

32 ANNUAL REPORT
2016 – 2017

UBE INDUSTRIES LIMITED

This entity or company is not related to UBE Industries Limited Japan and UBE Industries India Private Limited.

Board of Directors Mr. Vijaya Bhaskar Sirimalla Mr. Rajaneesh Chandra Sirimalla Mr. Jagdish Chandra Mamidi Mr. Chandra Mouli Macharla Mr. Hammanna Nayak Mr. Sudhakar Gunda Mr. Rajarapu Ramesh Mr. Srinivas Reddy Vangala	Company Locations Registered Office Udaya Bharathi, 8-3-228/325, Rahmath Nagar, Yousufguda, Hyderabad-500 045 Corporate Office III Floor, Sree Nilayam, 8-3-214/40, Srinivasa Nagar Colony (west), Ameerpet, Hyderabad Factory: UBE Estates, Nemarigomula Village, Bibi Nagar Mandal, Yadadri Bhuvanagiri District, Telangana-508 126
Audit Committee Mr. Rajaneesh Chandra Sirimalla Mr. Jagdish Chandra Mamidi Mr. Hammanna Nayak Mr. Sudhakar Gunda	Stake Holders Relationship Committee Mr. Chandra Mouli Macharla Mr. Hammanna Nayak Mr. Rajaneesh Chandra Sirimalla Mr. Sudhakar Gunda
Nominations & Remuneration Committee Mr. Hammanna Nayak Mr. Sudhakar Gunda Mr. Jagdish Chandra Mamidi Mr. Chandra Mouli Macharla	Corporate Social Responsibility Committee Mr. Vijaya Bhaskar Sirimalla Mr. Jagdish Chandra Mamidi Mr. Chandra Mouli Macharla Mr. Hammanna Nayak
Expansion & Investments Committee Mr. Vijaya Bhaskar Sirimalla Mr. Rajarapu Ramesh Mr. Ashok Mishra (Special Invitee) Mr. N P Thomas (Special Invitee)	Foreign Investment Committee Mr. Vijaya Bhaskar Sirimalla Mr. Srinivas Reddy Vangala Mr. N P Thomas (Special Invitee) Mr. Radha Krishna Murthy (Special Invitee)
Management Committee Mr. Vijaya Bhaskar Sirimalla Mr. Jagdish Chandra Mamidi Mr. Chandra Mouli Macharla Mr. Hammanna Nayak	Key Managerial Personnel CFO: Mr. Rajaneesh Chandra Sirimalla CEO: Mr. Vijaya Bhaskar Sirimalla Compliance Officer: Mr. Chandra Mouli Macharla Technical Co-coordinator: Mr N P Thomas
Auditors D Venugopal & Company Chartered Accountants Flat No.102, Sri Sai Sampada Plaza, Street No 6, Habsiguda, Hyderabad-500007 Firm Regn No-005712S:Membership-No:026156	Company Secretaries CS Swarupa Rani Practicing Company Secretary Flat No. 507, Dream Home Venkatadri Niwas, Near Manohar Theatre, Regimental Bazar, Secunderabad-500 025, COP No: 15582, Membership No. 41920
Bankers Axis Bank Limited Secunderabad Branch 5-4-94-97, Rani Gunj, Secunderabad-500003 IFIS Code: UTIB0000068	Registrars and Transfer Agents Corporate Affairs Department UBE Industries Limited Udaya Bharathi, 8-3-228/325, Rahmath Nagar, Yousufguda, Hyderabad-500 045
Divisions of the Company Welding Division Projects, Construction and Contracts Division Automotive Division Tools Division Infrastructure Development Division	International Associates Ironsides Design Manufacturing Inc, 45831 Hocking Ave, Chilliwack, BC V2P 1B5, Canada for marketing their corrugated pipe manufacturing plants in India Mr. Stephen R Peel, BC, Canada, Marketing Adviser for Company for Canada
URGENT FOR THE ATTENTION OF SHAREHOLDERS	
Shareholders are informed that in view of recent amendment to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, SEBI has mandated that transfer of securities would be carried out in dematerialized form only. Accordingly, effective from 5 December 2018, your Company will not be able to effect any request for transfer of shares held in the Company, in physical form. In view of this, all shareholders holding shares are requested to get their shares dematerialized latest by 5 December 2018 in order to protect the the liquidity of their shares, as the company initiated dematerialization process.	
Shareholders are further informed that SEBI vide its Circular dated 20 April 2018 has also directed Issuer Companies through their RTAs (Company's Corporate Affairs Department) to collect copy of PAN and BANK ACCOUNT details of the securities holders holding it in physical form. Your Company, has initiated steps by sending a separate letter (enclosed herewith) to all the shareholders holding shares in physical form for registration of their KYC details with supporting documents to the company. Shareholders may please get in touch with the Company Secretary for any further assistance in this regards immediately.	
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UBE INDUSTRIES LIMITED

(CIN: L99999AP1985PLC005284)

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NOTICE TO SHAREHOLDERS

Notice is hereby given that **Thirty Third Annual General Meeting** of **UBE Industries Limited** will be held on Friday, **29th** day of **September 2017** at **9-00 AM** at the **Corporate Office** of the Company at **Sree Nilayam, III Floor, 8-3-214/40, Srinivasa Nagar Colony (west), Ameerpet, Hyderabad 500038** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended **31st March, 2018**, together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. **Rajarapu Ramesh** (DIN: 07818594) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. **Srinivas Reddy Vangala** (DIN: 07920734) who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify the appointment of M/s. M/s. **D Venugopal & Co.**, Chartered Accountants (Firm Registration No. 005712S) as Statutory Auditors.

To consider and if thought fit, to pass the following resolution, as an Ordinary Resolution, with or without modification(s).

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended, from time to time, and resolution passed by the members of the Company at the Annual General Meeting held on 30 September 2014, the appointment of M/s. **D Venugopal & Co.**, Chartered Accountants (Firm registration no. **005712S**, as Statutory Auditors for a period of Five Years be and is hereby ratified to hold the office from the conclusion of this meeting until the conclusion of next Annual General Meeting to be held in the year 2018, at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS

04. *Adjournment of 32nd AGM for want of accounts and removal of dis-qualification of Directors /appointment of new Directors.*

To consider and if thought fit to pass with or without modification the following resolutions **as ordinary resolution:**

RESOLVED THAT pursuant to Article No.31 (1) (d) of Articles of Association of company the Chairman of **33rd Annual General Meeting** is and hereby authorized to adjourn the meeting to a later date and convene the adjourned meeting on completion of audit but not later than **31 December 2018** to consider and adopt the Annual Accounts of **2018-2019** Financial Year with Reports of Directors and Auditors and removal of dis-qualification of Directors.

By order of the Board

Place: **Hyderabad**
Date: **4 September 2018**

Vijaya Bhaskar Sirimalla
Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy such person shall not act as a for any other person or share holder.
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A proxy form is annexed hereto. Proxies submitted on behalf of the companies, societies etc, must be supported by an appropriate resolution/authority, as applicable.
3. The explanatory Statement pursuant to section 102 of the companies Act, 2013, which sets out details relating to Special Business at the meeting is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and revised Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item No. 2 of the Notice, are also annexed.
4. Members are requested to bring their copy of the Annual Report at the Annual General Meeting (AGM). The Members/Proxies should bring the Attendance Slip annexed hereto duly filled in for attending the AGM.
5. Members intending to require information about Accounts in the Meeting are requested to inform the Company at least 7 days in advance of the AGM.
6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held by them in electronic form and to the 2 Company's Registrars and Transfer Agents, Link Intime India Pvt. Ltd. Unit: Arvind SmartSpaces Limited, 506-508, Amarnath Business Centre-1 (abc-1) Beside Gala Business Centre, Near St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad 380006 in case the shares are held by them in physical form.
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 the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime India Pvt. Ltd at the address mentioned above.
SEBI has also mandated that for registration of transfer of securities, the transferee/s as well as transferor/s shall furnish a copy of their PAN card to the Company or Link Intime India Pvt. Ltd. for registration of transfer of securities.
7. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Link Intime India Pvt. Ltd. for assistance in this regards.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 21st August, 2018 to Thursday, the 23rd August, 2018 (both days inclusive) for the purpose of AGM.
9. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the AGM of the Company.
10. The Notice of the AGM and Annual Report of the Company for the year ended 31st March, 2018 is posted on the Company's website www.arvindsmartspaces.com and may be accessed by the members.
11. Electronic copy of the Annual Report for the year ended 31st March, 2018 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for the year ended 31st March, 2018 are being sent by the permitted mode.
12. Electronic copy of the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
13. To support the 'Green Initiative', members who have not registered their email addresses are requested to register the same with depository participant / Link Intime India Pvt. Ltd.
14. The route map showing direction to reach the venue of the 10th AGM is annexed.
14. Route Map of the AGM Venue is shown as Yagna Technologies Private Limited an associated company of your company.
15. Instructions for e-voting:
A separate sheet containing the complete details of the instructions for e-voting is being sent to all the shareholders along with the Annual Report for the year ended 31st March, 2018 to enable them to cast their votes through e-voting.

EXPLANATORY STATEMENT U/S 102 OF COMPANIES ACT 2013.

ITEM 4.

As a result of dis-qualification of the existing Directors by Ministry of Corporate Affairs during 2017-18, Mr S sammaiah selling the land which was under lease from Richweld Electrodes Limited, who were acquired the from Udaya Bharathi Engineering Private Limited who were acquired the same from S Sammaiah u/s 293 (1) (a), a false case filed by UBE Industries India Private Limited on company as a result of company filing a case before Regional Director, Northern Regions, New Delhi, Ministry of Corporate Affairs, Government of India as the violation of Section 17 of Companies Act 2013 by Registrar of Companies, NCR & Delhi allowing the name as UBE Industries India Private Limited and severe health problem as urinary infection to Mr Vijaya Bhaskar Sirimalla (DIN: 00057837), Director has resulted certain non refining the activities and backlog of Administrative and Financial matters, which resulted on auditing, therefore, fair recording of financial/progress of work, hence, internal auditing has delayed.

Therefore, internal audit and statutory audit is with some back logs, hence, adjournment is inevitable, therefore, the above resolution.

The Board of Directors of the company is seeking the approval of shareholders of the above resolution and Board of Directors is recommending the same for your approval.

None of the Directors are interested in the above resolutions

ANNEXURE to ITEM NO. 2 of the Notice

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting:

(Pursuant to Regulation 36 (3) of the SEBI LODR (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Rajarapu Ramesh
Directors Identification No. (DIN)	07818594
Date of Birth	10 June 1981
Nationality	Indian
Date of Appointment on the Board	29 September 2017
Qualifications	School Final
Expertise in Specific functional area	1.Co-ordination of Personnel, Contractors and Vendors 2. Agricultural Process and Methods 3. Agricultural Commercial Crops Processing and Marketing
Number of shares held in the company	Nil
List of directorships held in other companies (Excluding Foreign, Private and Section 8 Companies)	1.Udaya Bharathi Petroleum Limited 2.Rasada Sugar Limited
Number of Board Meetings attended during the Financial Year	Twelve
Chairman/Member in the Committees of the Boards in which he is Director#	NIL
Relationships between Directors inter-se	NIL
# Directorship includes Directorship of other Indian Public Companies and Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (wheather listed or not)	

Registered Office:
UDAYA BHARATHI, 8-3-228/325
Rahmath Nagar, Yousufguda
Hyderabad-500045

By order of the Board
Vijaya Bhaskar Sirimalla
Director

Dated: 4 September 2018

ANNEXURE to ITEM NO. 3 of the Notice

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting:

(Pursuant to Regulation 36 (3) of the SEBI LODR (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Srinivas Reddy Vangala
Directors Identification No. (DIN)	07920734
Date of Birth	16 August 1978
Nationality	Indian
Date of Appointment on the Board	29 September 2017
Qualifications	B. Com, M C A
Expertise in Specific functional area	1.IT and IT Enabled Services 2.Chemical Process & Production 3.Agricultural Product Utilization and Market 4.Market Co-ordination and Market Research 5.Automotive & Agricultural Machinery Maitanance and Operations
Number of shares held in the company	Nil
List of directorships held in other companies (Excluding Foreign, Private and Section 8 Companies)	1.Udaya Bharathi Petroleum Limited 2.Rasada Sugar Limited 3.UBE Automotive Limited
Number of Board Meetings attended during the Financial Year	Twelve
Chairman/Member in the Committees of the Boards in which he is Director#	NIL
Relationships between Directors inter-se	NIL
# Directorship includes Directorship of other Indian Public Companies and Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (wheather listed or not)	

Registered Office:
UDAYA BHARATHI, 8-3-228/325
Rahmath Nagar, Yousufguda
Hyderabad-500045

By order of the Board
Vijaya Bhaskar Sirimalla
Director

Dated: 4 September 2018

UBE INDUSTRIES LIMITED
(CIN: L99999AP1985PLC005284)
Regd Office : Udaya Bharathi, 8-3-228/325, Rahmath Nagar
Yousufguda, Hyderabad-500045
Corp.Office : Sree Nilayam, IIrd Floor, 8-3-214/40,
Srinivasa Nagar Colony (west), Ameerpet, Hyderabad 500038
(www.ubeindia.com and www.ubeindustries.com)

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ATTENDANCE SLIP

THIRTY THIRD ANNUAL GENERAL MEETING

Reg. Folio No.: _____

I certify that I am registered shareholder / proxy for the registered share holder of the Company.

I hereby record my presence at the **33rd Annual General Meeting** of the Company at Sree Nilayam, IIrd Floor, 8-3-214/40, Srinivasa Nagar Colony (west) Ameerpet, Hyderabad 500038 on Saturday, **29th September 2018** at **9.00 AM**

Name _____

Address _____

Signature

Note: Please fill this attendance slip and hand it over at the ENTRANCE OF THE HALL

(Tear Here)

UBE INDUSTRIES LIMITED
(CIN: L99999AP1985PLC005284)
Regd Office : Udaya Bharathi, 8-3-228/325, Rahmath Nagar
Yousufguda, Hyderabad-500045
Corp.Office : Sree Nilayam, IIrd Floor, 8-3-214/40,
Srinivasa Nagar Colony (west), Ameerpet, Hyderabad 500038

THIRTY THIRD ANNUAL GENERAL MEETING

FORM OF PROXY

I/We of _____ in the district of _____ being member/members of the above name. Company hereby appoint _____ of failing him _____ of _____ in the district of _____ as my/our proxy to vote for me/us on my/our behalf at the **Thirty Third Annual General Meeting** of the Company to be held on the **29th September 2018** and at any adjournment thereof.

Affix
Revenue
Stamp

Signed this _____ day of _____ 2018

Signature

Reg. Folio No. _____

Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

PLEASE NOTE THAT NO GIFT WILL BE GIVEN AT AGM

UBE INDUSTRIES LIMITED
(CIN: L99999AP1985PLC005284)
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(www.ubeindia.com and www.ubeindustries.com)

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NOTICE TO SHARE HOLDERS PERTAINING TO PAN & BANK DETAILS

Ref: UBE/SEBI/BSE/DEMAT-2018-19/001

Dated 4 September 2018

Dear Shareholder,

Sub: Shares holding in the Company, UBE Industries Limited: Updating of PAN & Bank Details- Reg

This has reference to the shares held by you in the above referred company as per your folio.

We draw your attention to the circular issued by Securities and Exchange Board of India (SEBI) No. SEBI/HO/MIRSD/DOPI/CIR/P/2018/73 dated 20/04/2018. SEBI, in point no. 12 (ii) of the Annexure to its circular had directed all the listed companies to send a communication to all its shareholders through their Registrars and Transfer agents (RTA), who are the holding shares in physical form and obtain copy of the PAN of all the holders and Bank account details of the first/ sole shareholder of the company.

These guidelines are issued by SEBI to streamline and strengthen the procedures and processes with regard to handling and maintenance of records, transfer of securities and payment of dividend/interest/redemption by the RTAs, Issuer Companies and Bankers to Issue.

To enable us to update the PAN and Bank account details, we, being Corporate Affairs Department (technically RTA to the above referred Company, till an RTA is appointed, which is under progress) request you to kindly submit the following documents within 21days of this letter:

- Copy of self-attested PAN card of the shareholders including joint holders, If any in the form attached
- Bank a/c details of the first/sole share holder, as per the Bank Mandate form attached.
- Original cancelled cheque leaf with the name of the first/sole share holder printed on it or copy of bank pass book showing name & account detail sole she account holder attested by the bank. On receipt of the above documents, we will update the same in our records.

In case of dividend declaration by the company, all dividends including past un paid dividends, if any, will be directly credited to the bank account furnished by you. It is not out of place to mention here that under section 124(6) of the Companies Act 2013, If dividends remain unpaid/unclaimed for a period of seven consecutive years then the under lying shares are also liable to be transferred to the a/c of IEPF authority. Hence, we request you to kindly submit the documents sought immediately.

Further, we draw your attention to the notification issued by SEBI dated 08.06.2018 amending Regulation 40 of the Listing Regulations. Pursuant to this, request for effecting transfer of securities shall not be processed excepting case of transmission or transposition of securities unless the securities are held in demat form. Hence, we would not be in a position to accept / process the requests for transfer of shares held in physical form with effect from 04.12.2018. We therefore advise you to take immediate steps for dematerializing your share holding in the company. As you may be aware holding shares in dematerialized form offers host of benefits like enhanced security, ease of handling, faster transfers, exemption from stamp duty, eliminating bad deliveries. In view of the above, In order to ensure that you are able to deal in the securities hassle-free, kindly take steps for dematerializing the shares at an early date We also request you to kindly arrange to send us the first/sole shareholders email Id for sending future communications as per the format attached.

Thanking you,
Yours sincerely

For **UBE Industries Limited**
Corporate Affairs Department

Compliance Officer

PAN MANDATE FORM

Name of the Company	UBE Industries Limited
Folio Number	

First/Sole Shareholder Name		PAN 1											
First Joint Shareholder Name		PAN 2											
Second Joint Shareholder Name		PAN 3											
Third Joint Shareholder Name		PAN 4											

(SELF ATTESTED COPY/COPIES OF PAN CARD ENCLOSED HEREWITH)

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NACH MANDATE FORM

Name of the Bank	
Branch Name and Address	

Bank A/c Type (SB A/c /Current A/C)	
Bank A/C No.	
Bankers MICR ECS Code No	
Bankers IFSC Code	

ORIGINAL CANCELLED CHEQUE LEAF WITH THE NAME OF SHAREHOLDER PRINTED ATTACHED HEREWITH

.....

E MAIL REGISTRATION FORM

E mail ID	
Telephone No./Mobile No.	

I hereby state that a. the particulars of PAN and Bank Account details are correct and complete/b. authorise the Company/Corporate Affairs Department of the company/RTA to credit my dividend on the shares held by me directly to my above bank account mentioned herein above and c. convey my consent to receive all communications, Annual Reports/Notices of the Meetings/News Letters from the company through E mail rather than hard copy.

(.....)
Signature of the first/sole share holder

Dated:.....

BOOK - POST

If undelivered please return to

UBE Industries Limited
Regd.Off:Udaya Bharathi, 8-3-228/325
Rahmath Nagar, Yousufguda, Hyderabad-500 045
Corp.Off:Sree Nilayam, IIIrd Floor,
8-3-214/40, Srinivasa Nagar Colony (west)
Ameerpet, Hyderabad-500 045

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As a part of our Green initiative, the pages of this Annual Report have been prepared on recycled paper. No trees were cut to make this paper.