



CERTIFIED TRUE COPY OF SPECIAL RESOLUTION PASSED BY THE
SHAREHOLDERS OF UNI-TUBES LIMITED AT ANNUAL GENERAL MEETING
HELD ON 25.07.2013

“RESOLVED THAT pursuant to section 100 of the Companies Act,1956 and subject to the confirmation of the High Court of Gujarat, Ahmedabad, the paid up capital of the company be reduced from Rs.3,25,50,000/-divided into3255000 equity shares of Rs. 10/- each fully paid up to Rs. 32,55,000/- divided into 3255000 equity shares of Re. 1/-each fully paid up and that such reduction be effected by cancelling the capital which has been lost or is unrepresented by available tangible assets, to the extent of Rs. 9/- per share upon each of the 32,55,000 equity shares which have been issued and by reducing the nominal amount of all the shares in the capital of the company from Rs. 10/- to Re. 1/- share.

RESOLVED FURTHER THAT pursuant to section 94 read with section 16 of the Companies Act.1956 the consequential amendments/alterations to be made in the capital clause of the Memorandum of Association of the company after the said reduction becomes operative and effective.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient and is further authorised to delegate all or any of the powers conferred by this resolution on it, to any committee of Directors, any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution.”

FOR UNI TUBES LIMITED

DIRECTOR DIRECTOR



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“RESOLVED THAT subject to the approval of the Central Government /The Registrar of the Companies under section 21 of the Companies Act,1956 and other applicable provisions of the Law time being in force and subject to such conditions, restrictions etc as may be imposed while granting such approval, the name of the company be changed from Uni-Tubes Limited to UTL Industries Limited.

RESOLVED FURTHER THAT in the Memorandum of Association and in the Articles of Association of the Company wherever, the name of the Company appears as “ Uni Tubes Limited” the same shall be replaced by new name made available by the Registrar of Companies, Gujarat.

RESOLVED FURTHER THAT Mr Parimal Shah, director of the company is hereby authorized to apply for change of the name proposed to be adopted and also to sign the application or others forms as may be required digitally on behalf of the company.

FOR UNI TUBES LIMITED


DIRECTOR


DIRECTOR





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**CERTIFIED TRUE COPY OF EXPLANATORY STATEMENTS PURSUANT TO
SECTION 173 (2) OF THE COMPANIES ACT 1956, FORMING PART OF
NOTICE OF ANNUAL GENERAL MEETING ON 25.07.2013**

ITEM NO. 4

The reduction of capital in the manner proposed will enable the Company to have a rational capital structure which is commensurate with its remaining business and assets.

The proposed reduction will be for the benefit of the Company and its shareholders, creditors and all concerned as a whole. Such reduction will also not cause any prejudice to the creditors of the Company. The reduction of capital does not involve either the diminution of any liability in respect of unpaid capital or the payment to any shareholder of any paid-up capital. The creditors of the Company are in no way affected by the proposed reduction of the share capital. Further, the proposed adjustment would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honor its commitments or to pay its debts in the ordinary course of business. The reduction as aforesaid shall be effected as an integral part of the Scheme in accordance with the provisions of Sections 100 to 103 and any other applicable provisions of the Act to reflect the correct position of the capital on the company duly represented by its assets. The separate meeting shall be called and held to consider the resolution for reduction of share capital of the Company pursuant to the provisions of section 100 of the Act. if so directed by the Hon'ble High Court.

The resolution is subject to the confirmation of the Hon'ble High Court of Gujarat at Ahmedabad. After obtaining approval of the shareholders, the Company will approach the Hon'ble High Court of Gujarat at Ahmedabad for its confirmation. The Board of Directors recommends adoption of the said resolution.

None of the Directors of the Company is concerned or interested in the resolution except to the extent of their shareholding in the Company.



The documents referred to in this notice/explanatory statement are open for inspection by any Member at the Registered Office of the Company during the Company's business hours on any working day up to the date of the Extraordinary General Meeting.

ITEM NO. 5

During the last Couple of years the members have observed that company is diversifying its core activities in number of other products and the sources of income from purely tube related products is reducing consistently. The company is also planning to change Main object clause by addition of other activities in Main Object as set out at item number four. The existing name limits the presentation of company in the market as manufacturer of tubes only. It is therefore felt that in this severely competitive market environment there is a need to change the name which represent companies role in the manufacture &/or trading of different products related to fittings, pipes and tubes.

In view of this, the Board of Directors of the company in its meeting held on 17th June 2013, considered and approved placing before the shareholders the change of name of the company to "UTL Industries Limited" or such other as approved by Registrar of Companies.

Further the change in the name of the company requires suitable changes in the Memorandum & Articles of Association (MOA & AoA) of the company for replacing the old name wherever it appears in the MOA & AOA with the new name.

Accordingly suitable resolutions are placed before the members and shareholders for their consideration.

None of the Directors are connected or interested in the above resolution.

FOR UNI TUBES LIMITED


DIRECTOR


DIRECTOR

