



4th June, 2025

To,
Listing Compliance Department
BSE Limited
Phirozee Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400 001
Scrip Code : 544083

Sub: Outcome of Board Meeting held on 4th June, 2025

Dear Sir/Ma'am,

In terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) 2015, we hereby inform you that Board of Directors of the company at its meeting duly convened and held on 4th June, 2025 at registered office commenced at 5:00 P.M. and concluded at 7:00 P.M. has *inter-alia* considered and approved the following businesses:

1. ALTERATION IN ARTICLE OF ASSOCIATION OF THE COMPANY

Alteration in Articles of Association, by inserting clause "Further Issue of Capital" in order to align it with the fund raising/ further issue proposals of the company in accordance with relevant provisions/ rules of Companies Act, 2013 subject to the approval of shareholders of the Company.

Further, the brief details of alteration in Articles of Association as required under Regulation 30 read with Part A of the Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is disclosed in **Annexure-I**.

2. RAISING OF FUNDS BY WAY OF ISSUANCE OF FULLY CONVERTIBLE WARRANTS ("WARRANTS") ON PREFERENTIAL BASIS:

To augment the financial resources of the Company through raising of funds, by way of creating, issuing and allotting up to 47,57,280 (Forty Seven Lakhs and Fifty Seven Thousand and Two Hundred Eighty Only) Fully Convertible Warrants Convertible into equivalent number of fully paid up equity share of the Company having face value of Rs. 10/- (Rupee Ten Only), in one or more tranches, to the persons belonging to "Promoter/Promoter Group and "Non-Promoter, Public Category", as detailed in **Annexure-II**, on preferential basis, at an issue price of Rs. 103/- (Rupees One Hundred and Three Only) per warrant, which is higher than the floor price determined in accordance with the provision of Chapter V of SEBI ICDR Regulations, payable in cash for aggregating amount of up to Rs. 48,99,99,840/- (Rupees Forty-Eight Crores Ninety-Nine Lakhs Ninety-Nine Thousand Eight Hundred and Forty Only) in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended ('Act') read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended ("Rules"), Chapter V of SEBI ICDR Regulations, in such manner and on such terms and conditions as determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws subject to approval of shareholders and other regulatory authorities, as may be applicable.



Upon issue of Warrants in accordance herewith, an amount equivalent to 25% (twenty five per cent) of the total issue size shall be called upfront from the proposed allottees.

*Disclosure with respect to the Preferential Issue under Regulation 30 of SEBI Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed as **Annexure -III** to this letter.*

3. MEMBERS' APPROVAL THROUGH THE PROCESS OF POSTAL BALLOT

To seek members' approval through the process of postal ballot for the above-said today's board decision and approved the draft notice of Postal Ballot and authorized Director/ KMP to issue the same to the concerned, appointment of B. S. Vyas & Associates, Practicing Company Secretary (COP:26078), Practicing Company Secretary as Scrutinizer for postal ballot and matters related thereto.

The cut-off date for dispatch and E-voting i.e. May 30, 2025 have also been considered and fixed.

The notice of the postal ballot will be sent separately to the Stock Exchange and to the Members of the Company and will also be available on the Company's website at <https://www.shreemarutilusubes.com/> and on the websites of the stock exchanges namely BSE Limited and e-voting agency's website in due course.

We request you to kindly take the above information on record and disseminate to all concerned.

Thanking you,

Yours Faithfully,

For Shree Marutinandan Tubes Limited

**Vikram Sharma
Managing Director
DIN: 06452273**



Annexure-I

The details as required under Regulation 30 read with Part A of the Schedule III of SEBI Listing Regulations are as under.

Brief Details with respect to alteration in and Articles of Association ("AOA") of the Company

S. No.	Particulars	Details
1	Alteration of Articles of Association ("AOA") of the Company	<p>The following new clauses shall be added in Articles of Association of the company:</p> <ul style="list-style-type: none">• Further issue of capital <p>(i) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:</p> <ul style="list-style-type: none">a. to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid- up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 62 of the Act.b. to employees under a scheme of employees stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62.c. to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, subject to compliance with section 42 and 62 of the Act and rules framed thereunder. <p>ii The notice shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.</p> <p>iii. Nothing in this Article shall apply to the increase of the subscribed capital of company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:</p> <p>Provided that the terms of issue of such debentures or loan containing such an option have been approved, before the issue of such or the raising of loan, by a special resolution passed by the company in general meeting.</p>



Annexure-II

The names of the proposed allottees of Warrants to the “Promoter/ Promoter Group and “Non-Promoter, Public Category, to be allotted on preferential basis:

S. No.	Name of the Proposed Allottees	Warrants to be allotted on Preferential basis	Maximum Quantity for the respective allottee
A	Promoter/Promoter Group		
1	Vikram Sharma	2,37,900	
		Total (A)	2,37,900
B	Non-Promoter, Public Category		
1	Pratik Kakadia	2,97,330	
2	Bhavin Soratiya	2,97,330	
3	Ketan Kathriya	2,97,330	
4	Trupesh Radadiya	2,97,330	
5	Mahesh Vagasiya	2,97,330	
6	Dipak Patel	2,97,330	
7	Jatin Jogani	2,97,330	
8	Mahesh Gediya	2,97,330	
9	Kushal Shah	2,37,860	
10	Vaibhav Girishbhai Patel	2,37,860	
11	Bhaumik Shah	2,37,860	
12	Nimisha Patel	2,37,860	
13	Krishna Parmar	2,37,860	
14	Prachi Karia	2,37,860	
15	Sachin Yadav	2,37,860	
16	Varija Mehta	2,37,860	
17	Jagruti Bimal Patel	2,37,860	
		Total (B)	45,19,380
		Grand Total (A+B)	47,57,280



Annexure-III

The details as required under Regulation 30 of SEBI Listing Regulations read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as under

S. No.	Particulars	Disclosures																											
1	Type of securities proposed to be Issued	Fully Convertible Warrants ('Warrants')																											
2	Type of issuance	Preferential Allotment																											
3	Total number of securities proposed to be issued or total amount for which the securities will be issued	Up to 47,57,280 Fully convertible warrants at an issue price of Rs. 103/- (Rupees One Hundred and Three Only) each to persons belonging to "Promoter/ Promoter Group and Non-Promoter, Public Category" for an aggregate amount of Rs. 48,99,99,840/- (Rupees Forty-Eight Crores Ninety-Nine Lakhs Ninety-Nine Thousand Eight Hundred and Forty Only)																											
In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):																													
4	Name and number of the Investor(s)	As per the list attached as Annexure-II																											
5	Issue price	Rs. 103/- Per Warrant																											
6	post allotment of securities - outcome of the subscription,	<table border="1"> <thead> <tr> <th rowspan="2">Category</th> <th colspan="2">Pre preferential issue</th> <th colspan="2">Post preferential issue presuming full conversion</th> </tr> <tr> <th>No of fully paid up Shares</th> <th>%</th> <th>No of fully paid up Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Promoters and Promoter Group (A)</td> <td>20,17,200</td> <td>58.30</td> <td>22,55,100</td> <td>27.44</td> </tr> <tr> <td>Public (B)</td> <td>14,42,800</td> <td>41.70</td> <td>59,62,180</td> <td>73.56</td> </tr> <tr> <td>Total (A) + (B)</td> <td>34,60,000</td> <td>100.00</td> <td>82,17,280</td> <td>100.00</td> </tr> </tbody> </table>				Category	Pre preferential issue		Post preferential issue presuming full conversion		No of fully paid up Shares	%	No of fully paid up Shares	%	Promoters and Promoter Group (A)	20,17,200	58.30	22,55,100	27.44	Public (B)	14,42,800	41.70	59,62,180	73.56	Total (A) + (B)	34,60,000	100.00	82,17,280	100.00
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	<i>Note: SHP has been prepared assuming full conversion of warrants into equity</i>																												
7	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	The tenure of the warrants shall not exceed 18 (eighteen) months from the date of allotment. Each warrant shall carry a right to subscribe 1 (one) Equity Share per warrant, which may be exercised in one or more tranches during the period commencing from allotment of warrants until																											



		the expiry of 18(eighteen) months from the date of allotment of the warrants. In the event that, a warrant holder does not exercise the warrants within a period of 18 (Eighteen) months from the date of allotment of Such warrants, the unexercised warrants shall lapse and the amount paid by the warrants holders on such warrants shall stand forfeited by the Company.
8	Nature of Consideration	Cash
9	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable