



CUBEX TUBINGS LIMITED



**43rd Annual Report
2021-2022**



BOARD OF DIRECTORS

Mr. P.R.Bhandari	:	Managing Director (DIN: 00062271)
Mr. Virendra Bhandari	:	Executive Director (DIN: 00062228)
Mrs. Veena Bhandari	:	Director-Admin (DIN: 03570489)
Mr. Sandeep Kumar	:	Independent Director (DIN: 05192591)
*Mr. Dipen Sajjan Sanghvi	:	Independent Director (DIN: 08476459)
Mr. Vipul Kumar Jain	:	Independent Director (DIN: 08476476)
#Mr. Surender Arkathala	:	Independent Director (DIN: 06999665)

*Mr. Dipen Sajjan Sanghvi, Independent Director (DIN: 08476459), has tendered his Resignation w.e.f 08-08-2022

Mr. Surender Arkathala (DIN: 06999665) Appointed as Additional Director (Non-Executive Independent Director) w.e.f 08-08-2022.

CHIEF FINANCIAL OFFICER

Mr. Siva Prasad Sarva

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Chandni K Moolchandani

Corporate Identification Number: L27109TG1979PLC002504

BANKERS:

Axis Bank Limited

AUDITORS:

M/s. P C N & Associates., (FRN: 016016S),
Chartered Accountants
Plot No. 12, "N" Heights,
Ground Floor, Software Layout Unit,
Cyberabad, Hyderabad - 500 081.

SOLICITORS:

Mr. M.V.S. Prasad

REGISTERED OFFICE:

1-7-27 to 34, Shyam Towers,
S.D.Road, Secunderabad - 500 003.
Telangana, India
Tel. No. 0091-40-27817440, 27817436
Fax No. 0091-40-27812569
Email: cubex@rediffmail.com; Website: www.cubextubings.com

PLANT

Near 5th Phase, S.NO.464, 482
Pathancheru, Telangana.

SHARE TRANSFER AGENTS

M/S. Aarthi Consultants Pvt. Ltd.,
1-2-285, Domalguda, Hyderabad - 500 029
Tel. No.: 0091-40-2763 8111, 2763 4445
Fax :0091-40-2763 2184

Website: www.aarthiconsultants.com
Email: info@arthiconsultants.com

LISTED AT

BSE Limited, Mumbai
The National Stock Exchange of India Limited, Mumbai

NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting of the Members of the Company will be held on Monday, the 5th September, 2022 at 10:30 A.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2022 including the Audited Balance Sheet and Statement of Profit & Loss for the year ended on that date and Reports of Directors and Auditors thereon for the said year.
2. To appoint a Director in place of Mrs. Veena Bhandari (DIN: 03570489) who retires by rotation and being eligible offers herself for re-appointment.
3. **APPOINTMENT OF M/S. P MURALI & CO., CHARTERED ACCOUNTANTS (FIRM REG. NO. 007257S) CHARTERED ACCOUNTANTS, HYDERABAD AS STATUTORY AUDITORS OF THE COMPANY:**

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

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, pursuant to the recommendations of the Audit committee, M/s. P Murali & Co., Chartered Accountants (Firm Reg. No. 007257S) be and is hereby appointed as Statutory Auditors of the company in place of the retiring Auditors M/s. P C N & Associates., Chartered Accountants (Firm Registration No. 016016S) to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 48th Annual General Meeting to be held in the year 2027 (subject to ratification of their appointment at every AGM if so required under the Act) at such remuneration and out of pocket expenses as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. **APPOINTMENT OF MRS. VEENA BHANDARI (DIN: 03570489), AS WHOLE-TIME DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any Statutory modification(s), re-enactments thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and subject to approval of the Central Government or other authority, if any and subject to such other approvals and consents as may be necessary, Approval of the Members of the Company be and is hereby accorded to appoint Mrs. Veena Bhandari as Whole-Time Director (Administration) of the Company for a period of 5 Years from 1st April, 2022 at a Remuneration of Rs.50,000/- per month.”

“RESOLVED FURTHER THAT all other benefits, amenities and perquisites shall be allowed and paid to her as minimum remuneration during the tenure of her Office, notwithstanding the absence or inadequacy of profits for any financial year, but shall not, in any financial year, exceed the ceiling laid down in this behalf in Schedule V of the Companies Act, 2013 including amendments made thereto from time to time.”

5. REGULARIZATION OF MR. SURENDER ARKATHALA (DIN: 06999665), AS DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and 161 and all other applicable provisions, if any, of The Companies Act, 2013 (“Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, Mr. Surender Arkathala (DIN: 06999665), who was appointed as Additional Director by the Board of Directors of the Company effective from 08-08-2022 and who holds office as such up to the date of the ensuing Annual General Meeting in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

“FURTHER RESOLVED THAT any of the Directors of the Company be and is hereby authorized to do to file the forms with the Registrar of the Companies, Hyderabad and to do all such Acts, Deeds and execute all documents, things as required in the furtherance of this Resolution.”

6. APPOINTMENT OF MR. SURENDER ARKATHALA (DIN: 06999665) AS INDEPENDENT DIRECTOR OF THE COMPANY:

(To consider and if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution**)

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), rules framed thereunder and Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, on the recommendations of Nomination & Remuneration Committee, the approval of the members of the Company be and is hereby accorded for appointment of Mr. Surender Arkathala (DIN: 06999665), Non-Executive, Independent Director of the Company and who holds office from 08-08-2022, who has submitted a declaration that he meets the criteria of independence and who is eligible for appointment under the provisions of the Act and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office not liable to retire by rotation, for a Term of Five consecutive years commencing from 08-08-2022 to 08-08-2027.”

Place: Hyderabad
Date: 08-08-2022

BY ORDER OF THE BOARD OF DIRECTORS
For **CUBEX TUBINGS LIMITED**

Sd/-
P.R.BHANDARI
Managing Director
(DIN: 00062271)

NOTES:

1. In view of the COVID-19 Pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 02/2022 dated May, 05, 2022 read with Circular No. 02/2021 dated January 13, 2021, Circular No. 14/2021, Circular No. 14/2020 dated April, 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with Circular No. SEBI/HO/CFD/CMD1/CIR/F/2020/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/F/2020/79 dated May 12, 2020 issued by Securities & Exchange Board of India (SEBI), members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of the Act, 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. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.cubextubings.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 13, 2022, Notice of the AGM along with the Annual Report 2021-2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
7. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business in the Notice is annexed hereto and forms part of this Notice.

8. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection to the Members electronically without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cubex@rediffmail.com.
9. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
10. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 30th August, 2022 to Monday, the 5th of September, 2022 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
11. Shareholders holding shares in physical form may write to the company/company's R&T agents for any change in their address and bank mandates; Shareholders holding shares in electronic form may inform the same to their depository participants immediately, where applicable.
12. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have DEMAT accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agents (M/s. Aarthi Consultants Pvt. Ltd.).
13. In consonance with the company's sustainability initiatives and Regulation 36 of the SEBI (LODR) Regulations, 2015, the company is sharing all documents with shareholders in the electronic mode, wherever the same has been agreed to by the shareholders. Further The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Shareholders are requested to support this green initiative by registering/ updating their e-mail addresses for receiving electronic communications. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Aarthi Consultants Pvt. Ltd., Share Transfer Agents of the Company for their doing the needful.
14. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LADNRO/GN/2018/49 dated November 30, 2018, w.e.f. April 1, 2019 the transfer of securities of listed companies shall not be processed unless the securities are held in the dematerialized form (Demat) with a depository. Hence, the members of the company are requested to dematerialize their shareholding to avail the benefits of dematerialization. Only the requests for transmission and transposition of securities in physical form, will be accepted by the RTA.
15. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
16. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transmission/transposition, Demat/Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
17. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

18. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

19. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Thursday, the 1st September, 2022 at 10: 00 AM and end on Sunday, the 4th September, 2022 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 29th August, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting

through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the EVSN for CUBEX TUBINGS LTD on which you choose to vote.
 - (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
 - (xx) The e-voting module shall be disabled by CDSL after 5.00 p.m. on Tuesday, the 30th August, 2022.
 - (xxi) The results shall be declared within 48 Hours of conclusion of the Annual General Meeting (AGM). The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.
20. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Aarthi Consultants Private Limited / Investor Service Department of the Company immediately.
21. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Aarthi Consultants Private Limited / Investor Service Department of the Company.

22. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
23. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

Explanatory Statement

[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO. 4: APPOINTMENT OF MRS. VEENA BHANDARI (DIN: 03570489), AS WHOLE-TIME DIRECTOR OF THE COMPANY:

Pursuant to Section 149, 159 of the Companies Act, 2013, Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee held on 10th February, 2022 appointed Mrs. Veena Bhandari (DIN: 03570489) as Whole-Time Director (Administration) of the Company for a period of five years w.e.f. 1st April 2022. Pursuant to the said resolution, appointment of Mrs. Veena Bhandari, requires the approval of the members in the General meeting. Hence, the above resolution at item no.4 is submitted to the meeting for ratification by the members of the Company.

The Board of Directors re-commends the above resolution at item no.4 for the members' approval in the Annual General Meeting.

None of the Directors and Key Managerial Persons of the Company except Sri. P.R. Bhandari, Sri. Virendra Bhandari (being the relative of proposed appointee) to the extent of the appointment, is concerned or interested in this resolution.

Item No. 5 & 6: Regularisation of Mr. Surender Arkathala (DIN: 06999665), as Director of the Company & Appointment of Mr. Surender Arkathala (DIN: 06999665), as Independent Director of the Company:

Mr. Surender Arkathala (DIN: 06999665) was Appointed as Additional Director (Non-Executive Independent Director w.e.f 08-08-2022 who holds office as such up to the date of the ensuing Annual General Meeting in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

The Board of Directors on the recommendations of Nomination & Remuneration Committee propose to Regularize & appoint Mr. Surender Arkathala (DIN: 06999665) as Non-Executive-Independent Director of the Company for a Term of 5 Years from 08-08-2022 to 08-08-2027.

Pursuant to the provisions of Sections 149, 152 and the Rules made there under read with Schedule IV of the Companies Act, 2013 an independent director can hold office for a term up to five consecutive years on the board of a company and he/she is eligible for re-appointment on passing of a Special Resolution by the Company subject to maximum of two consecutive terms.