

**WITHOUT PREJUDICE**

**BY REGD. POST A.D. / EMAIL / HAND DELIVERY AGAINST ACKNOWLEDGEMENT**

Date:

Place: Vadodara

**From:**

Kishorbhai Jagjivandas Suratwala (DIN: 08286022)  
Director, Tensile Steel Limited  
C 303, Krishnavalley Flats, Sama Savali Road,  
Near Amitnagar Circle, Karelibaug, Harni Colony,  
Vadodara, Gujarat – 390022

**To:**

(1) Mr. Dharmeshkumar Arvindbhai Amin (DIN: 09853117)  
Claiming to act as “Additional Director” of Tensile Steel Limited

(2) Tensile Steel Limited (CIN: U99999GJ1960PLC001006)

At its Registered Office: Hirabag, Vishwamitri Road, Baroda (Vadodara), Gujarat – 390011

Email: info@tensilesteellimited.com / tensile.stl@gmail.com

**Subject: Reply to, and repudiation of, the purported “Notice” dated 04.06.2026 issued under the signature of Mr. Dharmeshkumar Arvindbhai Amin in respect of a proposed resolution for removal of the undersigned as Director of Tensile Steel Limited under Section 169 read with Section 115 of the Companies Act, 2013 — AND — without prejudice, written representation of the undersigned Director under Section 169(4) of the Companies Act, 2013, with a demand for its circulation to every member of the Company**

**Reference:** (i) Purported Notice dated 04.06.2026; (ii) purported special notice and requisition dated 23.05.2026 stated to have been received from M/s Sneh Deep Realty Private Limited (CIN: U45209GJ2018PTC105651); (iii) purported meeting of the Board of Directors stated to have been held on 02.06.2026; (iv) e-Form DIR-12 bearing SRN AC3564174 filed on 21.05.2026 and taken on record on 22.05.2026; (v) Master Data of the Company as reflected on the MCA portal as on 25.05.2026.

Sir,

**I. PRELIMINARY: THE NOTICE IS NON EST AND IS REPUDIATED IN ITS ENTIRETY**

1. I, Kishorbhai Jagjivandas Suratwala (DIN: 08286022), am a validly appointed and continuing Director of Tensile Steel Limited (“the Company”) since 24.11.2018, as borne out by the



Company's own statutory record and the Master Data maintained by the Ministry of Corporate Affairs. I am in receipt of the purported Notice dated 04.06.2026 ("the impugned Notice") issued under your signature, purportedly "for and on behalf of the Board of Directors", describing yourself as an "Additional Director" of the Company.

2. At the outset, the impugned Notice is repudiated in its entirety as being **non est, void ab initio and of no legal effect whatsoever**, for the simple and complete reason that the issuer thereof, namely yourself, is **not, and never has been, a director of the Company**. Your purported appointment as "Additional Director" with effect from 07.01.2026, and the purported appointment of Mr. Pinkesh Ghanshyambhai Rai (DIN: 11126794) of even date, are the product of **fabricated and forged documents** filed with the Registrar of Companies, as demonstrated hereinbelow from the very documents filed by your group. A person whose directorship rests on forgery can derive no authority therefrom; it is settled law that fraud unravels everything and vitiates all acts, judicial or otherwise.
3. This reply is issued under compulsion of the unlawful deadline of 23.06.2026 imposed by the impugned Notice, and is issued **wholly without prejudice** to the position that no reply is in law required to a notice which is non est, and without prejudice to all rights, remedies and contentions of the undersigned and of Mr. Amit Mukesh Shah (DIN: 01993211), the lawful and continuing directors of the Company, all of which are expressly reserved.

## **II. THE LAWFUL BOARD OF THE COMPANY**

4. As on 06.01.2026, the lawfully constituted Board of Directors of the Company comprised: (i) Mr. Kishorbhai Jagjivandas Suratwala (DIN: 08286022), Director since 24.11.2018; (ii) Mr. Sureshbhai Ganpatbhai Rajput (DIN: 07480353), Director since 01.11.2019; and (iii) Mr. Amit Mukesh Shah (DIN: 01993211), Director. This position is reflected in the Company's statutory registers and filings. Thereafter, the only lawful change to the Board was the appointment of Mr. Sanjaykumar Vallabhadas Patel (DIN: 06712284) as Additional Director at the meeting of the Board of Directors held on 17.01.2026, recorded in the Company's letter of appointment dated 17.01.2026 issued under the signature of Mr. Amit Mukesh Shah as Director.
5. Neither the undersigned, nor Mr. Sureshbhai Rajput, nor Mr. Amit Shah — that is to say, **no lawful director of the Company** — ever proposed, considered, resolved upon or participated in any appointment of yourself or of Mr. Pinkesh Rai as directors of the Company, whether on 07.01.2026 or on any other date. No meeting of the Board of Directors of the Company was held on 07.01.2026. No notice of any such meeting under Section 173(3) of the Companies Act, 2013 was ever issued to or received by any of the lawful directors. No agenda, no attendance register, no minutes and no resolution of any such meeting exist in the records of the Company maintained by its lawful Board.



**III. THE FABRICATED RESIGNATION OF MR. AMIT MUKESH SHAH AND THE IMPOSSIBLE APPOINTMENTS OF 07.01.2026: THE FORGERY IS SELF-EVIDENT FROM YOUR OWN DOCUMENTS**

6. Your claimed directorship rests entirely upon e-Form DIR-12 bearing **SRN AC3564174**, filed on **21.05.2026** and taken on record by the Registrar of Companies on 22.05.2026 on a Straight Through Process basis, i.e., without any scrutiny and solely “on the basis of statement of correctness given by the filing company”. The said form purports to record three events: (a) the cessation of Mr. Amit Mukesh Shah as Director with effect from 08.01.2026 by reason of “Resignation u/s 168”; (b) your own appointment as Additional Director with effect from 07.01.2026; and (c) the appointment of Mr. Pinkesh Ghanshyambhai Rai as Additional Director with effect from 07.01.2026. Each of the three events is false, and the falsity is apparent on the face of the documents filed by your own group, as set out below.
7. **Mr. Amit Mukesh Shah has never resigned from the directorship of the Company.** The purported resignation letter attached to the said DIR-12 is a **forged and fabricated document**, prepared by superimposing a computerised/scanned image of Mr. Amit Shah’s signature..
8. The forgery is conclusively exposed by your own group’s conduct, in at least four independent and irreconcilable respects:
  - (a) **The appointment letter dated 17.01.2026.** Mr. Sanjaykumar Vallabhadas Patel was appointed Additional Director of the Company by the Board at its meeting held on 17.01.2026, and the letter of appointment dated 17.01.2026 — on the Company’s letterhead, under the Company’s seal — is signed by **Mr. Amit Mukesh Shah as “Director, DIN: 01993211”**. The MCA Master Data itself records Mr. Sanjaykumar Patel as Additional Director with effect from 17.01.2026 on the strength of that very appointment. Your group thus simultaneously asserts (i) that Mr. Amit Shah ceased to be a director on 08.01.2026, and (ii) that Mr. Amit Shah validly appointed Mr. Sanjaykumar Patel as a Director on 17.01.2026 — nine days later. Both cannot be true. Your group cannot approbate and reprobate: if the appointment of Mr. Sanjaykumar Patel of 17.01.2026 is valid (as your group asserts and acts upon), then Mr. Amit Shah was a continuing director on 17.01.2026 and the alleged resignation of 08.01.2026 is, on your own showing, a fabrication.
  - (b) **The impossible board resolution of 07.01.2026.** The declaration in the said DIR-12 is signed by Mr. Sanjaykumar Vallabhadas Patel as “Director”, claiming authorisation by a Board resolution “No. 03 dated 07.01.2026”. On 07.01.2026, Mr. Sanjaykumar Patel was **not a director of the Company at all** — on your own documents he came to be appointed only on 17.01.2026. A Board resolution of 07.01.2026 could not, in law or in fact, authorise a stranger to the Board; nor could a stranger to the Board on that date subsequently verify and sign a statutory form on the strength of such a resolution. The recital of the resolution is itself, therefore, fabricated.



- (c) **The “receipt” of the resignation by a stranger.** The “evidence of cessation” attached to the DIR-12 is self-described as “Resignation of Amit Shah dt. 08.01.2026 **received by Pinkesh G. Rai**”. Under Section 168(1) read with Section 168(2) of the Companies Act, 2013, a resignation takes effect only upon notice to **the Company**. On 08.01.2026 Mr. Pinkesh Rai held no office whatsoever in the Company; receipt by him is receipt by nobody. The very document relied upon to evidence cessation thus presupposes the validity of an appointment (of Mr. Rai on 07.01.2026) which itself depends upon a Board on which none of the lawful directors participated — a perfectly circular fabrication.
- (d) **The inexplicable delay of over four months.** Under Section 170(2) of the Companies Act, 2013 read with Rule 15 & 18 of the Companies (Appointment and Qualification of Directors) Rules, 2014, a return in Form DIR-12 must be filed within thirty days of the appointment or change. Events allegedly of 07.01.2026 and 08.01.2026 were filed only on **21.05.2026** — some 134 days later — and, tellingly, only **two days before** the purported “special notice” dated 23.05.2026 of M/s Sneh Deep Realty Private Limited, and barely a fortnight before the impugned Notice. The sequence — forged DIR-12 taken on record on 22.05.2026; “special notice” dated 23.05.2026; purported board meeting on 02.06.2026; impugned Notice on 04.06.2026 — betrays a single orchestrated design to usurp control of this Company and to oust its lawful Board.
9. In the premises, your purported appointment and that of Mr. Pinkesh Rai with effect from 07.01.2026 are void ab initio. No meeting of the Board was held on that date; no notice under Section 173(3) was given to any lawful director; no quorum under Section 174 existed or could have existed; and Section 161(1) of the Companies Act, 2013 permits appointment of an additional director **only by the Board**.

**IV. THE PURPORTED BOARD MEETING DATED 02.06.2026 IS A NULLITY; IN ANY EVENT THE BOARD HAS NO POWER TO “PASS A RESOLUTION FOR REMOVAL”**

10. The impugned Notice recites that a “Meeting of Board of Directors of the Company held on 02.06.2026, deliberated and passed the resolution for removal” of the undersigned. This recital condemns the impugned Notice twice over:
- (a) **No notice, no quorum, no meeting.** No notice of any board meeting dated 02.06.2026 was issued to or received by the undersigned, or by Mr. Sureshbhai Rajput, or by Mr. Amit Shah — three of the lawful directors of the Company. A board meeting convened and held behind the back of the majority of the lawful Board, attended (if at all) by persons whose claimed office rests on forged instruments, is no meeting in the eye of law, and every resolution purportedly passed there at is void.
- (b) **Want of competence.** Even otherwise, the power to remove a director under Section 169(1) of the Companies Act, 2013 vests **exclusively in the members in general meeting** by ordinary resolution after compliance with Section 115. The Board of Directors has no

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power whatsoever to “pass the resolution for removal” of a director. The impugned Notice, which proceeds on the footing that the Board has itself “passed the resolution for removal”, demonstrates on its face that its authors neither understood nor complied with the statutory scheme.

**V. THE PURPORTED “SPECIAL NOTICE” OF M/S SNEH DEEP REALTY PRIVATE LIMITED IS DENIED AND ITS LOCUS IS DISPUTED**

11. The impugned Notice asserts that M/s Sneh Deep Realty Private Limited (CIN: U45209GJ2018PTC105651) holds 18,40,070 equity shares representing 87.62% of the shareholding of the Company, and has issued a special notice dated 23.05.2026. The undersigned **denies that the said entity is, or lawfully could be, a member of the Company holding the shareholding claimed or any part thereof.** No transfer or transmission of any such shares, and no allotment of any such shares, was ever considered, approved or registered by the lawful Board of the Company. The Company is a public limited company and any registration of transfer is required to comply, inter alia, with Section 56 of the Companies Act, 2013 and the Articles. The undersigned is unaware of any instrument of transfer in Form SH-4, duly stamped and executed, in respect of any such shares, or of any Board resolution registering any such transfer.
12. Unless and until the said entity establishes that it is a member entered on the register of members holding the requisite voting power, the foundational requirement of Section 115 of the Companies Act, 2013 read with Rule 23 of the Companies (Management and Administration) Rules, 2014 is not satisfied, and no “special notice” in law exists. Further, in breach of Section 169(3) of the Companies Act, 2013, **no copy of the purported special notice dated 23.05.2026 has been furnished to the undersigned** “forthwith” or at all; the impugned Notice merely refers to it. The undersigned is thus called upon to answer a charge-sheet he has never been shown — a violation of the very “principles of natural justice” which the impugned Notice hollowly invokes.
13. The undersigned further notes that the purported special notice is dated 23.05.2026 — the **very next day** after the forged DIR-12 was taken on record (22.05.2026) — and that the venue and correspondence address nominated in the impugned Notice (13th Floor / 702, Supremus-2, Diwalipura, Vadodara) is **not the registered office of the Company**, while the nominated email address (tsl.observer26@gmail.com) is a private Gmail account which is not the Company’s registered email. The undersigned reserves the right to demonstrate that the said entity is a creature and front of the very persons who have usurped the Board.

**VI. DEMANDS**

14. Without prejudice to the foregoing, you and the Company are hereby called upon to furnish to the undersigned, within **seven (7) days** of receipt hereof, certified copies of the following, and to permit inspection of the originals at the registered office of the Company:



- (a) Notice, agenda, attendance register and signed minutes of the alleged meeting of the Board of Directors dated 07.01.2026, together with proof of service of notice thereof upon each director under Section 173(3);
  - (b) The original of the purported resignation letter of Mr. Amit Mukesh Shah together with proof of its receipt by the Company;
  - (c) Board resolution "No. 03 dated 07.01.2026" recited in the declaration to the said DIR-12, with the attendance register of that meeting;
  - (d) Notice, agenda, attendance register and signed minutes of the alleged meeting of the Board of Directors dated 02.06.2026, together with proof of service of notice thereof upon each director;
  - (e) The purported special notice and requisition dated 23.05.2026 of M/s Sneh Deep Realty Private Limited, as required by Section 169(3);
  - (f) The register of members of the Company, the instrument(s) of transfer in Form SH-4, the share certificates, the stamped consideration documents, and the Board resolution(s), if any, by which M/s Sneh Deep Realty Private Limited claims to have been registered as the holder of 18,40,070 equity shares;
  - (g) The notice of the proposed Extraordinary General Meeting dated 24.06.2026 stated to have been issued to members, with proof of dispatch to all members including the undersigned.
15. Failure to furnish the above within the time stipulated will be treated as an admission that the documents do not exist or, where they exist, that they are fabricated, and will be relied upon as such in all proceedings.

**VII. WITHOUT PREJUDICE: WRITTEN REPRESENTATION UNDER SECTION 169(4) OF THE COMPANIES ACT, 2013 — DEMAND FOR CIRCULATION TO EVERY MEMBER**

16. Strictly without prejudice to the contention that the impugned Notice, the purported special notice, the purported board meeting of 02.06.2026 and the proposed Extraordinary General Meeting of 24.06.2026 are each non est and void, and solely by way of abundant caution, the undersigned hereby makes the following **representation in writing under Section 169(4) of the Companies Act, 2013** against the proposed resolution for his removal, and **requires the Company:** (a) to state the fact of this representation having been made in any notice of the resolution sent to members; (b) to send a copy of this entire representation to **every member** of the Company forthwith; and (c) failing such dispatch, to ensure that this representation is **read out at the meeting**, as mandated by Section 169(4). The undersigned further notifies that he will, without prejudice, exercise his statutory right to be heard orally at any such meeting, personally and/or through authorised representative including counsel.

**REPRESENTATION TO THE MEMBERS OF TENSILE STEEL LIMITED**

*Surath*

17. Dear fellow members: I have served this Company faithfully as a Director since 24.11.2018. The resolution proposed for my removal does not arise from any act, default or failing on my part — none is even alleged in the Notice convening the meeting. It is the final step of a scheme to seize control of your Company. In January 2026, documents were fabricated to show (i) a resignation by Mr. Amit Mukesh Shah which he never tendered, and (ii) the appointment of two strangers, Mr. Dharmeshkumar Amin and Mr. Pinkesh Rai, as “Additional Directors” at a board meeting of 07.01.2026 which was never held and of which no lawful director ever received notice. These fabricated documents were withheld for over four months and were filed with the Registrar of Companies only on 21.05.2026 — and within barely two weeks thereof, a hitherto unheard-of entity claiming 87.62% of your Company’s shares issued a “special notice”, a “board meeting” was held behind the back of the lawful directors, and a general meeting was convened at a private office address rather than the registered office, with correspondence routed to a private Gmail account. The contradiction at the heart of the scheme is apparent from the usurpers’ own papers: Mr. Amit Shah, who is said to have resigned on 08.01.2026, admittedly signed — as Director — the appointment letter of Mr. Sanjaykumar Patel on 17.01.2026, an appointment on which the usurpers themselves rely. I urge every member not to lend the authority of his or her vote to a resolution founded upon forgery, moved by persons with no lawful office, at a meeting convened without authority. The lawful Board is taking, and will continue to take, all steps before the Registrar of Companies, the National Company Law Tribunal, the civil and the criminal courts to undo this fraud and to protect the Company and its members.

### **VIII. CONSEQUENCES AND RESERVATION OF RIGHTS**

18. Please take notice that the fabrication and use of the forged resignation letter and the false statutory declarations and certifications in e-Form DIR-12 (SRN AC3564174) prima facie constitute, inter alia: offences of forgery and use of forged documents under Sections 336, 338 and 340 of the Bharatiya Nyaya Sanhita, 2023; fraud punishable under Section 447 of the Companies Act, 2013; the making of false statements punishable under Section 448 of the Companies Act, 2013 and contraventions inviting action by the Registrar of Companies under Sections 206 to 208 of the Companies Act, 2013.
19. The undersigned and the lawful directors of the Company expressly reserve their rights, without further notice, to: (a) lodge criminal complaints in respect of the forgery and cheating aforesaid; (b) move the Registrar of Companies and the Regional Director for enquiry, inspection and cancellation/marketing of the fraudulent filings; (c) institute proceedings before the Hon’ble National Company Law Tribunal and Civil Court including under Sections 59, 241, 242 & 213 of the Companies Act, 2013, for rectification of the register of members, for declaring the purported appointments and all consequential acts void, and for interim restraint of the purported Extraordinary General Meeting of 24.06.2026; and (d) institute appropriate civil proceedings for declaration and injunction. Any resolution purportedly passed at the meeting of 24.06.2026, and any act done by you or by Mr. Pinkesh Rai or by any person claiming under the resolutions of the purported board meetings of 07.01.2026 or 02.06.2026, shall be void and shall be at the sole risk,

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cost and personal liability of the persons so acting, including liability to third parties with whom the Company is in active litigation and contractual relationships.

20. All future correspondence in relation to the Company shall be addressed to the undersigned at the address first above written, and all corporate correspondence shall emanate only from the registered office and registered email of the Company. Nothing herein shall be construed as acquiescence in, waiver of, or admission as to the validity of, the impugned Notice, the purported special notice, the purported board meetings of 07.01.2026 and 02.06.2026, your purported appointment or that of Mr. Pinkesh Rai, the purported cessation of Mr. Amit Mukesh Shah, the purported membership of M/s Sneh Deep Realty Private Limited, or the proposed Extraordinary General Meeting, each of which is denied and disputed in its entirety.

Yours faithfully,



**(Kishorbhai Jagjivandas Suratwala)**

Director, Tensile Steel Limited

DIN: 08286022

**Copy to (for information and necessary action):**

1. ✓ Mr. Sanjaykumar Vallabhadas Patel (DIN: 06712284), Patel Falia, Near Darwaja, Jambuva, Makarpura, Vadodara – 390014;
2. Mr. Pinkesh Ghanshyambhai Rai (DIN: 11126794), **[address per DIR-12: Nr. Rajput Samaj Hall, Opp. Voltamp, Maneja, Vadodara – 390013];**
3. M/s Sneh Deep Realty Private Limited (CIN: U45209GJ2018PTC105651), at its registered office;
4. Mr. Amit Mukesh Shah (DIN: 01993211), Director