



AYEPEE LAMITUBES LIMITED

Regd. Off: B-1, MIDC P.O. Murbad, Thane, Maharashtra – 421 401, India

Phone: 9765405761 CIN: L74999MH1984PLC032132

Website: www.ayepeelamitubes.net, Email id: ayepeelamitubes@gmail.com

NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of **AYEPEE LAMITUBES LIMITED** will be held on **Thursday, 28 September 2017 at 4.00 p.m** at Company's Registered Office at B-1, MIDC P.O. Murbad, Thane – 421401 to transact, with or without modifications, as may be permissible, the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited **financial statements of the Company**, including balance sheet as at **31 March 2017**, profit and loss statement and cash flow statement for the year ended on that date, Reports of the Board and Auditors of the Company thereon.
2. To Re-appoint Mr. Sunil Singhal (DIN 00233008), who retires by rotation and being eligible, offers himself for re-appointment.
3. **RATIFICATION OF APPOINTMENT OF AUDITORS**

To ratify appointment of Auditors and in this regard to consider and if thought fit, to pass, with or without modification, the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of **M/s. J Singh & Associates, Chartered Accountants** (ICAI Registration Number 110266W) as Statutory Auditor of the Company, to hold office from the conclusion of ensuing Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration as applicable and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

By order of the Board of Directors
For **Ayepee Lamitubes Limited**

Place : Murbad
Date : 14 August 2017

Jignesh Patel
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL/BALLOT INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING, EITHER IN PERSON OR THROUGH POST. A proxy form is appended with the attendance slip. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.



2. If shares are held jointly, proxy form must be signed by all the members. If proxy form is signed by Authorized representative of body corporate or attorney, certified copy of Board resolution / power of attorney / other authority must be attached with the proxy form.
3. The statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. Body Corporate members intending to send their authorized representative are requested to send a duly certified copy of the Resolution authorizing their representative to attend and vote at the Meeting.
5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturday between 10.00 a.m. to 12.00 p.m. up to the date of declaration of the result of the Annual General Meeting of the Company.
6. **Nomination:** Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to section 72 of the Companies Act, 2013 read with relevant rules. Members desiring to avail of this facility may send their nomination in the prescribed form no. SH13 duly filled in and signed to the Company.
7. Members / Proxy holders shall hand over the attendance slips, duly signed and filled in all respect, at the entrance for attending the meeting. Route map of venue of AGM is given in this Notice.
8. Members desirous of asking any questions at the Annual General Meeting are requested to send their questions to the Company at an early date so that the same can be replied suitably.
9. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
10. Members are requested to kindly carry their copy of Annual Report to the Meeting.

11. E-VOTING FACILITY

In compliance with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Section 108 of the Companies Act, 2013, Companies (Management and Administration) Rules, 2014 & Secretarial Standards - 2 on general meeting, the Members are informed that the Company is providing Remote e-voting facility (e-voting from a place other than venue of Annual General Meeting) as an alternative mode of voting which will enable the members to cast their votes electronically on all the resolutions as mentioned in the notice. Necessary arrangements have been made by the Company with Central Depository Services (India) Ltd. (CDSL) to facilitate remote e-voting to the members. The Company has appointed Ms. Tehseen Khatri of M/S Tehseen Khatri & Associates, Practicing Company Secretary, as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the meeting in a fair and transparent manner.

For the purpose of dispatch of this Notice, shareholders of the Company holding shares in demat / physical form as on 1 September 2017 has been considered. Any person, who acquire shares of the Company and becomes member of the Company after 1 September 2017 may obtain the login details by sending a request to CDSL at helpdesk.evoting@cdslindia.com or to the Company at ayepeelamitubes@gmail.com or to the Registrar and share transfer agents of the company.

The Members whose name appears in the Register of Members/list of Beneficial Owners as received from Depositories as on **22 September 2017** ("cut-off date") are entitled to vote on the resolutions set forth in this notice. Person who is not a member as on the said date should treat this notice for information purpose only.

On submission of the report by the scrutinizer, the result of voting at the meeting and e-voting shall be declared. The Results along with the Scrutinizer's Report shall be placed on the Company's website www.ayepeelamitubes.net and on the website of CDSL. Result will be declared forthwith on receipt of the Report of the Scrutinizer.



The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25 September 2017 (9:00 a.m.) and ends on 27 September 2017 (5:00 p.m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant AYEPEE LAMITUBES LTD on which you choose to vote.
- (xii) 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.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact CDSL on 1800 200 5533 or Mr. Jignesh Patel, Company Secretary on +91 9765405761 or ayepeelamitubes@gmail.com

Other information

During the above mentioned voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22 September 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

To obtain duplicate copy of the Notice and Postal Ballot in physical form, members may send a request to the Company at ayepeelamitubes@gmail.com or write to Company Secretary at Registered Office. Members receive email but do not want to avail the e-voting facility, may send a request on said email for physical copy of Notice and Postal Ballot.



STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 3

M/s. J Singh & Associates, Chartered Accountants, (Registration No. 110266W), Mumbai were appointed as Statutory Auditor of the Company at the Annual General Meeting (AGM) of the Company held on 30 September 2016 to hold the office till the conclusion of the Annual General Meeting to be held for the financial year 2020-21, subject to ratification by the Members annually, at a remuneration as may be decided by the Board of Directors

M/s. J Singh & Associates, Chartered Accountants being eligible to continue as the statutory auditor of the Company, it is recommended to the members to ratify their appointment as mentioned in the Resolution in this respect.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested in the said resolution.

By order of the Board of Directors
For **Ayepee Lamitubes Limited**

Place : Murbad
Date : 14 August 2017

Jignesh Patel
Company Secretary

Particulars of Director seeking re-appointment

Particulars	Re-Appointment
Name	Mr Sunil Singhal
Age	46
Qualification and Experience	B.Com Mr Sunil Singhal has rich experience in Accounts and Finance
List of Companies in which outside Directorship held (excluding foreign and section 8 companies)	Rupee Finance and Management Private Limited
Chairman/Member of the Companies of the Board of other Companies	Nil
Shareholding of the Company (No. of shares)	Nil

ROUTE MAP/LOCATION TO REACH AT THE VENUE AT AGM

AGM Venue: Ayepee Factory. Near Technocraft Industries. Land mark is MIDC Fire Brigade Station.



Road map from Thane to Murbad



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ATTENDANCE SLIP

Annual General Meeting –28 September 2017 at 4:00 P.M

Name of the Member(s) :		No. of Shares :
Registered address :		
E-mail ID :		
Folio No :		

I/We certify that I/We am/are the registered Member(s)/proxy for the registered Member(s) of the Company.

I/We hereby record my/our presence at the ANNUAL GENERAL MEETING of the Company at the Registered Office at B-1, MIDC P.O. Murbad, Thane, Maharashtra – 421401, India on Thursday, 28 September 2017 at 4.00 p.m

Note: Please complete this slip and hand it over at the entrance of the Meeting venue..

Member's/Proxy's Signature

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN :	L74999MH1984PLC032132
Name of the Company :	AYEPEE LAMITUBES LIMITED
Registered Office :	B-1, MIDC P.O. Murbad, Thane, Maharashtra – 421401, India
Name of the Member(s) :	
Registered address :	
E-mail ID :	
Folio No :	

I/We, being the Member(s) of shares of the above named company, hereby appoint.

- Name Address
Email ID Signature or failing him
- Name Address
Email ID Signature or failing him
- Name Address
Email ID Signature or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, 28 September 2017 at 4.00 p.m at the Registered Office at B-1, MIDC P.O. Murbad, Thane, Maharashtra – 421401, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	Optional *	
		For	Against
1	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Report of the Directors' and Auditors' thereon.		
2	To appoint Director in place of Mr. Sunil Singhal (DIN: 00233008) who retires by rotation and being eligible offers himself for re-appointment.		
3	To ratify appoint of Statutory Auditors and to fix their remuneration.		

Signed this day of September 2017

Signature of Member :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp of ₹ 1

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Scheduled time for commencement of the Meeting.
- For the Resolutions and Notes, please refer to Notice of the Annual General Meeting.
- It is optional to put a 'x' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of Member(s) in above box before submission.