beneficial Owners	Shareholding in the Allottee Company	PAN of the UBO
N. A.	N. A.	N. A.	N. A.	N. A.	N. A.

All the proposed allottees are individual owners and there are no ultimate beneficial owners behind them.

Change in control: As a result of the proposed preferential allotment of equity shares and equity share convertible warrants, neither there will be change in the composition of the Board of Directors and nor any changes in control of the Company.

VII. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

1. As the Ordinary Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
2. Neither the Company, its directors nor Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
3. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
4. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
5. The Company shall submit the Valuation Report as received from the Independent Registered Valuer to the Stock Exchange pertaining to the allotment of shares for consideration in cash.

VIII. Certificate from Practicing Company Secretary:

Certificate from M/s. Dipika Soni & Associates (COP 25331), Practicing Company Secretaries confirming that the proposed issue of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained pursuant to Regulation 163(2) of SEBI (ICDR) Regulations, 2018 and the same is available on the website of the Company www.umiyatubes.in

IX. Pricing of the Issue including the basis or justification for the premium and Relevant Date:

The justification for the allotment proposed to be made for consideration in cash together with valuation report of the registered valuer;

The price of the Equity Shares proposed to be issued has been determined after considering the preferential issue guidelines given in SEBI (ICDR) Regulations 2018 and subsequent amendments thereto which is based on the relevant date i.e., 30.09.2024, which is thirty days prior to the date of extra ordinary general meeting (EGM to be held on 30.10.2024).

Pursuant regulation 164(1) of SEBI (ICDR) regulations 2018, the price of the equity shares of the Company comes at Rs. 11.16/- per share (i. .e higher of the volume weighted average price of the related equity shares quoted on BSE platform during the 90 trading days /10 trading days preceding the relevant date). However, the Board of Directors of the Company have determined to issue the shares at the price of Rs. 11.50/- per share (including a premium of Rs. 1.50/- per share).

Pursuant regulation 166A (1) of SEBI (ICDR) regulations 2018, the price of the equity shares of the Company comes at Rs. 11/- per share i.e. based on the valuation report obtained from the independent registered valuer.

A Certificate is obtained from the Chartered Accountant confirming the minimum price for the preferential issue is as per Preferential Issue Regulations in chapter V of SEBI (ICDR) Regulations, 2018.

Considering that the allotment through this preferential issue shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the valuation report is obtained from the Independent Registered Valuer according to which the price for issue price of the equity shares and equity share convertible warrants comes at Rs. 10.50/- per share. The Valuation Report was issued by Ms. Sejal Agrawal, Registered valuer,- Securities and Financial Assets, Independent Registered Valuer (IBBI Reg. No. IBBI/RV/06/2020/13106) having his office at E - 716, Ganesh Glory - 11, Nr. BSNL Office, Jagatpur Road, S G Highway, Ahmedabad - 382481, India in accordance with Regulation 166A of the SEBI (ICDR) Regulations. The Valuation Report shall be available for inspection by the members on the website of the Company https://www.umiyatubes.in/investors.html.

Disclosure as per Rule 14(c) and (d) of Companies (Prospectus and Allotment of securities) Rules 2014:

Name of the Independent Registered Valuer
Ms. Sejal Agrawal,
Independent Registered Valuer – Securities and Financial Assets,
(IBBI Regd. No. IBBI/RV/06/2020/13106)
Office: E - 716, Ganesh Glory - 11,
Nr. BSNL Office, Jagatpur Road, S G Highway,
Ahmedabad - 382481, India
Email id: sejal@procurve.in

Justification for the valuation is given in the valuation report mentioned above and as placed on the website of the Target Company https://www.umiyatubes.in/investors.html.

X. SEBI Takeover code:

In the present case none of the proposed allottees is under obligation to give open offer to the public except making certain disclosures to Stock Exchange and does not attract compliance with SEBI Takeover Code.

XI. Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:

The entire shareholding of the proposed allottees in the company, if any, is held by them in the demat form as on date of this notice. The allotment under this preferential issue shall be compulsorily made in demat form.

The proposed allottees hold shares in the target company. Their pre preferential shareholding will be kept under lock-in from the relevant date up to a period of 90 trading days from the date of trading approval from BSE Limited where the securities of the Company are listed.

The shareholder who has sold their shares during the 90 trading days prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. All the proposed allottees have Permanent Account Number.

XII. Lock—in Period:

The equity shares proposed to be allotted shall be subject to "lock-in" for such a period as the case may be from the date of trading approval from BSE Limited where the securities of the Company are listed, pursuant to the requirement of Regulation 167 of the SEBI (ICDR) Regulations, 2018.

XIII. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, the Company has not made any preferential allotment.

XIV. Compliances:

The company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

XV. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution. Accordingly, the consent of the shareholders by way of special resolution is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and the others on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the Notice. None of the Directors, key managerial personnel or their relatives is concerned or interested (financial or otherwise) in the above said resolution.

XVI. Other disclosures under Companies (Prospectus and Allotment of securities) Rules 2014:

(i) Disclosure as per Rule 14(e):

The Company will raise approximate fund of Rs. 10 Crore through this preferential issue, calculated as under:

	Particulars	**Note**	**Amount**
	Through issue of 29,50,000 Equity Shares of Rs. 10/- each fully paid at the issue price of Rs. 11.50/- per share.	29,50,000 * Rs. 11.50/- per share	3,39,25,000/-
Add	Through issue of 55,00,000 Equity Shares Convertible Warrants of Rs. 10/- each at the issue price of Rs. 11.50/- per share through application money and call money.	55,00,000 * Rs. 11.50/- per share warrant	6,32,50,000/-
	Total		**9,71,75,000/-**

(ii) Disclosure as per Rule 14(f) of Companies (Prospectus and Allotment of securities) Rules 2014:

Terms	**Equity Shares**	**Equity share convertible warrants**
Material terms of raising such securities	Issue of 29,50,000 Equity Shares of Rs. 10/- each as fully paid up shares at Rs. 11.50/- per share.	Issue of 55,00,000 partly paid up Equity Shares convertible warrants of Rs. 10/- each at Rs. 11.50/- per share warrant. An amount equivalent to 25% of the Exercise Price of the Equity Shares, arising out of the Warrants, shall be payable at the time of making the application for the Warrants, as prescribed by Regulation 169(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 ("SEBI ICDR Regulations"). A Warrant exercise price equivalent to the 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants
Proposed time schedule	As required under SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15	Upon exercise of the option by the allottee to convert the convertible securities within the tenure specified in regulation 162(1), the issuer shall allot the equity shares

	(Fifteen) days from the date of passing of special resolution by the Members granting consent for issue and allotment of the Equity Shares, and in the event the allotment of the Equity Shares requires any approval(s) from any regulatory authority or the Central Government, within 15 (Fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI), Stock Exchanges or other regulatory authority or the Central Government, as the case may be.	pursuant to exercise of the convertible securities within 15 days from the date of such exercise by the allottee.
Purposes or objects of offer	To introduce base capital of aggregate and an approximate amont of Rs. 10 Crores	To introduce base capital of aggregate and an approximate amont of Rs. 10 Crores
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:	NIL	NIL

Annexure A

<table>
<tr><td>Name of the Director</td><td>Mr. Viral Deepakbhai Ranpura</td></tr>
<tr><td>DIN</td><td>07177208</td></tr>
<tr><td>Date of Birth</td><td>17/01/1989</td></tr>
<tr><td>Age</td><td>36 Years</td></tr>
<tr><td>Date of Appointment</td><td>03.10.2024</td></tr>
<tr><td>Qualification</td><td>Company Secretary, LLB,</td></tr>
<tr><td>Experience</td><td>Mr. Viral Ranpura is experienced professional Director and is a member of Institute of Company Secretaries of India. He has more than 15 years of experience as a company secretary and also more than 10 years of experience as working as Professional Director on various listed and unlisted companies.</td></tr>
<tr><td>Terms & Conditions of Appointment / Re-appointment</td><td>Appointed as Non-Executive Professional Director of the Company, eligible to retire by rotation</td></tr>
<tr><td>Remuneration sought to be paid</td><td>Maximum of Rs. 20,000/- per meeting plus of out of pocket expenses at actuals.</td></tr>
<tr><td>Shareholding in the Company</td><td>NIL</td></tr>
<tr><td>Relationship with the Company and other Directors</td><td>NIL</td></tr>
<tr><td>Number of Meetings of the Board attended during the year</td><td>NIL</td></tr>
<tr><td>List of Listed Companies and/or Bodies Corporate in which Directorships Held</td><td>
<table>
<tr><td>U31300GJ2010PLC059539</td><td>Rajesh Power Services Limited</td></tr>
<tr><td>L27100MH1980PLC022118</td><td>ABC Gas (International) Limited</td></tr>
<tr><td>L51909GJ1994PLC023680</td><td>Omkar Overseas Limited</td></tr>
<tr><td>U45100GJ2008PTC055572</td><td>Winspire Project Consultants Private Limited</td></tr>
<tr><td>U67120MH1995PTC088964</td><td>Highland Finances and Investments Private Limited</td></tr>
<tr><td>U36910GJ2005PLC046154</td><td>Suvarna Shilpi Jewellers Limited</td></tr>
</table>
</td></tr>
<tr><td>Membership(s)/Chairmanship(s) of the committees of Directors of other Companies</td><td>Chairmanship – 3
Membership – 3</td></tr>
<tr><td>Declaration under Regulation 36(3) of SEBI LODR Regulations, 2015</td><td>The proposed Director meets the skills and capabilities required for the role and the manner in which the candidature of Mr. Viral Ranpura is proposed for Directorship.</td></tr>
</table>

Annexure B

Name of the Director	Ms. Bhumika Vipulkumar Ranpura
DIN	10791301
Date of Birth	28/01/1995
Age	29 years
Date of Appointment	03.10.2024
Qualification	Company Secretary, LLB,
Experience	Ms. Bhumika Ranpura is experienced professional and a member of Institute of Company Secretaries of India. She has more than 8 years of experience in serving the clients in corporate law, Accounts and GST matters.
Terms & Conditions of Appointment / Re-appointment	Appointed as Non-Executive Independent Director of the Company.
Remuneration sought to be paid	Maximum of Rs. 20,000/- per meeting plus of out of pocket expenses at actuals.
Shareholding in the Company	NIL
Relationship with the Company and other Directors	NIL
Number of Meetings of the Board attended during the year	NIL
List of Listed Companies and/or Bodies Corporate in which Directorships Held	NIL
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Declaration under Regulation 36(3) of SEBI LODR Regulations, 2015	The proposed Director meets the skills and capabilities required for the said role of Independent Director.

Annexure C

Name of the Director	Ms. Payal Divyangbhai Dhamecha
DIN	10217549
Date of Birth	18/09/1993
Age	31 years
Date of Appointment	03.10.2024
Qualification	Company Secretary
Experience	Ms. Payal Dhamecha is experienced professional and a member of Institute of Company Secretaries of India. She has more than 8 years of experience in serving the clients in corporate Law and SEBI Laws.
Terms & Conditions of Appointment / Re-appointment	Appointed as Non-Executive Independent Director of the Company.
Remuneration sought to be paid	Maximum of Rs. 20,000/- per meeting plus of out of pocket expenses at actuals.
Shareholding in the Company	NIL
Relationship with the Company and other Directors	NIL
Number of Meetings of the Board attended during the year	NIL
List of Listed Companies and/or Bodies Corporate in which Directorships Held	NIL
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	NIL
Declaration under Regulation 36(3) of SEBI LODR Regulations, 2015	The proposed Director meets the skills and capabilities required for the said role of Independent Director.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. 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 (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 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.

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.umiyatubes.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA

Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose GMs are due in the Year 2023 or 2024, to conduct their EGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS 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 voting period begins on 27th October 2024 at 9.00 am and ends 29th October 2024 at 5.00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st October 2024 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(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.

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

(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.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	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: https://eservices.nsdl.com 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 re-directed to e-Voting service provider website for casting your vote during

	the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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 for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the 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 and voted on an earlier e-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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
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.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 the relevant 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 Resolution 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 a print of the votes cast 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 Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- 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 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 mandatory 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; investor@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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investor@umiyatubes.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 5 **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

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

9. Only those shareholders, who are 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 during the EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.
