

EXTRACT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF SCODA TUBES LIMITED IN 16TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 18, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO 1566/1 VILLAGE RAJPUR TA-KADI MAHESANA 382740.

RESOLUTION NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024, TOGETHER WITH THE REPORTS OF BOARD OF DIRECTORS AND THE AUDITOR THEREON:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended on March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.”

For, SCODA TUBES LIMITED



JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXTRACT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF SCODA TUBES LIMITED IN 16TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 18, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO 1566/1 VILLAGE RAJPUR TA-KADI MAHESANA 382740.

RESOLUTION NO. 2: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024, TOGETHER WITH THE REPORTS OF BOARD OF DIRECTORS AND THE AUDITOR THEREON:

“RESOLVED THAT pursuant to Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s. Dhirubhai Shah & Co LLP, Chartered Accountants, Ahmedabad (FRN: 102511W/W100298) be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of 16th (Sixteenth) Annual General Meeting till the conclusion of 21st (Twenty First) Annual General Meeting to be held for the financial year 2028-29 at such remuneration (excluding out of pocket expenses and reimbursement of expenses, if any) as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

For, SCODA TUBES LIMITED



JAGRULKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXTRACT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF SCODA TUBES LIMITED IN 16TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 18, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO 1566/1 VILLAGE RAJPUR TA-KADI MAHESANA 382740.

RESOLUTION NO. 3: TO APPOINT A DIRECTOR, IN PLACE OF MR. SAURABH AMRUTBHAI PATEL, DIRECTOR (DIN 07627068), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT:

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the reappointment of Mr. Saurabh Amrutbhai Patel, Director (DIN 07627068) as such, to the extent that he is required to retire by rotation.”

For, SCODA TUBES LIMITED


JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXTRACT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF SCODA TUBES LIMITED IN 16TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 18, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO 1566/1 VILLAGE RAJPUR TA-KADI MAHESANA 382740.

RESOLUTION NO. 4: TO APPOINT A DIRECTOR, IN PLACE OF MR. SAMARTH BHARATBHAI PATEL, DIRECTOR (DIN 08036100), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT:

“RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the reappointment of Mr. Samarth Bharatbhai Patel, Director (DIN 08036100) as such, to the extent that he is required to retire by rotation.”

For, SCODA TUBES LIMITED



JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXTRACT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF SCODA TUBES LIMITED IN 16TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 18, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO 1566/1 VILLAGE RAJPUR TA-KADI MAHESANA 382740.

RESOLUTION NO. 5: TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25 PURSUANT TO SECTION 148 AND ALL OTHER APPLICABLE PROVISIONS OF COMPANIES ACT, 2013:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Mr. Manish B Analkat, Cost Accountant (Registration No. 19378) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2024-25 amounting to Rs. 40,000/- plus applicable tax, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

For, SCODA TUBES LIMITED



JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

ITEM NO.: 5

TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25 PURSUANT TO SECTION 148 AND ALL OTHER APPLICABLE PROVISIONS OF COMPANIES ACT, 2013: ORDINARY RESOLUTIONS

In accordance with the provisions of Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its Cost Records audited from a qualified Cost Accountant. The Board of Directors at its meeting held on September 10, 2024, on the recommendation of Audit Committee, approved the appointment and remuneration of Mr. Manish B Analkat, Cost Accountant (Registration No. 19378), to conduct the audit of the cost records of the Company for the financial year 2024-25.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor is to be ratified by the Members of the Company.

Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year 2024-25 as set out in the resolution for aforesaid services to be rendered by them.

The Board of Directors recommends the resolution at Item No. 5 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 5 of this Notice.

For, SCODA TUBES LIMITED



JAGRULKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXTRACT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF SCODA TUBES LIMITED IN 16TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 18, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO 1566/1 VILLAGE RAJPUR TA-KADI MAHESANA 382740.

RESOLUTION NO. 6: CHANGE IN DESIGNATION CUM APPOINTMENT OF MR. SAMARTH BHARATBHAI PATEL AS CHAIRMAN AND WHOLE-TIME DIRECTOR:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) and on the recommendation of Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to change the designation of Mr. Samarth Bharatbhai Patel (DIN: 08036100), from Non-Executive Director of the company to Chairman and Whole-time Director on the Board of the Company for a period of five years w.e.f. September 10, 2024, whose period of office shall be liable to retire by rotation;

Remuneration:

Salary:

Up to Rupees 40,00,000 per annum with such increments as may be decided by the Board from time to time, subject to ceiling on maximum remuneration in terms of provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT up on approval by the Members of the Company, his designation shall be changed to Executive Director of the Company;

RESOLVED FURTHER THAT, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the Remuneration payable to Mr. Samarth Bharatbhai Patel (DIN: 08036100) as set out above, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section " of Part II of Scheduled V to the Companies Act, 2013;

RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Samarth Bharatbhai Patel (DIN: 08036100) will be executed and this resolution along with the Resolution Proposed for the approval of Members and its explanatory statement to be placed before the Members of the Company be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Samarth Bharatbhai Patel (DIN: 08036100) as Chairman and Whole-Time Director of the Company;

RESOLVED FURTHER THAT Mr. Jagrulkumar Rameshbhai Patel (DIN: 06785595), Director of the company be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard."

//Certified to be true//

For, SCODA TUBES LIMITED


JAGRULKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

Item 6: CHANGE IN DESIGNATION OF MR. SAMARTH BHARATBHAI PATEL (DIN: 08036100) AS FROM NON-EXECUTIVE DIRECTOR TO CHAIRMAN AND WHOLE-TIME DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION

The chairman informed that Mr. Samarth Bharatbhai Patel (DIN: 08036100) has been appointed as Non-Executive Directors of the company w.e.f. December 29, 2017.

The Board of Directors of the company, at its meeting held on September 10, 2024, decided to change the designation of Mr. Samarth Bharatbhai Patel (DIN: 08036100) from Non-Executive Director of the company to Chairman and Whole-time Director of the company w.e.f. September 10, 2024 in order to make the board structure in accordance with the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The Company has received, inter alia, (i) consent in writing to act as director in form DIR-2 pursuant to Rule B of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Mr. Samarth Bharatbhai Patel (DIN: 08036100) to the effect that she is not disqualified in accordance with Section 164(2) of the Act.

In terms of Section 152 of the Companies Act, 2013, the consent of the members by way of special resolution is required for change in appointment cum designation of Mr. Samarth Bharatbhai Patel (DIN: 08036100), as Whole-Time director of the company.

Hence, the aforementioned resolution is to be passed as special resolution.

Therefore, the Board recommends the Resolution as set out in Item No. 6 for approval of the Members as Special Resolutions.

Mr. Samarth Bharatbhai Patel (DIN: 08036100) is deemed to be interested in the proposed resolution mentioned as Item No. 6 of the Notice.

//Certified to be true//

For, SCODA TUBES LIMITED

JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXTRACT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF SCODA TUBES LIMITED IN 16TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 18, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO 1566/1 VILLAGE RAJPUR TA-KADI MAHESANA 382740.

RESOLUTION NO. 7: CHANGE IN DESIGNATION CUM APPOINTMENT OF MR. JAGRUTKUMAR RAMESHBHAI PATEL AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required on the recommendation of Nomination and Remuneration Committee, the approval of the members of the company be and is hereby accorded for appointment of Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) Managing Director of the Company for a period of five (5) years w.e.f. Monday, September 10, 2024, liable to retire by rotation and on such terms and conditions including salary, perquisites and commission (hereinafter referred to as "remuneration") as set out hereunder, with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company;

Remuneration:

Salary:

Up to Rupees 40,00,000 per annum with such increments as may be decided by the Board from time to time, subject to ceiling on maximum remuneration in terms of provisions of Section 11 of Part II of Schedule V to the Companies Act, 2013.

The above remuneration shall be paid and valid from September 10, 2024 to September 09, 2029.

RESOLVED FURTHER THAT subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) as set out above, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section " of Part II of Scheduled V to the Companies Act, 2013;

RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) will be executed and this resolution along with the Resolution Proposed for the approval of Members and its explanatory statement to be placed before the Members of the Company be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) as Managing Director of the Company;

RESOLVED FURTHER THAT any of the Directors of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad and to undertake all acts, deeds and execute all documents and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolutions."

//Certified to be true//

For, SCODA TUBES LIMITED

JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

Item 7: CHANGE IN DESIGNATION CUM APPOINTMENT OF MR. JAGRUTKUMAR RAMESHBHAI PATEL AS MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS: SPECIAL RESOLUTION

The Board of Directors of the Company, in their Meeting held on September 10, 2024, has changed the designation of Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) and appointed him as Managing Director, for further period of 5 (five) years with effect from September 10, 2024, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board which is set out hereunder.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the minimum Remuneration payable to Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the appointment of Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) as Managing Director of the Company is now being placed before the Members for their approval by way of Special Resolutions.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information:

Nature of Industry: The Company is engaged in manufacturing of structural metal products.

Date or expected date of commencement of commercial production: The Company has already commenced its commercial production since its incorporation.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(Rupees in Millions)

Particulars	Standalone	
	F.Y. 2023-24	F.Y. 2022-23
Revenue From Operations	3,998.61	3,051.28
Other Income	26.77	26.57
Total Income	4024.88	3077.85
Less: Total Expenses before Depreciation, Finance Cost and Tax	3410.7	2703.44
Profit before Depreciation, Finance Cost and Tax	443.18	3,67,490
Less: Depreciation	163.87	115.88
Less: Finance Cost	190.92	114.77
Profit Before Tax	259.39	143.76
Less: Current Tax	68.90	41.46
Less: (Excess)/Short Provision Of Tax in respect of earlier year	-	0.05
Less: Deferred tax Liability (Asset)	7.49	(1.11)



Scoda Tubes Limited

Survey No: 2442,2443,2446 Ahmedabad-Mahesna Highway Village : Rajpur-382715. Tal : Kadi, Dist : Mehsana, Gujarat. India.
Phone : +91 2764 278 278 | Email : info@scodatubes.com | sales@scodatubes.com Web : www.scodatubes.com

THE BRAND YOU CAN TRUST

CIN No. : U28110GJ2008PLC055392

Profit after Tax	183.00	103.36
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Foreign investments or collaborations, if any: No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2024, There is no NRI shareholding in the company

Information about the appointee:

Background Details: Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) was originally appointed as an Non-Executive Director on the Board of our Company w.e.f. September 26, 2016. Later on, he was appointed as Managing Director of the Company w.e.f. September 10, 2024. He is experienced member with having expertise in formulating Business Strategy which help in the better growth of the company.

Past Remuneration: Rs. 30 Lacs for f.y. 2022-23

Recognition or awards: Nil.

Job Profile and his suitability: Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) is responsible for looking after the administration and Human Resource function of our Company. He is also responsible for the expansion and overall management of the business of our Company.

Terms and Conditions of Remuneration:- Up to Rupees 40,00,000 per annum with such increments as may be decided by the Board from time to time, subject to ceiling on maximum remuneration in terms of provisions of Section 11 of Part II of Schedule V to the Companies Act, 2013.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595), the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) has pecuniary relationship to the extent he is Managing Director. Further, Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) is a brother of Mr. Ravi Patel, director of the company, spouse of Mrs. Payalben Patel, director of the company.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the terms of appointment and remuneration specified above are now being submitted to the Members for their approval.

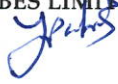


The Board of Directors is of the view that the change in designation and appointment of Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) as Managing Director will be beneficial to the operations of the Company and accordingly recommends the Special Resolutions at Item No. 2 for approval by the Members of the Company.

Except Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595) himself and their relatives to the extent of their shareholding in the Company, if any, none of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution.

//Certified to be true//

For, SCODA TUBES LIMITED



JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXTRACT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF SCODA TUBES LIMITED IN 16TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 18, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO 1566/1 VILLAGE RAJPUR TA-KADI MAHESANA 382740.

RESOLUTION NO. 8: INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE 5 OF THE MEMORANDUM OF ASSOCIATION: SPECIAL RESOLUTION

"RESOLVED THAT, pursuant to Section 61 and other applicable provisions of the Companies Act, 2013, as amended, ("Companies Act") and the provisions of the articles of association of Scoda Tubes Limited (the "Company"), the authorized share capital of the Company be and is hereby increased from ₹55,00,00,000 (Rupees Fifty Five Crore Only) divided 5,50,00,000 (Five Crore Fifty Lacs) equity shares of ₹10/- (Rupees Ten Only) each to ₹65,00,00,000 (Rupees Fifty Five Crore Only) divided 6,50,00,000 (Sixty Crore Fifty Lacs) equity shares of ₹10/- (Rupees Ten Only) each;

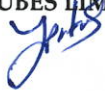
"RESOLVED FURTHER THAT, pursuant to Section 13 and other applicable provisions of the Companies Act and the rules made thereunder, the existing clause V of the Memorandum of Association of the Company be altered by deleting the same and substituting in its place, the following clause:

"Clause V. The Authorized Share Capital of the Company is ₹65,00,00,000 (Rupees Fifty Five Crore Only) divided 6,50,00,000 (Sixty Crore Fifty Lacs) equity shares of ₹10/- (Rupees Ten Only) each."

"RESOLVED FURTHER THAT Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595), Director of the company be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution including filing necessary forms with the Registrar of Companies, Gujarat at Ahmedabad."

//Certified to be true//

For, SCODA TUBES LIMITED



JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

Item 8: INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE 5 OF THE MEMORANDUM OF ASSOCIATION: ORDINARY RESOLUTION:

Section 61 of the Companies Act, 2013 provides that a limited company having a share capital may, if so authorized by its articles of association, with the consent of its members in its general meeting, alter the conditions of its memorandum of association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

Article 4(b) of the articles of association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its authorized share capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined

For the purposes as stated hereinabove, it is recommended by the Board that the present authorized share capital should be revised and increased from ₹55,00,00,000 (Rupees Fifty Five Crore Only) divided 5,50,00,000 (Five Crore Fifty Lacs) equity shares of ₹10/- (Rupees Ten Only) each to ₹65,00,00,000 (Rupees Fifty Five Crore Only) divided 6,50,00,000 (Sixty Crore Fifty Lacs) equity shares of ₹10/- (Rupees Ten Only) each and Clause V of the memorandum of association should be amended accordingly.

The Board recommends the resolution for approval of the members of the Company.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) of the Company are concerned or interested in the proposed resolution, except in the ordinary course of business.

//Certified to be true//

For, SCODA TUBES LIMITED

JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXTRACT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF SCODA TUBES LIMITED IN 16TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 18, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO 1566/1 VILLAGE RAJPUR TA-KADI MAHESANA 382740.

RESOLUTION NO. 9: APPOINTMENT OF MR. PIYUSH JASHAWANTLAL SHAH (DIN: 06834051) AS AN INDEPENDENT DIRECTORS OF THE COMPANY: SPECIAL RESOLUTION

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 along with the Companies (Appointment and Qualification of Directors) Rules, 2014,, , each as amended ("Companies Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and other applicable provisions thereof, if any, Mr. Piyush Jashawantlal Shah (DIN: 06834051), who is not disqualified under Section 164(2) of the Companies Act and who possesses relevant expertise and experience and has submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act and has signified his consent to act as an independent director of the Company, be and is hereby appointed as an independent director on the board of directors of Scoda Tubes Limited (the "Company") (the "Board"), to hold office for a term of five years commencing on September 10, 2024, and shall not be liable to retire by rotation. Mr. Piyush Jashawantlal Shah (DIN: 06834051) shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment dated September 10, 2024 issued to Mr. Piyush Jashawantlal Shah (DIN: 06834051), and as may be determined by the Board from time to time;

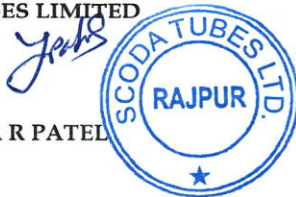
RESOLVED FURTHER THAT the Board noted the consent letter received from August 22, 2024 providing his consent to act as an independent director of the Company, declaration in writing under Section 164 in the Form DIR 8, the disclosure of interest under Section 184 in the Form MBP-1 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the declaration submitted thereby in respect of meeting the criteria for appointment as an independent director under the Companies Act, 2013, as amended;

RESOLVED FURTHER THAT Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595), Director of the company be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution."

//Certified to be true//

For, SCODA TUBES LIMITED

JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

Item 9: APPOINTMENT OF MR. PIYUSH JASHAWANTLAL SHAH (DIN: 06834051) AS AN INDEPENDENT DIRECTORS OF THE COMPANY: SPECIAL RESOLUTION:

Mr. Piyush Jashawantlal Shah (DIN: 06834051) are proposed to be appointed as Independent Directors of the Company, in accordance with applicable law, including the Companies Act, 2013 and the SEBI Listing Regulations. In this connection, the Board is of the opinion that Mr. Piyush Jashawantlal Shah (DIN: 06834051) fulfil the criteria for independent directors, as set out in the Companies Act, 2013, SEBI Listing Regulations and that Mr. Piyush Jashawantlal Shah (DIN: 06834051) are independent of the management of the Company.

The proposed Independent Director has submitted a declaration in writing to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, The Company has received the consent in writing from Mr. Piyush Jashawantlal Shah (DIN: 06834051) to act as a Director in Form DIR-2, intimation to the effect that he is not disqualified to be appointed as a Director in other companies in Form DIR-8 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Board of Directors has recommended the appointment of such Director as an Independent Director for a term of five years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

//Certified to be true//

For, SCODA TUBES LIMITED

JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595



Scoda Tubes Limited

Survey No: 2442,2443,2446 Ahmedabad-Mahesna Highway Village : Rajpur-382715. Tal : Kadi, Dist : Mehsana, Gujarat. India.
Phone : +91 2764 278 278 | Email : info@scodatubes.com | sales@scodatubes.com Web : www.scodatubes.com

THE BRAND YOU CAN TRUST

CIN No. : U28110GJ2008PLC055392

EXTRACT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF SCODA TUBES LIMITED IN 16TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 18, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO 1566/1 VILLAGE RAJPUR TA-KADI MAHESANA 382740.

RESOLUTION NO. 10: APPOINTMENT OF MR. VIPULKUMAR VITTHALBHAI PATEL (DIN: 03056403) AS AN INDEPENDENT DIRECTORS OF THE COMPANY: SPECIAL RESOLUTION

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 along with the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended ("Companies Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and other applicable provisions thereof, if any, Mr. Vipulkumar Vitthalbhai Patel (DIN: 03056403), who is not disqualified under Section 164(2) of the Companies Act and who possesses relevant expertise and experience and has submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act and has signified his consent to act as an independent director of the Company, be and is hereby appointed as an independent director on the board of directors of Scoda Tubes Limited (the "Company") (the "Board"), to hold office for a term of five years commencing on September 10, 2024, and shall not be liable to retire by rotation. Mr. Vipulkumar Vitthalbhai Patel (DIN: 03056403) shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment dated September 10, 2024 issued to Mr. Vipulkumar Vitthalbhai Patel (DIN: 03056403), and as may be determined by the Board from time to time;

RESOLVED FURTHER THAT the Board noted the consent letter received from August 29, 2024 providing his consent to act as an independent director of the Company, declaration in writing under Section 164 in the Form DIR 8, the disclosure of interest under Section 184 in the Form MBP-1 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the declaration submitted thereby in respect of meeting the criteria for appointment as an independent director under the Companies Act, 2013, as amended;

RESOLVED FURTHER THAT Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595), Director of the company be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution."

//Certified to be true//

For, SCODA TUBES LIMITED

JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

Item 10: APPOINTMENT OF MR. VIPULKUMAR VITTHALBHAI PATEL (DIN: 03056403) AS AN INDEPENDENT DIRECTORS OF THE COMPANY: SPECIAL RESOLUTION:

Mr. Vipulkumar Vitthalbhai Patel (DIN: 03056403) are proposed to be appointed as Independent Directors of the Company, in accordance with applicable law, including the Companies Act, 2013 and the SEBI Listing Regulations. In this connection, the Board is of the opinion that Mr. Vipulkumar Vitthalbhai Patel (DIN: 03056403) fulfil the criteria for independent directors, as set out in the Companies Act, 2013, SEBI Listing Regulations and that Mr. Vipulkumar Vitthalbhai Patel (DIN: 03056403) are independent of the management of the Company.

The proposed Independent Director has submitted a declaration in writing to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, The Company has received the consent in writing from Mr. Vipulkumar Vitthalbhai Patel (DIN: 03056403) to act as a Director in Form DIR-2, intimation to the effect that he is not disqualified to be appointed as a Director in other companies in Form DIR-8 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Board of Directors has recommended the appointment of such Director as an Independent Director for a term of five years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

//Certified to be true//

For, SCODA TUBES LIMITED

JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXTRACT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF SCODA TUBES LIMITED IN 16TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 18, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO 1566/1 VILLAGE RAJPUR TA-KADI MAHESANA 382740.

RESOLUTION NO. 11: APPOINTMENT OF MS. NEHA MAULIK SONI (DIN: 02882840) AS AN INDEPENDENT DIRECTORS OF THE COMPANY: SPECIAL RESOLUTION

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 along with the Companies (Appointment and Qualification of Directors) Rules, 2014,, , each as amended ("Companies Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and other applicable provisions thereof, if any, Ms. Neha Maulik Soni (DIN: 02882840), who is not disqualified under Section 164(2) of the Companies Act and who possesses relevant expertise and experience and has submitted a declaration that she meets the criteria for appointment as an independent director under the Companies Act and has signified her consent to act as an independent director of the Company, be and is hereby appointed as an independent director on the board of directors of Scoda Tubes Limited (the "Company") (the "Board"), to hold office for a term of five years commencing on September 10, 2024, and shall not be liable to retire by rotation. Ms. Neha Maulik Soni (DIN: 02882840) shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment dated September 10, 2024 issued to Ms. Neha Maulik Soni (DIN: 02882840), and as may be determined by the Board from time to time;

RESOLVED FURTHER THAT the Board noted the consent letter received from August 29, 2024 providing his consent to act as an independent director of the Company, declaration in writing under Section 164 in the Form DIR 8, the disclosure of interest under Section 184 in the Form MBP-1 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the declaration submitted thereby in respect of meeting the criteria for appointment as an independent director under the Companies Act, 2013, as amended;

RESOLVED FURTHER THAT Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595), Director of the company be and are hereby severally authorised to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution."

//Certified to be true//

For, SCODA TUBES LIMITED



JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

Item 11: APPOINTMENT OF MS. NEHA MAULIK SONI (DIN: 02882840) AS AN INDEPENDENT DIRECTORS OF THE COMPANY: SPECIAL RESOLUTION:

Ms. Neha Maulik Soni (DIN: 02882840) are proposed to be appointed as Independent Directors of the Company, in accordance with applicable law, including the Companies Act, 2013 and the SEBI Listing Regulations. In this connection, the Board is of the opinion that Ms. Neha Maulik Soni (DIN: 02882840) fulfil the criteria for independent directors, as set out in the Companies Act, 2013, SEBI Listing Regulations and that Ms. Neha Maulik Soni (DIN: 02882840) are independent of the management of the Company.

The proposed Independent Director has submitted a declaration in writing to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Further, The Company has received the consent in writing from Ms. Neha Maulik Soni (DIN: 02882840) to act as a Director in Form DIR-2, intimation to the effect that she is not disqualified to be appointed as a Director in other companies in Form DIR-8 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Board of Directors has recommended the appointment of such Director as an Independent Director for a term of five years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

//Certified to be true//

For, SCODA TUBES LIMITED

JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXTRACT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF SCODA TUBES LIMITED IN 16TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 18, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO 1566/1 VILLAGE RAJPUR TA-KADI MAHESANA 382740.

RESOLUTION NO. 12: ADOPTION OF NEW ARTICLES OF ASSOCIATION: SPECIAL RESOLUTION

"RESOLVED THAT, subject to Section 14 and other applicable provisions of the Companies Act, 2013, and rules made thereunder, as amended, the revised articles of association, a copy of which has been placed before the meeting, duly initialed by the Chairman of the meeting, be and are hereby approved and adopted as the articles of association of Scoda Tubes Limited (the "Company") in total exclusion and substitution of the Company's existing articles of association;

RESOLVED FURTHER THAT Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595), be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such other documents, etc. as it may deem fit in its absolute discretion, in order to give effect to the aforesaid resolution, including filing necessary forms with the Registrar of Companies, Gujarat at Ahmedabad."

//Certified to be true//

For, SCODA TUBES LIMITED

JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

Item 12: ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY: SPECIAL RESOLUTION:

In relation to the Offer, the articles of association of the Company would also need to be amended accordingly to reflect the requirements of the stock exchanges with which the Company intends to list its Equity Shares and requirements of the Companies Act, 2013. Accordingly, the Board hereby recommends that the revised articles of association placed before the shareholders be approved and adopted.

The Board recommends the resolution for approval of the members of the Company.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) of the Company are concerned or interested in the proposed resolution, except in the ordinary course of business.

//Certified to be true//

For, SCODA TUBES LIMITED

JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595



Scoda Tubes Limited

Survey No: 2442,2443,2446 Ahmedabad-Mahesna Highway Village : Rajpur-382715. Tal : Kadi, Dist : Mehsana, Gujarat. India.
Phone : +91 2764 278 278 | Email : info@scodatubes.com | sales@scodatubes.com Web : www.scodatubes.com

THE BRAND YOU CAN TRUST

CIN No. : U28110GJ2008PLC055392

EXTRACT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF SCODA TUBES LIMITED IN 16TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 18, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO 1566/1 VILLAGE RAJPUR TA-KADI MAHESANA 382740.

RESOLUTION NO. 13: TO ADOPT NEW MEMORANDUM OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013: SPECIAL RESOLUTION

"RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee), consent of the members be and is hereby accorded to adopt the new sets of Memorandum of Association in place of the existing Memorandum of Association, copy of which is placed before the meeting with following alterations;

- a) The words "Companies Act, 1956" wherever appearing in the Memorandum of Association of the Company, be replaced with the words "Companies Act, 2013";
- b) The reference to relevant sections of Companies Act, 1956 wherever appearing in the Memorandum of Association of the Company, be replaced with the relevant corresponding Sections of Companies Act, 2013;
- c) The style of clause numbers of the memorandum of association be changed from Roman numeric to English numeric like 1, 2, 3 etc.;
- d) The existing "Clause III[A] - The main Objects of the Company to be pursued by the Company on its incorporation are" be substituted by the new sub-heading "Clause 3(A) - The Objects to be pursued by the Company on its incorporation are";
- e) The existing "Clause III[B] - The Objects incidental or ancillary to the attainment of the Main Objects" be substituted by the new sub-heading "Clause 3(B) - Matters which are necessary for furtherance of the objects specified in Clause 3(A) are";
- f) The existing Clause III[C] be deleted in entirety; and
- g) The existing liability clause be substituted with following clause in line of new clause provided as per Companies Act, 2013;
- h) The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT the Memorandum of Association incorporating the aforesaid alterations as placed before the Meeting of Members be and is hereby adopted in place of existing Memorandum of Association of the Company;



RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

//Certified to be true//

For, SCODA TUBES LIMITED



JAGRULKUMAR R PATEL
DIRECTOR
DIN: 06785595



Scoda Tubes Limited

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THE BRAND YOU CAN TRUST

CIN No. : U28110GJ2008PLC055392

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

Item 13: TO ADOPT NEW MEMORANDUM OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS: SPECIAL RESOLUTION:

The existing Memorandum of Association ("MoA") are based on the Companies Act, 1956 and several regulations in the existing MoA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing MoA are no longer in conformity with the new Companies Act, 2013.

With the coming into force of the Companies Act, 2013, several regulations of the existing MoA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing MoA by a set of new MOA.

The Board of Directors has proposed to adopt new set of Memorandum of Association in place of existing Memorandum of Association of the Company and seek shareholder's approval for the same.

The Draft amended Memorandum of Association has been placed on the website of the Company - www.hemoorganic.com for Members' Inspection.

As per Section 4, 13 and other applicable provisions, if any of the Companies Act, 2013 (as amended), alteration of Memorandum of Association of the Company requires approval of the Members by passing a Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 13 as a Special Resolution.

//Certified to be true//

For, SCODA TUBES LIMITED

JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXTRACT OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF SCODA TUBES LIMITED IN 16TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 18, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO 1566/1 VILLAGE RAJPUR TA-KADI MAHESANA 382740.

RESOLUTION NO. 14: APPROVAL FOR ISSUE AND ALLOTMENT OF SHARES UNDER INITIAL PUBLIC OFFERING (IPO): SPECIAL RESOLUTION

“RESOLVED THAT in accordance with the provisions of Section 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, along with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the “Companies Act, 2013”), and in accordance with, the Securities Contracts Regulation Act, 1956, as amended and the rules framed thereunder (“SCRA”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) the Foreign Exchange Management Act, 1999, as amended (the “FEMA”) including the Foreign Exchange Management (Non debt Instruments) Rules, 2019, and any other rules and regulations made thereunder, and other applicable laws, regulations, ordinances, rules, guidelines, policies, notifications, circulars, directions and orders, if any, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) prescribed by the Government of India (“GoI”), the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India or any other competent authority from time to time, and any foreign investment law or policy or guidelines issued by RBI and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively “Applicable Laws”) and, in accordance with the provisions of the memorandum of association of the Company and articles of association of Scoda Tubes Limited (the “Company”) and the provisions of equity listing agreements to be entered with Indian stock exchange(s) where the equity shares of the Company of face value ₹10 each (the “Equity Shares”) are proposed to be listed (“Stock Exchanges”), and subject to the approval of relevant government, statutory and/or regulatory authorities, the SEBI, the Registrar of Companies, Gujarat at Ahmedabad (“RoC”), the Stock Exchanges RBI, the Department for Promotion of Industry and Internal Trade (“DPIIT”), Ministry of Commerce and Industry, Government of India (“GoI”), the Stock Exchanges, and such other relevant statutory and other authorities and departments and such other approvals, consents, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions, the consent, approval and sanction of the Board of Directors of the Company (the “Board” or “Board of Directors”, which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including powers conferred by this resolution) be and is hereby accorded granted to undertake an initial public offering of Equity Shares and to create, issue, offer, and allot for cash Equity Shares up to an aggregate of ₹ 3,000.00 million, pursuant to a fresh issue



(the "Fresh Issue") (including a pre-Offer placement, if any) in accordance with the SEBI ICDR Regulations (the "Fresh Issue"), the "Offer"), at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations (at par, premium or discount) and as agreed to by the Company in consultation with the book running lead manager to the Offer ("BRLM") and on the terms and conditions as the Board may (in consultation with the BRLM) decide, to (i) qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, (ii) trusts/societies registered under the Societies Registration Act, 1860, (iii) employees and/or workers of the Company, (iv) bodies corporate, any other private or public companies, or other body corporate(s) or entities, whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders, individuals, Indian financial institutions, resident Indians, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, registered alternative investment funds, venture capital funds, foreign venture capital investors, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, state industrial development corporations, insurance companies, insurance funds, provident funds, pension funds, national investment fund set up by the GoI, Indian mutual funds registered with SEBI, development financial institutions, multilateral and bilateral financial institutions, or other entities, in one or more combinations thereof and/or any other categories of investors, including anchor investors as defined under Regulation 2(1)(c) of the SEBI ICDR Regulations, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, with an option to the Company to retain an over-subscription to the extent of 1% of the net offer, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange, including reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the Applicable Laws including eligible employees, discount to the issue price to retail individual bidders or eligible employees, and the issue and allotment/ transfer of Equity Shares to stabilizing agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations, through an offer document, prospectus and/or an information memorandum, if any, and the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may at its discretion decide in consultation with the BRLM and as may be permissible under Applicable Laws."

RESOLVED FURTHER THAT in accordance with the provisions of Sections 23, 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, subject to such further corporate and other approvals as may be required, in-principle approval of the Board is hereby accorded to allot up to 20% of the size of the fresh issue, to certain investors prior to filing of the red herring prospectus with SEBI ("Pre-Offer Placement"), at such price as the Board may, determine, in consultation with the BRLM, underwriters, placement agents and/or other advisors, in light of the then prevailing market conditions and in accordance with the Companies Act, 2013 the SEBI ICDR Regulations, and other applicable laws, and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalise and execute any document or agreement, including without limitation any private placement offer cum application letter, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-Offer Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of happening of Pre-Offer Placement, the size of the Offer would be reduced to the extent of such Pre-Offer Placement. subject to compliance with the minimum net offer size requirements prescribed under Regulation 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957."

RESOLVED FURTHER THAT, the Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible

for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLM;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, allotment or transfer of Equity Shares pursuant to the Offer, the Board be and is hereby authorized on behalf of the Company to seek listing of the Equity Shares at one or more recognized stock exchanges in India;

RESOLVED FURTHER THAT the Board either by itself or the any other committee thereof or a sub-committee constituted by the Board be and is hereby authorized to do such acts, deeds and things as the Board or the any other committee thereof or such a sub-committee in its absolute discretion deems necessary or desirable in connection with the Offer, including, without limitation, the following:

- a) To decide, negotiate and finalize, in consultation with the BRLM, all matters regarding the Pre-Offer Placement, if any, including entering into discussions and execution of all relevant documents with Investors;
- b) To constitute a committee for the purposes of issue, transfer, offer and allotment of Equity Shares and decide on other matters in connection with or incidental to the Offer, including the pre-Offer placement, timing, pricing and terms of the Equity Shares, the Offer price, the price band, the size and all other terms and conditions of the Offer including the number of Equity Shares to be offered and transferred in the Offer, the bid / Offer opening and bid/Offer closing date, discount (if any), reservation, determining the anchor investor portion, issue price for anchor investors and allocating such number of Equity Shares to anchor investors in consultation with the BRLM and in accordance with the SEBI ICDR Regulations and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including to make any amendments, modifications, variations or alterations in relation to the Offer and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;
- c) To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, SEBI, the RoC and any other governmental or statutory authorities as may be required in connection with the Offer and accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP") and the Prospectus as applicable;
- d) To finalize, settle, approve, adopt and file in consultation with the BRLM where applicable, the DRHP, the RHP the Prospectus, the preliminary and final international wrap and any amendments (including dating of such documents), supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;
- e) To appoint and enter into and terminate arrangements with the BRLM, and appoint and enter into and terminate arrangement in consultation with the BRLM with underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, refund bankers to the Offer, registrars, public offer account bankers to the Offer, sponsor bank, legal advisors, auditors, advertising agency and any other agencies or persons or intermediaries to the Offer including any successors or replacements thereof, and

to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the BRLM and negotiation, finalization, execution and, if required, amendment or termination of the Offer agreement with the BRLM;

- f) To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the DRHP, the RHP, the Prospectus, Offer agreement, syndicate agreement, underwriting agreement, share escrow agreement, cash escrow and sponsor bank agreement, ad agency agreement, agreements with the registrar to the issue and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Offer, legal advisors, auditors, stock exchange(s), BRLM and any other agencies/intermediaries in connection with the Offer with the power to authorize one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Offer;
- g) To authorise the maintenance of a register of holders of the Equity Shares;
- h) To seek, if required, the consent and/or waiver of the lenders of the Company, customers, suppliers, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Offer or any actions connected therewith;
- i) To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- j) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- k) To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;
- l) To accept and appropriate the proceeds of the Offer in accordance with the Applicable Laws;
- m) To approve code of conduct as may be considered necessary or as required under Applicable Laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;
- n) To approve the restated financial statements of the Company and the implementation of any corporate governance requirements that may be considered necessary by the Board or the any other committee or as may be required under the Applicable Laws, including the SEBI Listing Regulations and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under law;
- o) To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges, with power to authorize one or more officers of the Company or the Registrar to the Offer to sign all or any of the aforesaid documents;

- p) To authorize and approve notices, advertisements in relation to the Offer, in accordance with the SEBI ICDR Regulations and other Applicable Laws, in consultation with the relevant intermediaries appointed for the Offer;
- q) To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the BRLM;
- r) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the afore-stated documents;
- s) To make applications for listing of the Equity Shares in one or more stock exchanges for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchanges in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;
- t) To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment, terms of the Offer, utilisation of the Offer proceeds and matters incidental thereto as it may deem fit;
- u) To submit undertaking/certificates or provide clarifications to the SEBI, the RoC and the relevant stock exchanges where the Equity Shares are to be listed;
- v) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the Board any other committee thereof may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board or any other committee thereof shall be conclusive evidence of their authority in so doing;
- w) To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;
- x) To approve the list of 'group companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DRHP, RHP and Prospectus;
- y) To withdraw the DRHP or the RHP or to decide to not proceed with the Offer at any stage in accordance with Applicable Laws and in consultation with the BRLM; and
- z) To delegate any of its powers set out under (a) to (z) hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company."

RESOLVED FURTHER THAT the Board either by itself or through the IPO Committee thereof, be and is hereby authorised, on behalf of the Company at its sole discretion and in consultation with the BRLM to make available for

allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation to the eligible employees (the “Reservation”) or to provide a discount to the Offer price to retail individual bidders, eligible employees or such other eligible categories of investors (the “Discount”), and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution;

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the selling shareholders shall pay interest on failure thereof, as per applicable law and in consultation with the BRLM;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board shall, in consultation with the BRLM, settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the Equity Shares in the Offer and the utilisation of the Offer proceeds in accordance with the purposes specified in the Offer documents, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the Offer, determine the class of investors to whom the securities are to be allotted, the number of securities to be allotted in each tranche, Offer price, premium amount on Offer, listing on one or more stock exchanges in India, appoint the BRLM, appoint in consultation with the BRLM other intermediaries such as legal counsel, banks or agencies concerned, enter into any agreements or other instruments for such purpose, remunerate all such intermediaries/agencies including the payments of commissions, brokerages, fees and the like, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of funds as authorised herein, and that all or any of the powers conferred on the Board or a committee thereof vide this resolution may be exercised by the Board or such committee;

RESOLVED FURTHER THAT the Equity Shares so allotted / transferred in the Offer shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares, including any rights in respect of dividend payable for the entire year after the date of allotment;

RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/ financial institutions/ investment institutions/ mutual funds/ bodies corporate/ such other persons or otherwise;

RESOLVED FURTHER THAT Mr. Jagrutkumar Rameshbhai Patel (DIN: 06785595), Director of the company and Mr. Samarth Bharatbhai Patel (DIN: 08036100), Director of the company, be severally authorized to file necessary forms with the RoC and any other authorities and execute and sign all relevant documents including but not limited



to consent letters, powers of attorney, agreements, certificates etc., as may be required in order to give effect to these resolutions;

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary and Compliance Officer, wherever required."

//Certified to be true//

For, SCODA TUBES LIMITED

JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595



EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings)

Item 14: APPROVAL FOR ISSUE AND ALLOTMENT OF SHARES UNDER INITIAL PUBLIC OFFERING (IPO): SPECIAL RESOLUTION:

Scoda Tubes Limited (the "Company") proposes to create, offer, issue and allot equity shares of the Company of face value ₹ 10 each (the "Equity Shares"), for cash Equity Shares up to an aggregate of ₹ 3,000.00 million pursuant to a fresh issue (the "Fresh Issue") (the "Offer"), on such terms, in such manner, at such time and at a price to be determined by the book building process in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"). The Equity Shares allotted/transferred shall rank in all respects *pari passu* with the existing Equity Shares of the Company including any rights in respect of dividend payable for the entire year after the date of allotment.

The Equity Shares are proposed to be listed on the BSE Limited and the National Stock Exchange of India Limited as determined by the Board at its absolute discretion (together, the "Stock Exchanges") and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

In view of the above and in terms of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended (the "Companies Act"), the approval of the shareholders of the Company is required through a special resolution.

In the event an existing shareholder chooses to participate in the Offer, such existing shareholder will be required to comply with certain requirements and undertake certain activities, an indicative list of which is set forth below. In addition, the selling shareholders may be required to comply with additional requirements under applicable law or such other directions as may be specified by the Company, the Securities and Exchange Board of India and other regulatory authorities.

(i) Eligibility:

In terms of SEBI ICDR Regulations, the Equity Shares offered in the Offer for Sale, subject to the prescribed exemptions, are required to have been held by each Selling Shareholder for a period of at least one year prior to filing of the DRHP with SEBI or otherwise in accordance with Regulation 8 of the SEBI ICDR Regulations.

(ii) Dematerialization:

The Equity Shares forming part of the Offer for Sale are required to be fully paid up and held in dematerialized form. To avoid any delays further on in the process, the dematerialization of Equity Shares and credit into escrow account should be undertaken prior to conveying consent for participating in the Offer for Sale, in accordance with the Depositories Act, 1996, as amended and the regulations made thereunder, read with the central depositories' respective byelaws of National Securities Depository Limited and Central Depository Services (India) Limited.

(iii) Lock-in:

Pursuant to the SEBI ICDR Regulations, the entire pre-Offer equity share capital of the Company, including the Equity Shares held by the Selling Shareholders (which are not sold in the Offer) will be locked-in for a period of six months from the date of allotment of the Equity Shares pursuant to the Offer, in accordance with SEBI ICDR

Regulations, other than the Equity Shares offered by way of the Offer for Sale and which are successfully allotted as part of the Offer for Sale.

(iv) Proceeds and Expenses in relation to the Offer:

As per the SEBI ICDR Regulations, the proceeds of the Offer received by the Company (pursuant to the Fresh Issue) and the Selling Shareholders (pursuant to the Offer for Sale), and Offer related expenses (except for listing fees which shall be exclusively born by the Company), shall be borne by the Company and the Selling Shareholders in proportion to the number of Equity Shares offered by the Company and the Selling Shareholders through the Offer.

(v) Documentation:

The Selling Shareholders will have to provide duly executed consent and certificate, in relation to compliance and certain confirmations required under the SEBI ICDR Regulations and other applicable law, including in relation to clear title to the Equity Shares held by them and Offer expenses, and a power of attorney authorizing certain officials of the Company to act on their behalf in relation to the Offer.

With respect to the Offer, the Company will be required to file a draft red herring prospectus (the "DRHP") with the Securities and Exchange Board of India ("SEBI") and the Stock Exchanges, and subsequently file a red herring prospectus (the "RHP") with the Registrar of Companies, Gujarat at Ahmedabad ("RoC") and thereafter with SEBI, and the Stock Exchanges and file a prospectus with the RoC and thereafter with SEBI and the Stock Exchanges in respect of the Offer (the "Prospectus", and together with the DRHP and the RHP, the "Offer Documents"), in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the "Companies Act") and other applicable laws.

The price at which the Equity Shares will be allotted through the Offer shall be determined and finalized by the Company, in consultation with the BRLM in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

The proceeds of the Fresh Issue are to be utilised for the purposes that shall be disclosed in the draft red herring prospectus to be filed with the SEBI in connection with the Offer. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable law.

The directors (except independent directors) or the key managerial personnel may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations, the Companies Act, and any other applicable laws.

No change in control of the Company or its management is intended or expected pursuant to the Offer.

Furthermore, in the event that Equity Shares are allotted to investors pursuant to a pre-Offer placement of Equity Shares prior to registration of the red herring prospectus relating to the Offer with the Registrar of Companies, Gujarat at Ahmedabad, the price at which such pre-Offer placement shall be made shall be subject to prevailing market conditions, and shall be decided by the Company in consultation with the book running lead manager to the Offer.

The Board recommends the resolution for your approval as a special resolution. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Offer, the Board will make necessary amendments.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) of the Company may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and their proposed participation in the Offer for Sale in the Offer and Equity Shares, which may be subscribed for and allotted in their names.

//Certified to be true//

For, SCODA TUBES LIMITED



JAGRUTKUMAR R PATEL
DIRECTOR
DIN: 06785595

