

# Notice

**NOTICE** is hereby given that the **21<sup>st</sup> Annual General Meeting** (the “AGM” or the “Meeting”) of the Members of **VIBHOR STEEL TUBES LIMITED -Formerly known as Vibhor Steel Tubes Private Limited** (the “Company”) will be held on, Thursday, **26<sup>th</sup> September, 2024 at 02:00 P.M.** at Banquet Hall, Suncity Mall, Delhi Rd, Industrial Area, Hisar, Haryana-125001 to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024 together with Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vijay Kaushik (DIN: 02249672) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Ms. Vijay Laxmi Kaushik (DIN: 02246977) who retires by rotation and being eligible offers herself for re-appointment.

## SPECIAL BUSINESS

### 4. Ratification of Remuneration to Cost Auditor for the financial year 2024-25.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), remuneration of ₹35,000/- per annum, plus applicable taxes and reimbursement of out-of-pocket expenses (at actuals), as approved by the Board of Directors of the Company, payable to M/s. S K Agarwal & Associates Cost Accountants (Firm Registration No. 100322) for conducting the audit of the cost accounting records maintained by the Company in respect of Company’s manufacturing activities for the financial year ending 31<sup>st</sup> March, 2025 be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this Resolution.”

### 5. Continuation of Mr. Vijay Kaushik (DIN: 02249672) as Chairman and Executive Director of The Company on Attaining the Age of Seventy Years.

To consider and if thought fit to pass with or without modification(s), the following resolution as a special resolution:

**“RESOLVED THAT** pursuant to Section 196(3) 197, 198 and 203 and other applicable provisions read with Schedule V of Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force including SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the approval of members of the Company be and is hereby accorded, for the continuation of tenure of Mr. Vijay Kaushik (DIN: 02249672) as Chairman & Executive Director of the Company, who has attained the age of 70 years.

**RESOLVED FURTHER THAT** that the Board of Directors (hereinafter referred to as the “Board” which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution.”

**By Order of the Board of Directors  
For Vibhor Steel Tubes Limited**

Registered Office  
Plot No. 2, Industrial Development Colony,  
Delhi Road, Hisar,  
Haryana, India, 125005  
CIN: U27109HR2003PLC035091  
Place: Hisar  
Date: 13<sup>th</sup> August 2024

**Lovkesh**  
Company Secretary and Compliance Officer  
Membership. No. A68975

**NOTES:**

1. PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Accordingly, the facility for appointment of proxies by the Members will be available for the AGM and hence the Proxy Form and Attendance Slip are annexed to this Notice.
2. The Instrument appointing the Proxy, duly completed, stamped and signed, should reach the Registered Office of the Company not less than forty-eight hours before the time of the Annual General Meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Company has engaged the services of Central Depository Services Limited (CDSL), to provide e-voting facility for the AGM.
7. At the 20<sup>th</sup> AGM, M/s. Ashok Kumar Goyal & Co., Chartered Accountants (Firm Registration No. 002777N) were re-appointed as Statutory Auditors of the Company for a period of 5 years until the conclusion of the 25<sup>th</sup> AGM of the Company.

The ratification of their appointment pursuant to Section 139 of the Companies Act, 2013 (the "Act") is not required in terms of notification no. SO 1833(E) dated 7<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of this AGM Notice.

8. Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcskrshirwadkar@gmail.com with a copy marked to cs@vstlindia.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
9. In terms of Section 152 of the Act, Mr. Vijay Kaushik (DIN: 02246972), and Ms. Vijay Laxmi Kaushik (DIN:02246977) Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment. The Board of Directors of the Company recommends their re-appointment.
10. The details of the Director seeking re-appointment under item no. 2 & 3 of this Notice are annexed hereto in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard 2 on General Meetings.
11. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, concerning the Special Business to be transacted at the Meeting, as mentioned in the Notice, is annexed hereto and forms part of this Notice.
12. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company during business hours on all working days (except Saturday, Sunday and National Holidays) from the date hereof, up to the date of the Meeting.
13. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e **Thursday 19<sup>th</sup> September 2024**, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or vibhor.ipo@kfintech.com.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /KFin Technologies Limited (Company's Registrar and Share Transfer Agent / RTA) and complete their Know Your Client ("KYC") formalities as mandated by law. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

## Notice

15. In terms of relaxations granted by SEBI vide Circular NoSEBI/HC>/CFD/CFD-PoD-2/P/CIR/2023/167 October 07, 2023 sending hard copy of the Annual Report for the financial year 2023-24 to shareholders who have not registered their email ids with the Company/RTA/Depository has been dispensed with. Therefore, Annual Report 2023-24 including Notice shall be sent by email to those shareholders whose email ids are registered with the Company/RTA/Depository. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website at [www.vstlindia.com](http://www.vstlindia.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and National Stock Exchange of India at [www.nseindia.com](http://www.nseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). Members who have not registered their email address with the Company can register the same by following the procedure as mentioned below in point 27. Company shall send hard copy of the Annual Report 2023-24 to the members who request for the same in writing.
16. The Company has notified closure of Register of Members and Share Transfer Books from **Friday, 20<sup>th</sup> September, 2024 to Thursday, 26<sup>th</sup> September, 2024** (both days inclusive) for the purpose of AGM.
17. A route map showing directions to reach the venue of the 21<sup>st</sup> Annual General Meeting is given at the end of the Notice as per the requirement of Secretarial Standard- 2 on "General Meeting".
18. The Board of Directors of the Company has appointed **Mr. Ketan Ravindra Shirwadkar (ACS:37829; CP 15386) Proprietor of M/s. KRS & Co.**, Practicing Company Secretaries, Thane as Scrutinizer to scrutinize the remote e-voting and voting process at Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
19. The Scrutinizer shall within a period of within two working days from the conclusion of the Annual General Meeting, submit his report of the votes cast in favour or against, through electronic voting and polling process to the Chairman or to any other person as authorized by the Chairman. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company and on the website of CDSL. The result shall be simultaneously be communicated to the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).
20. All correspondence relating to transmission of shares, change of address, dividend mandates etc. quoting their folio numbers should be sent to the Registrar and Transfer Agent only at their address: KFIN TECHNOLOGIES LIMITED, Selenium Building, Tower B, Plot No. 31-32, Financial District. Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India 500032, Tel: +91 4067162222; Website: <https://www.kfintech.com/> Email: [vibhor.ipo@kfintech.com](mailto:vibhor.ipo@kfintech.com)
21. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations, the Company is providing facility of remote e-voting to its Members through CDSL e-voting system at [www.evotingindia.com](http://www.evotingindia.com) in respect of the business to be transacted at the AGM.
22. **Instructions for shareholders voting electronically are as under:**
- Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **Monday, 23<sup>rd</sup> September 2024 at 9:00 a.m.** and ends on **Wednesday, 25<sup>th</sup> September 2024 at 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 (record date) of **Thursday 19<sup>th</sup> September, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020**, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login and New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>

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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

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

### **Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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 and enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians – For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically and can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@vstlindia.com](mailto:cs@vstlindia.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**23.** The voting right of Shareholders shall be in proportion to their shares in the paid-up equity capital of the Company as on **cut-off date i.e. Thursday, 19<sup>th</sup> September, 2024.**

**24.** The facility for voting through Ballot Paper (Poll) shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through Ballot paper.

The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**25.** In terms of Section 72 of the Act read with the applicable rules thereto, every holder of shares in the Company may nominate, in the prescribed manner, a person to whom his / her shares in the Company shall vest, in the event of his / her death. Nomination forms can be obtained from the Registrar and Share Transfer Agent. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

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**26.** Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, voting through poll shall also be made available to those Members who attends the Annual General Meeting and have not already cast their vote by remote e-voting.

**27. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id** i.e. cs@vstlindia.com or vibhor.ipo@kfintech.com.
2. For Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

**All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.**

**By Order of the Board of Directors  
For Vibhor Steel Tubes Limited**

Registered Office  
Plot No. 2, Industrial Development Colony,  
Delhi Road, Hisar,  
Haryana, India, 125005  
CIN: U27109HR2003PLC035091  
Place: Hisar  
Date: 13<sup>th</sup> August 2024

**Lovkesh**  
Company Secretary and Compliance Officer  
Membership. No. A68975

## ANNEXURE TO NOTICE STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

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

### Item No. 4:

#### **Ratification of Remuneration to Cost Auditor for the financial year 2024-25.**

In pursuance of Section 148 of the Act and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost accounting records of the applicable products of the Company.

The Board, on the recommendation of the Audit Committee, has approved in its meeting held on 13<sup>th</sup> August, 2024, the appointment of S K Agarwal & Associates Cost Accountants (Firm Registration No. 100322), Mumbai, at a remuneration of ₹35,000 (Rupees Thirty-five thousand only) per annum (plus applicable taxes) and reimbursement of out-of-pocket expenses, if any, in connection with the Cost Audit of the Company for the financial year 2024-25.

Cost Auditors remuneration needs to be ratified by the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the Notice.

The Directors recommend the above resolution for passing by the shareholders as an ordinary resolution.

### Item No. 5:

Mr. Vijay Kaushik, (DIN: 02249672) is appointed as Chairman and Executive Director for a term of 5 years with effect from August 28, 2023. Pursuant to Section 196(3)(a) of the Companies Act, 2013, "No company shall appoint or continue the employment of any person as managing director, whole-time director or manager who — is below the age of twenty-one years or has attained the age of seventy years: Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;"

The Board considers the continuation of Mr. Vijay Kaushik (DIN: 02249672) to be beneficial to the interests of the Company, considering his long experience and the services being rendered by him and recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Only Mr. Vijay Kaushik (DIN: 02249672) may be deemed to be interested in the Special resolution set out at Item No. 5 of the Notice.

No other Director / Key Managerial Personnel/ their relatives is in any way considered concerned or interested, financially or otherwise in this resolution, except as a member of the Company.

**By Order of the Board of Directors  
For Vibhor Steel Tubes Limited**

Registered Office  
Plot No. 2, Industrial Development Colony,  
Delhi Road, Hisar,  
Haryana, India, 125005  
CIN: U27109HR2003PLC035091  
Place: Hisar  
Date: 13<sup>th</sup> August 2024

**Lovkesh**  
Company Secretary and Compliance Officer  
Membership. No. A68975



## ANNEXURE TO ITEM NO. 2 & 3 OF THE NOTICE

### Details of Director seeking appointment and re-appointment at the forthcoming Annual General Meeting.

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Vijay Kaushik	Ms. Vijay Laxmi Kaushik
<b>DIN</b>	02246972	02246977
<b>Date of Birth</b>	18/11/1953	05/03/1956
<b>Nationality</b>	Indian	Indian
<b>Brief Resume of the Director</b>	Mr. Vijay Kaushik, aged 70 years is the Promoter and is currently designated as Chairman and Director of our Company. He was appointed as the Director on the Board of our Company February 26, 2009. Born in Hisar, Haryana, India on November 18, 1953 he did his schooling in Hisar and a full-time graduation from Government College Hisar in 1972 and subsequently he did LLB from Delhi University in 1975.	Ms. Vijay Laxmi Kaushik, aged 68 years and is currently designated as Whole Time Director of our Company. Born in Gurgaon, Haryana, India on March 05, 1956 she did her schooling in Gurgaon and a full-time graduation from Government college Gurgaon in 1976. She has more than 25 years of experience. She is a Whole time Director of the company. She has goods interpersonal skill and also helps in the administration of the company.
<b>Date of Appointment on the Board</b>	Originally appointed as Executive Director on February 26, 2009.  Further Redesignated as Chairman cum Executive Director for a term of 5-year w. e. f. August 28, 2023.	Originally appointed as Executive Director w.e.f. August 28, 2005  Further Redesignated as Whole Time Director for a term of 5-year w.e.f. August 28, 2023.
<b>Qualifications</b>	Business	Business
<b>Expertise in specific functional Area</b>	Sourcing and Finance function.	Operations and Administrative Management
<b>Number of shares held in the Company</b>	39,95,430	42,95,763
<b>List of the directorships held in other companies*</b>	<ul style="list-style-type: none"> <li>• Jindal Drilling and Industries Limited</li> <li>• RN Securities Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• RN Securities Private Limited</li> </ul>
<b>Number of Board Meetings attended during the year</b>	Please refer Corporate Governance Report which is a part of this Annual Report	Please refer Corporate Governance Report which is a part of this Annual Report
<b>Chairman/ Member in the Committees of the Boards of companies in which he is Director*</b>	<ul style="list-style-type: none"> <li>• Chairman of Audit Committee of Jindal Drilling and Industries Limited.</li> <li>• Chairman of Stakeholders Relationship Committee of Jindal Drilling and Industries Limited.</li> </ul>	<ul style="list-style-type: none"> <li>• Member of Stakeholders Relationship Committee of Vibhor Steel Tubes Limited</li> </ul>
<b>Relationships between Directors inter-se</b>	Husband of Whole Time Director – Ms. Vijay Laxmi Kaushik and Father of Managing Director – Mr. Vibhor Kaushik	Wife of Chairman and Executive Director Mr. Vijay Kaushik  Mother of Managing Director – Mr. Vibhor Kaushik
<b>Terms and conditions of appointment or re-appointment</b>	Appointment as Chairman and Executive Director for a period of 5 years w.e.f. August 28, 2023.	Appointment of Whole Time Director for a period of 5 years w.e.f. August 28, 2023.
<b>Details of remuneration last drawn and Details of remuneration sought to be paid.</b>	1,89,00,000/- per annum.	1,56,00,000/- per annum.

\* Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (Whether Listed or not)

### ROAD MAP TO THE AGM VENUE

VENUE: BANQUET HALL, SUNCITY MALL, DELHI RD, INDUSTRIAL AREA, HISAR, HARYANA-125001, INDIA



# VIBHOR STEEL TUBES LIMITED

**REGISTERED OFFICE: PLOT NO. 2, INDUSTRIAL DEVELOPMENT COLONY,**  
Delhi Road, Hisar (Haryana) - 125005 India, Phone No.: 01662-237359,  
222710, Email id: contact@vstlindia.com, Website: www.vstlindia.com

CIN: U27109HR2003PLC035091

## **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]

Name of the member(s): \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No/ Client Id: \_\_\_\_\_

DP ID: \_\_\_\_\_

I/We, being the member (s) of \_\_\_\_\_ shares of the above-named Company, hereby appoint

Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature \_\_\_\_\_

Or failing him/her

Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature \_\_\_\_\_

Or failing him/her

Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21<sup>st</sup> Annual general meeting of the Company, to be held on Thursday, 26<sup>th</sup> day of September, 2024 at 02:00 P.M. at Banquet Hall, Suncity Mall, Delhi Rd, Industrial Area, Hisar, Haryana-125001 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions to be passed in the meeting	For	Against
1.	<b>Ordinary Resolution</b> - Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2024 together with Reports of the Board of Directors and Auditors thereon.		
2.	<b>Ordinary Resolution</b> - Appointment of Director in place of Mr. Vijay Kaushik (DIN: 02249672) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	<b>Ordinary Resolution</b> - Appointment of Director in place of Ms. Vijay Laxmi Kaushik (DIN: 02246977) who retires by rotation and being eligible offers herself for re-appointment.		
4.	<b>Special Resolution</b> - Ratification of Remuneration to Cost Auditor for the financial year 2024-25.		
5.	<b>Special Resolution</b> - Continuation of Mr. Vijay Kaushik (DIN: 02249672) as Chairman and Executive Director of The Company on Attaining the Age of Seventy Years.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

\_\_\_\_\_  
Signature of Proxy holder(s)

\_\_\_\_\_  
Signature of shareholder

Affix Revenue Stamp Re. 1/-
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**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 commencement of the Meeting.

# VIBHOR STEEL TUBES LIMITED

**REGISTERED OFFICE: PLOT NO. 2, INDUSTRIAL DEVELOPMENT COLONY,**  
Delhi Road, Hisar (Haryana) - 125005 India, Phone No.: 01662-237359, 222710,  
Email id: contact@vstlindia.com, Website: www.vstlindia.com

CIN: U27109HR2003PLC035091

## ATTENDANCE SLIP

(Please complete this slip and hand it over at the entrance of the Meeting Hall)

I/We, hereby record my/our presence at the 21<sup>st</sup> Annual General Meeting of the Company to be held on Thursday, September 26, 2024 at 02:00 P.M. at Banquet Hall, Suncity Mall, Delhi Rd, Industrial Area, Hisar, Haryana-125001.

Name of the shareholder/proxy\* \_\_\_\_\_

Address \_\_\_\_\_

No. of shares held \_\_\_\_\_ Folio No. \_\_\_\_\_

\_\_\_\_\_  
\*(Strike out whichever is not applicable)

\_\_\_\_\_  
(Signature of the Shareholder/Proxy)