



**Date: 8<sup>th</sup> July, 2023**

To,  
The Manager,  
Listing department,  
National Stock Exchange of India Ltd,  
'Exchange Plaza', C- 1 Block G,  
Bandrakurla complex, Bandra (East)  
Mumbai – 400051

**SYMBOL: SURANI**

**Sub: Intimation of Extra-Ordinary General Meeting to be held on 31<sup>st</sup> July, 2023**

Dear Sir/Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Extraordinary General Meeting ('EGM') of the Company will be held on Monday, July 31, 2023 at 11.00 a.m. through Video Conferencing / Other Audio-Visual Means.

We are submitting herewith Notice of Extraordinary General Meeting of the Company along with explanatory statement, which is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolutions as set out in the EGM Notice. The e-voting shall commence on Friday, July 28, 2023 at 9:00 a.m. and will end on Sunday, July 30, 2023 at 5.00 p.m.

The copy of the said EGM Notice is also uploaded on the website of the Company i.e. [www.suranisteel.com](http://www.suranisteel.com)

Please take same on your record.

Thanking you.

Yours faithfully,

**For Surani Steel Tubes Limited,**

**Mohinder Singh**  
**Company Secretary**

**SURANI STEEL TUBES LTD.**

**CIN:** L27109GJ2012PLC071373

**Address:** S. No.110,115, Bayad Road, Taluka Dahegam, Sampa, Gandhinagar-382315,Gujrat, India

**M:** +919501347722 | **E:** info@suranisteel.com | **W:** www.suranisteel.com

## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**NOTICE** IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF SURANI STEEL TUBES LIMITED IS SCHEDULED TO BE HELD ON MONDAY, 31<sup>ST</sup> JULY, 2023 AT 11.00 A.M. THROUGH VIDEO CONFERENCING (“VC”) FACILITY / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS.

### **AS SPECIAL BUSINESS**

#### **Item No. 1**

#### **APPOINTMENT OF MR. VIJAY SINGLA (DIN: 00156801) AS A DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** Mr. Vijay Singla (holding DIN: 00156801) who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, and whose appointment as such has been recommended by Board and Nomination and Remuneration Committee of the Company, be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

#### **Item No. 2**

#### **APPOINTMENT OF MR. CHETAN SINGLA (DIN: 00549795) AS A DIRECTOR OF THE COMPANY**

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

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**“RESOLVED THAT** Mr. Chetan Singla (holding DIN: 00549795) who was appointed as an Additional Director, pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of next General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, and whose appointment as such has been recommended by Board and Nomination and Remuneration Committee of the Company, be and is hereby appointed as a Director (Non-Executive and Non-Independent) of the Company, liable to retire by rotation.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

**Item No. 3**

**APPOINTMENT OF MS. SANGEETA MEHTANI (DIN: 10124839) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17 (1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force); Ms. Sangeeta Mehtani (DIN 10124839), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 3<sup>rd</sup> May 2023 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, and whose appointment as such has been recommended by Board and Nomination and Remuneration Committee, be and is hereby appointed as an independent Director of the Company not liable to retire by rotation, for five consecutive years with effect from 3<sup>rd</sup> May 2023.

**“RESOLVED FURTHER THAT** any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds

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and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

**Item No. 4**

**APPOINTMENT OF MR. KAILASH GARG (DIN: 10132246) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Kailash Garg (holding DIN: 10132246), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, and whose appointment as such has been recommended by Board and Nomination and Remuneration Committee, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from 3<sup>rd</sup> May 2023.

“**RESOLVED FURTHER THAT** any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

**Item No. 5**

**APPOINTMENT OF MR. GURPREET SINGH BHATIA (DIN: 10119925) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

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modification(s) or re-enactment thereof, for the time being in force), Mr. Gurpreet Singh Bhatia (holding DIN: 10119925), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, and whose appointment as such has been recommended by Board and Nomination and Remuneration Committee, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from 3<sup>rd</sup> May 2023.

**RESOLVED FURTHER THAT** any of the Directors of the Company and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard”

**By the Order of Board  
For Surani Steel Tubes Limited**

**Sd/-  
Mohinder Singh  
Company secretary  
M.No. A21857**

**Date: 08<sup>th</sup> July, 2023  
Place: Chandigarh**

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**NOTES :**

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

1. 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 there at and cast their votes through e-voting.
2. 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.
3. The attendance of the 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.
4. 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 the Circulars issued by the Ministry of Corporate Affairs 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 Link Intime India Pvt Ltd. ('Link Intime') for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by Link Intime.
5. 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.suranisteel.com](http://www.suranisteel.com). The Notice can also be accessed from the websites

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of National Stock Exchange of India Limited at [www.linktime.co.in](http://www.linktime.co.in) and the EGM Notice is also available on the website of Link Intime (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in>

6. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Monday 24<sup>th</sup> July, 2023. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of Remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the Remote e-Voting process. Any person who is not a Member as on the Cut-off date should treat this Notice of EGM for information purpose only.
7. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.
8. The Board of Directors have appointed Mr. Sahil Malhotra, proprietor of M/s S.V. Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the EGM in a fair and transparent manner.
9. The Remote e-Voting will commence on Friday, July 28, 2023 at 9:00 a.m. (IST) and ends on Sunday, July 30, 2023 at 5:00 p.m. (IST). During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The Remote e-Voting will be blocked by Link Intime immediately thereafter and will not be allowed beyond the said date and time.
10. The result declared along with the Scrutinizer's Report will be forwarded to NSE Limited and shall be simultaneously uploaded on the Company's website <https://suranisteel.com> and on the website of Link Intime at <https://instavote.linkintime.co.in> immediately.
11. Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of the shares held in electronic form, and to the Company or the RTA (M/s Link Intime Pvt. Ltd.), in respect of the shares held in physical form together with a proof of address viz. Electricity Bill, Telephone Bill, Ration Card, Voter ID Card, Passport etc.

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**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The Remote e-voting period commences on Friday, July 28, 2023 at 9:00 a.m. and ends on Sunday, July 30, 2023 at 5:00 p.m. During this period, the Members of the Company holding shares either in physical form or in dematerialized form as on the Cut-off date i.e. July 24, 2023 may cast the vote electronically through remote e-voting. The remote e-voting facility shall be disabled by Link Intime for voting after 5:00 p.m. on July 30, 2023.

Voting rights shall be reckoned on the number of shares registered in the name of the Member as on the Cut-off date, i.e. July 24, 2023. A Member attending the EGM, who has not cast the vote by means of remote e-voting, shall be able to cast the vote through e-voting at the EGM.

Members are requested to follow the instructions given below for casting the votes through e-voting and for attending the meeting through VC / OAVM facility:

**Remote e-Voting Instructions for shareholders:**

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As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
  2. If you are 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

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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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL
  1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
  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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are 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, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
  4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://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, the 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.
  
3. Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.

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3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**Process and manner for attending the Extra Ordinary General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

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**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

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5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Extra Ordinary General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra Ordinary General Meeting will be eligible to attend/ participate in the Extra Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1:**

Mr. Vijay Singla was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 3<sup>rd</sup> May, 2023 pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Vijay Singla, as a candidate for the office of a Director.

### **Brief Profile of Mr. Vijay Singla :**

Mr. Vijay Singla has around 35 years of experience in the field of iron and steel industry, manufacturing of steel and galvanized pipes, units set up and operations, funding, financial planning, marketing and overall operations of iron and steel industry.

In the opinion of the Board, Mr. Vijay Singla meets all the conditions specified in the Act and the Rules made there under for appointment as Non- Executive Director and he requisite skills and knowledge and that would be in the interests of the Company to appoint Mr. Vijay Singla, Director as a Non- Executive Director of the Company.

The Board and Nomination and Remuneration Committee of the company has recommended his appointment as such.

None of the Directors (except the appointee himself) or the KMP or their relatives are interested in the Resolution except to the extent of their shareholding in the Company.

The Directors recommend the resolutions at item no. 1, for approval by the members by way of Ordinary Resolution.

### **ITEM NO. 2**

Mr. Chetan Singla was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 3<sup>rd</sup> May, 2023 pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations,

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2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Chetan Singla, as a candidate for the office of a Director.

**Brief Profile of Mr. Chetan Singla:**

Mr. Chetan Singla is a renowned industrialist based at Chandigarh and possess around 15 years of experience in iron and steel industry, steel and galvanized pipes and real estate in fields of manufacture, units set up and operations, funding, financial plan planning, marketing and overall operations of iron and steel industry.

In the opinion of the Board, Mr. Chetan Singla meets all the conditions specified in the Act and the Rules made there under for appointment as Non- Executive Director and he requisite skills and knowledge and that would be in the interests of the Company to appoint Mr. Chetan Singla, Director as a Non- Executive Director of the Company.

The Board and Nomination and Remuneration Committee of the company has recommended his appointment as such.

None of the Directors (except the appointee himself) or the KMP or their relatives are interested in the Resolution except to the extent of their shareholding in the Company.

The Directors recommend the resolutions at item No. 2 for approval by the members as Ordinary Resolution.

**ITEM NO. 3**

Ms. Sangeeta Mehtani was appointed as an Additional Independent Director of the Company by the Board of Directors at their meeting held on 3<sup>rd</sup> May, 2023 pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Ms. Sangeeta Mehtani, as a candidate for the office of a Director.

**Brief Profile of Ms. Sangeeta Mehtani**

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Ms. Sangeeta Mehtani, aged 59 years, had done her post-graduation in Organic Chemistry from Punjab University and is having a well-versed experience in the academic segment and had served as an Associate Professor for 30 years in PG Govt. college for girls, Chandigarh and got referred as a Principal of PG Govt. college for Women.

She is also involved in various social activities in the welfare of general public and is associated with various NGOs. She has to her credit experience of 33 years in the field of Education, general administration, Human Resources and management.

As per the provisions of Section 149 of the Companies Act, 2013 (“Act”), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Ms. Sangeeta Mehtani has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Ms. Sangeeta Mehtani as Independent Director was placed before the Nomination and Remuneration Committee, which recommended her appointment as an Independent Director up to 2<sup>ND</sup> May 2028.

In the opinion of the Board, Ms. Sangeeta Mehtani meets all the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of management. The Board has formed an opinion that Ms. Sangeeta Mehtani possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Ms. Sangeeta Mehtani, Director as an Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Ms. Sangeeta Mehtani as an Independent Director is now being placed before the Members in this Extra- Ordinary General Meeting for their approval.

The Board and Nomination and Remuneration Committee of the company has recommended his appointment as such.

None of the Directors (except the appointee himself) or the KMP or their relatives are interested in the Resolution.

The Directors recommend the resolutions at item No. 3 for approval by the members as Special Resolution.

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#### **ITEM NO. 4**

Mr. Kailash Garg was appointed as an Additional Independent Director of the Company by the Board of Directors at their meeting held on 3<sup>rd</sup> May, 2023 pursuant to the provisions of Section 161(1), Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Kailash Garg, as a candidate for the office of a Director.

#### **Brief Profile of Mr. Kailash Garg:**

Mr. Kailash Garg, aged 61 years and had completed his Bachelor of Engineering (Civil) from Thapar Institute of Engineering and Technology (now Thapar University), Patiala.

He is having a work and administrative experience of nearly 40 years in the field of construction of residential, commercial and industrial establishments. Had also worked as Sub-Divisional Engineer and Executive Engineer in Chandigarh Administration Undertaking for 29 years. He had also looked after various Public health and Civil Engineering projects and also worked in the Administrative Section. Worked on various construction projects in Rail Coach Factory, Kapurthala (Punjab) and TV Tower, Kasauli (Himachal Pradesh).

As per the provisions of Section 149 of the Companies Act, 2013 (“Act”), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation Mr. Kailash Garg has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Kailash Garg as an Independent Director is now being placed before the Members in this Extra- Ordinary General Meeting for their approval.

The Board and Nomination and Remuneration Committee of the company has recommended his appointment as such.

None of the Directors (except the appointee himself) or the KMP or their relatives are interested in the Resolution.

The Directors recommend the resolutions at item No. 4 for approval by the members as Special Resolution.

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## **ITEM NO. 5**

Mr. Gurpreet Singh Bhatia was appointed as an Additional Independent Director of the Company by the Board of Directors at their meeting held on 3<sup>rd</sup> May, 2023 pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Gurpreet Singh Bhatia, as a candidate for the office of a Director.

### **Brief Profile Mr. Gurpreet Singh Bhatia**

Mr. Gurpreet Singh Bhatia, aged 43 years, had done his Graduation in Commerce from Khalsa College, Amritsar and is a member of Institute of Chartered Accountants of India, since 2003. He served as an Assistant Vice- President in HDFC Bank Limited for 11 years and is now a partner in a firm named Preet Kamal and Co. and is having an expertise as a Forensic Auditor and Concurrent Auditor and is having diversified knowledge and experience of around 18 years in the field of finance, taxation, law and other allied matters.

In the opinion of the Board, Mr. Gurpreet Singh Bhatia meets all the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of management. The Board has formed an opinion that Ms. Gurpreet Singh Bhatia possesses requisite skills and knowledge and it would be in the interests of the Company to appoint him as an Independent Director of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Gurpreet Singh Bhatia as an Independent Director is now being placed before the Members in this Extra- Ordinary General Meeting for their approval.

The matter regarding appointment of Mr. Gurpreet Singh Bhatia as Independent Director was placed before the Nomination and Remuneration Committee, which recommended his appointment as an Independent Director up to 2<sup>ND</sup> May 2028.

The Board and Nomination and Remuneration Committee of the company has recommended his appointment as such.

None of the Directors (except the appointee himself) or the KMP or their relatives are interested in the Resolution.

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The Directors recommend the resolutions at item No. 5 for approval by the members as Special Resolution.

**By the Order of Board  
For Surani Steel Tubes Limited**

**Sd/-  
Mohinder Singh  
Company secretary  
M.No. A21857**

**Date: 08<sup>th</sup> July, 2023  
Place: Chandigarh**

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**ANNEXURE TO THE EXPLANATORY STATEMENT:**

**Additional information on Director recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI Listing Regulation, and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India.**

Sr. No.	Name of Director	Mr. Vijay Singla	Mr. Chetan Singla	Ms. Sangeeta Mehtani	Mr. Kailash Garg	Mr. Gurpreet Singh Bhatia
1	DIN	00156801	00549795	00124839	10132246	10119925
2	Age (year)	57	36	59	62	43
3	Date of first appointment on the Board	3 <sup>rd</sup> May, 2023	3 <sup>rd</sup> May, 2023	3 <sup>rd</sup> May, 2023	3 <sup>rd</sup> May, 2023	3 <sup>rd</sup> May, 2023
4	Qualifications	Graduate	Graduate	Post Graduate	B.E. (Civil)	C.A.
5	Experience & expertise in specific functional area	He is equipped with more than 35 years of rich experience in the field of iron and steel industry,	Possess around 15 years of experience in iron and steel industry, operations, funding, financial planning, marketing and overall operations of iron and steel industry.	She is having 33 years in the field of Education, general administration, Human Resources and management	having 40 years' experience of in the field of Engineering, construction of residential, commercial and industrial establishments.	Having around than 18 years' experience Forensic Auditor and Concurrent Auditor, finance, taxation, law and other allied matters.
6	Remuneration last drawn	Nil	Nil	Nil	Nil	Nil
7	Details of remuneration sought to be paid	Nil	Nil	Nil	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the

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					thereof and reimbursement of expenses for participation in the meetings.	meetings of the Board and Committees thereof and reimbursement of expenses for participation in the meetings.
8	Listed entities (Surani Steel Industries Limited) in which the person holds the directorship and the chairmanship/ membership of committees of the board along with listed entities from which the person has resigned in the past three years.	Nil	Nil	Nil	Nil	Nil
9	Directorships held in other companies/branches	1. Jagan Industries Pvt Ltd 2. Mirage Infra Ltd.	1. Mirage Infra Ltd 2. Infonity Infra Pvt Ltd. 3. Fairmount Infratech Pvt. Ltd.	Nil	Nil	Nil

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10	Memberships/Chairmanships of committees of other companies	Nil	Nil	Nil	Nil	Nil
11	Number of shares held in the company	938000	938000	Nil	Nil	Nil
12	Disclosure of relationships between Directors /KMP inter-se	Mr. Vijay Singla is uncle of Mr. Chetan Singla.	Mr. Chetan Singla is Nephew of Mr. Vijay Singla	Nil	Nil	Nil

**By the Order of Board  
For Surani Steel Tubes Limited**

**Sd/-  
Mohinder Singh  
Company secretary  
M.No. A21857**

**Date: 08<sup>th</sup> July, 2023**

**Place: Chandigarh**

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