



SURANI STEEL TUBES LTD.

(Formerly Known As "SURANI STEEL TUBES PVT. LTD.")

CIN : L27109GJ2012PLC071373

S.No.110,115, Opp. Vinayak TMT, Bayad Road, Village: Sampa, Ta: Dahegam, Dist: Gandhinagar-382 315 (GUJARAT) INDIA.

Date: 21.02.2022

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: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), please find enclosed herewith the Postal Ballot Notice along with the Explanatory Statement ("Notice") for seeking approval of Members of the Company by way of remote e-voting process to transact the following business:

Item No.	Business to be transacted through Postal Ballot-Special Resolution
1.	To consider and approve Sale of Undertaking of the Company under Section 180(1)(a) of the companies Act,2013

Postal Ballot Notice is being sent through electronic means only to those Members of the Company whose e-mail addresses are registered with Link Intime India Private Limited, the Registrar and Transfer Agent of the Company/Depositories/Depository Participants and whose names appear in the Register of Members/List of Beneficial Owners as on February18, 2022("Cut-off date").

As per the MCA Circulars issued in view of the ongoing COVID-19 pandemic, physical copies of the Notice, Postal Ballot Forms and Pre-Paid Business Reply Envelopes are not being sent to Members for this Postal Ballot.

The Company has engaged the services of NSDL for providing remote e-voting facility to all its member. The e-voting facility will be available during the following period.

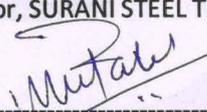
Commencement of e-voting	22 nd February,2022
End of e-voting	23 rd March,2022
Date of Result	On or before 24 th March,2022

Further, the notice of Postal Ballot is being made available on the website of the Company i.e. www.suranisteel.com.

Kindly take the same on record.

Thanking you,

For, SURANI STEEL TUBES LIMITED


Mukesh Patel
Joint Managing Director
DIN: 05331136



SURANI STEEL TUBES LIMITED

Registered Office: S. No.110,115, Opp. Vinayak TMT, Bayad Road,
Sampa, Tal. Dahegam, Gandhinagar, Gujarat – 382315

Email Id: info@suranisteel.com

CIN: L27109GJ2012PLC071373

Website: www.suranisteel.com

Contact No: +91 9825515372

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 (the “Act”) read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

To the members of the Company,

NOTICE is hereby given to the Members of SURANI STEEL TUBES LIMITED (the “Company”) pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standard-2 on general meeting (the “SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”) for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020 and 10/2021 dated June 23, 2021, 20/2021 dated December 08,2021 (collectively “MCA Circulars”) in view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the above said MCA Circulars, the Company will send Postal Ballot Notice only by email to all its shareholders who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“RTA”) or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the remote e-voting system. This Postal Ballot process is accordingly being initiated in compliance with the above mentioned MCA Circulars.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014 the Board of Directors of the Company, at its meeting held on Wednesday, February 16, 2022 has appointed Ms. Dhara Patel (M. No.:29198, CP. No: 10979), Practicing Company Secretaries, Ahmedabad, as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner. The proposed Resolution(s) and the Explanatory Statement stating the facts as required in terms of Section 102 and Section 110 of the Act are appended hereto, for your consideration and approval. Members are requested to read and follow the instructions carefully on remote e-voting provided in this Postal Ballot Notice.

The Company has engaged the services of NSDL as the agency to provide e-voting facility.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Wednesday, March 23, 2022 (the last day to cast vote electronically) to be eligible for being considered.

SPECIAL BUSINESS:

ITEM NO.-1: TO CONSIDER AND APPROVE SALE OF UNDERTAKING OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and any other applicable provisions if any, of Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and subject to compliance of all applicable laws and regulations and such permissions, approvals, consents and sanctions as may be necessary from the concerned/statutory authorities and subject to such other terms and conditions as may be imposed by them, the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to “the Board” which term shall be deemed to include any duly constituted Committee thereof) to sale Company’s property including plant and machineries situated at Survey No. 107, 104, 105, Village. Sujana Muvada, Sampa- Lavad road, Tal. Dahegam, District. Gandhinagar, Gujarat-382315 to any prospective buyer, in such manner/arrangements, for consideration as the Board may consider appropriate, on such terms and conditions and with effect from such date as may be decided by the Board.”

“RESOLVED FURTHER THAT the Board thereof be and is hereby authorized to finalize the terms and conditions and take such steps as may be necessary for obtaining approvals, statutory or contractual or otherwise, if any, required in relation to the above and to settle all the matters arising out of and incidental thereto and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper and expedient or incidental for the purpose of giving effect to the above resolution.”

Date:16.02.2022
Place: Sampa

By Order of the Board of Directors,
FOR SURANI STEEL TUBES LIMITED

Registered Office:
S. No.110,115, Opp. Vinayak TMT, Bayad Road,
Sampa, Tal. Dahegam, Gandhinagar-382315

Sd/-
Shwetal Ritesh Maliwal
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals is annexed herewith.
2. The Board of Directors of the Company ("the Board") at its meeting held on Wednesday, 16th February, 2022 has appointed Ms. Dhara Patel, Practicing Company Secretaries, Ahmedabad, as the Scrutinizer for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents and whose name appears on the Register of Members/ List of Beneficial Owners on Friday, February 18, 2022.
4. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this postal notice in electronic form only. The hard copy of this Postal ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
5. The voting period begins from Tuesday, February 22, 2022, 9:00 A.M. (IST) onwards to Wednesday, March 23, 2022, 5:00 P.M. (IST). During this period, shareholders of the Company, holding shares as on the cut-off date Friday, February 18, 2022, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address) can cast their votes electronically, in respect of the resolution as set out in the Postal Ballot Notice only through the remote e-voting. Members are requested to follow the procedure as stated in the Procedure and Instructions for remote e- voting for casting their vote(s).
6. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization.
7. The results of the Postal Ballot will be declared on or before Thursday, March 24, 2022. The results of the Postal Ballot will be hosted on the website of the Company viz. www.suranisteel.com and will also be communicated to the Stock Exchange where the

equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairman, or in his absence by Company Secretary or any other person so authorised by the Chairman. The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution.

8. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. Thursday, March 24, 2022.
9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date of Friday, February 18, 2022.
10. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.
11. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.
12. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 a.m. to 04:00 p.m. till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., Wednesday, March 23, 2022.
13. In compliance with Regulation 44 of the Listing Regulations and provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.
14. Members are requested to contact Ms. Shwetal Ritesh Maliwal, Company Secretary (Email ID: cs@suranisteel.com) in case of any query pertaining to the postal ballot.

PROCEDURE/ INSTRUCTIONS FOR REMOTE E VOTING:

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="565 737 1458 1312">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.nsd.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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.<li data-bbox="565 1346 1458 1522">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="565 1556 1458 1961">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site

	<p>wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdharapatel@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 (cs@suranisteel.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (cs@suranisteel.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. **In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.**

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014:

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

ITEM NO: 1:

TO CONSIDER AND APPROVE SALE OF UNDERTAKING OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013:

Section 180(1)(a) of the Companies Act, 2013 ('the Act'), provides that the Board of Directors of a company shall not except with the consent of the members, by way of Special Resolution, sale, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company. Pursuant to explanation to clause (a) in sub-section (1) of Section 180 of the Act an "Undertaking" shall mean an undertaking in which the investment of the Company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the Company during the previous financial year.

The Board of Directors in its meeting held on 16th February, 2022 has approved to sale property including plant & machineries situated at Survey No. 107, 104, 105, Village. Sujana Muvada, Sampa- Lavad road, Tal. Dahegam, District. Gandhinagar, Gujarat-382315 for such consideration and on such terms and conditions as the Board of Directors of the Company consider beneficial to the Company subject to approval of members as the investment of the Company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year.

None of the other Directors / Key Managerial Personnel of the Company/relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

Accordingly, the Board of Directors of the Company recommends the Special Resolution No. 1 as proposed and set out in the accompanying Notice for approval of the Members in the Interest of the Company through Postal Ballot through remote e-voting.

Date: 16.02.2022

Place: Sampa

By Order of the Board of Directors,
FOR SURANI STEEL TUBES LIMITED

Registered Office:

S. No.110,115, Opp. Vinayak TMT, Bayad Road,
Sampa, Tal. Dahegam, Gandhinagar, Gujarat -
382315

Sd/-
Shwetal Ritesh Maliwal
Company Secretary