



RAMA STEEL TUBES LIMITED

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Vikas Marg, New Delhi-110092
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NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting of the members of Rama Steel Tubes Limited will be held on Friday, the 3rd day of March, 2017 at 11.00 a.m. at Aura Grand Residency, 439, Jagriti Enclave, Near Karkardooma Metro Station, Delhi-110092 to transact the following businesses:-

SPECIAL BUSINESS

ITEM NO. 1 – INCREASE IN AUTHORIZED SHARE CAPITAL

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

RESOLVED THAT, pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) and the provision of Memorandum and Articles of Association of the Company and the Equity Listing Agreement entered into with the Stock Exchanges by the Company subject to such other approvals, consent, permissions and sanction if any, as may be required from the concerned Stock Exchanges or any other Authority under any other Law for the time being in force, the authorized share capital of the Company be and is hereby increased to Rs. 11,50,00,000 (Rupees Eleven Crore Fifty Lakhs Only) divided into 1,80,00,000 (One Crore Eighty Lakhs Only) equity shares of Rs.5/- (Rupees five only) each and 25,00,000 (Twenty Five Lakhs only) 5% Non-Cumulative Redeemable Preference Shares of Rs.10/- (Rupees Ten Only) each from Rs. 10,00,00,000 (Rupees Ten Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakhs Only) equity shares of Rs.5/- (Rupees Five Only) each and 25,00,000 (Twenty Five Lakhs Only) 5% Non-Cumulative Redeemable Preference Shares of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, Mr. Naresh Kumar Bansal, Managing Director, Mr. Richi Bansal, Director and Mr. Kapil Datta, Company Secretary cum Compliance officer be and are hereby authorized to sign the necessary documents and file requisite e-Forms and all other necessary documents with concerned Registrar of Companies and to do all acts, deeds, and things as may be necessary to carry out above purpose.

ITEM NO. 2 – ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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

RESOLVED THAT, pursuant to provisions of Section 13 and Section 61 and other applicable provisions of the Companies Act, 2013, and rules issued thereunder (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

5. The Authorized Share Capital of the Company is Rs.11,50,00,000/- (Rupees Eleven Crore Fifty Lakhs only) divided into 1,80,00,000 (One Crore Eighty Lakhs only) equity shares of Rs.5/- (Rupees five only) each and 25,00,000 (Twenty five Lakhs only) 5% Non-Cumulative Redeemable Preference Shares of Rs.10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, Mr. Naresh Kumar Bansal, Managing Director, Mr. Richi Bansal, Director and Mr. Kapil Datta, Company Secretary cum Compliance officer be and are hereby authorized to sign the necessary documents and file requisite e-Forms and all other necessary documents with concerned Registrar of Companies and to do all acts, deeds, and things as may be necessary to carry out above purpose.

ITEM NO. 3 – ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 and other applicable provisions or Rules if any, the new set of Articles of Association as placed before the meeting and initialed by the Chairman for the



purpose of identification be and is hereby approved and adopted as new Articles of Association (as prescribed under the Table-F of the Companies Act, 2013) of the Company in the place of and exclusion of the existing Articles of Association.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, Mr. Naresh Kumar Bansal, Managing Director, Mr. Richi Bansal, Director and Mr. Kapil Datta, Company Secretary cum Compliance officer be and are hereby authorized to do all such acts, deeds and things as may be required in order to give effect to above adoption of new Articles of Association on behalf of the Company.”

ITEM NO 4. TO APPOINT MRS. ANJU GUPTA (DIN: 06958607) AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013

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

“**RESOLVED that** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Anju Gupta (DIN-06958607), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 25th January, 2017, in terms of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of ensuing Annual General meeting be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the date of his appointment as an Independent Director i.e., January 25, 2017 to January 24, 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

ITEM NO 5. ISSUANCE OF 15,00,000 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER CATEGORY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed (“Stock Exchange(s)”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions and Takeovers) Regulations, 2011 and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to offer, issue and allot upto **15,00,000 (Fifteen Lacs) Fully Convertible Warrants** to be convertible at an option of Warrant holders in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of face value of Rs.5/- (Rupees Five only) each for cash **at an issue price of Rs. 122/- (Rupees One Hundred Twenty Two Only) per share** or such other price as may be determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the persons belonging to the Promoter Category.

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI (ICDR) Regulations, as amended up to date, for the determination of issue price of Warrants is February 01, 2017 being the date which is 30 days prior to the date of this Extra-Ordinary General Meeting i.e. March 03, 2017.

RESOLVED FURTHER THAT aforesaid issue of warrants shall be subject to the following terms & conditions:

- (a) The proposed allottee(s) of Warrants shall, on the date of allotment of warrants, pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2009. The balance 75% of the Issue Price shall be payable on or before the conversion of said Warrants into Equity Shares, within a maximum permissible period of 18 months from the allotment thereof.
- (b) Warrants, being allotted to the persons belonging to Promoter Category and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed by the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- (c) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- (d) Warrants shall be issued and allotted by the Company only in dematerialised form.
- (e) The consideration for allotment of warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the Bank account of the respective proposed warrant allottees.
- (f) In the event the Warrant Holder(s) does not exercise the Equity Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- (g) The Warrants by itself until converted into Equity Shares, does not give to the Warrant Holder(s) any voting rights in the Company in respect of such Equity Warrants;

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Equity Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs. 5/- (Rupees Five only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board/Committee(s) of the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Equity Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO 6. ISSUANCE OF 11,00,000 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO NON- PROMOTER CATEGORY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed (“Stock Exchange(s)”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions and Takeovers) Regulations, 2011 and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject



to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to offer, issue and allot, in one or more **tranches upto 11,00,000 Equity Shares (Eleven Lacs) of face value of Rs. 5/- (Rupees Five only) each for cash at an issue price of Rs. 122/- (Rupees One Hundred Twenty Two Only)** each or such other price as may be determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, and on such other terms and conditions as may be finalized by the Board of Directors, to the persons belonging to the Non- Promoter Category.

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI (ICDR) Regulations, as amended up to date, for the determination of issue price of Warrants is February 01, 2017 being the date which is 30 days prior to the date of this Extra-Ordinary General Meeting i.e. March 03, 2017.

RESOLVED FURTHER THAT aforesaid issue of Equity Shares shall be subject to the following terms & conditions:

- a) The Proposed Allottees of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof.
- b) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee;
- c) The Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be prescribed under Chapter VII of the SEBI ICDR Regulations;
- d) The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- e) Allotment shall only be made in dematerialized form.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari- passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs. 5/- (Rupees Five only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 7 – TO INCREASE IN TERMS OF REMUNERATION OF MR. NARESH KUMAR BANSAL, MANAGING DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to Sections 196, 197 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, , applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee, approval of the Company be and is hereby accorded for revision in the remuneration (in terms of Basic salary) of Mr. Naresh Kumar Bansal [DIN: 00119213], Managing Director, from Rs.2,00,000/- p.m to Rs.3,00,000/- p.m. with such increments as the Board may decide from time to time, however subject to a ceiling of Rs.4,00,000/- p.m. , and on such terms and conditions as set out in the explanatory statement which shall be deemed to form part hereof.



RESOLVED FURTHER that subject to Schedule V of the Act, the aforesaid remuneration shall be paid within the applicable limits prescribed and period thereof, whenever and wherever applicable, as minimum remuneration comprising salary and perquisites to Mr. Naresh Kumar Bansal in the event of loss or in-adequacy in any Financial Year during the tenure of his appointment

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

ITEM NO. 8 – TO INCREASE IN TERMS OF REMUNERATION OF MR. RICHI BANSAL, DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to Sections 196, 197 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee, approval of the Company be and is hereby accorded for revision in the remuneration (in terms of Basic salary) of Mr. Richi Bansal [DIN: 00119206], Executive Director of the Company, from Rs.1,50,000/- p.m to Rs.2,50,000/- p.m. with such increments as the Board may decide from time to time, however subject to a ceiling of Rs.3,50,000/- p.m. , and on such terms and conditions as set out in the explanatory statement which shall be deemed to form part hereof.

RESOLVED FURTHER that subject to Schedule V of the Act, the aforesaid remuneration shall be paid within the applicable limits prescribed and period thereof, whenever and wherever applicable, as minimum remuneration comprising salary and perquisites to Mr. Richi Bansal in the event of loss or in-adequacy in any Financial Year during the tenure of his appointment

RESOLVED FURTHER that the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**By order of the Board of Directors
For Rama Steel Tubes Limited**

**New Delhi
February 1, 2017**

Sd/-
**NARESH KUMAR BANSAL
Managing Director**

Notes:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 1 to 8 of the Notice, is annexed hereto.
2. **A member entitled to attend and vote at the Extra-Ordinary General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.** The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

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. 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 and such person shall not act as a proxy for any other person or shareholder.

3. Members are requested to bring their attendance slip to the Meeting.
4. Information and other instructions relating to e-voting are as under :
 - i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (‘remote e-voting’).



- ii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iii. The Board of Directors of the Company has appointed Mr. Vipin Aggarwal, a Practicing Chartered Accountant, Partner, VAPS & Company, New Delhi as Scrutinizer to scrutinize the voting at EGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- iv. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. February 24, 2017.
- v. The e-voting period commences on Tuesday, 28th February, 2017 (9.00 a.m. IST) and ends on Thursday, 2nd March, 2017 (5.00 p.m. IST). During this period, Members may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on February 24, 2017 i.e. the cut-off date.
- vi. The instructions and other information for e-voting are as under:
 - (a) Open email and open PDF file with your Client ID or Folio No. as password. The PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (c) Click on "Shareholder – Login".
 - (d) Put user ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - (e) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (f) Home page of "e-voting" opens. Click on e-Voting: Active Voting Cycles.
 - (g) Select "EVEN" of Rama Steel Tubes Limited.
 - (h) Now you are ready for e-voting as "Cast Vote" page opens.
 - (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (j) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (k) Once you have voted on the resolution, you will not be allowed to change /modify your vote.
 - (l) Institutional shareholders (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vipin_1960@hotmail.com with a copy marked to evoting@nsdl.co.in

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

Please note that:

- Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
- Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended that you do not share your password with any other person and take utmost care to keep it confidential.

**EXPLANATORY STATEMENT
(Pursuant to section 102 of the Companies Act, 2013)**

As required under Section 102 of the Companies Act, 2013 (Act), the following explanatory statements set out all material facts relating to the businesses mentioned under Item nos. 1 to 8 of the accompanying Notice:

Item no. 1 and 2

Presently, the Authorized Share Capital of your Company is Rs.10,00,00,000 (Rupees Ten Crore only) divided into 1,50,00,000 (One Crores Fifty Lakhs only) equity shares of Rs.5 (Rupees Five only) each and 25,00,000 (Twenty five Lakhs only) 5% Non-Cumulative Redeemable Preference Shares of Rs.10 (Rupees Ten only) each.

In order to enable the Company to raise additional long-term finance, the Board seeks approval of shareholders of the Company for issue of Equity Shares and Warrants. The existing Authorized Share Capital may not be sufficient for the aforesaid purpose. It is therefore, considered necessary to increase the Authorized Share Capital of the Company to the extent mentioned in item No.1 of the Notice, with the consequential alterations in the Capital Clauses of the Memorandum of Association.

The provisions of the Companies Act, 2013 require the Company to seek approval of the members for increase in Authorized Share Capital and for the alteration of Capital Clause of the Memorandum of Association, accordingly the Board recommends the resolution set forth in Item no. 1 and 2 for the approval of the members as an Ordinary Resolution and Special Resolution respectively.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

Item no 3.

The Board in its meeting held on 25th January, 2017 decided that it would be in the best interest of the Company to adopt new set of Articles of Association to be in line with the new Act. It is therefore proposed to adopt a new set of Articles of Association in line with Table F of the Companies Act, 2013. The proposed Article of Association would be available for inspection at the registered office of Company on all working days between 11:00 hrs. to 13:00 hrs. up to the date of ensuing Extra Ordinary General Meeting. The said Articles of Association are also available on the website of the Company www.ramasteel.com. Any shareholder requiring hard copy of the new Articles of Association may write to the Company at its registered office address.

The Board recommends the adoption of the new set of Articles of Association.

None of the Directors Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution except to the extent of their respective interest as shareholders of the Company.

Item No 4.

Mrs. Anju Gupta was appointed as an Additional Independent Director by the Board on 25th January, 2017 who holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received a declaration from Mrs. Anju Gupta that she is meeting with the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulations, 2015. Further, The Company has also received a notice in writing under Section 160 of the Act from her proposing her candidature for the office of Director in the Company.

The Board considered the appointment of Mrs. Anju Gupta as a Director of the Company and it would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as an Independent Director of the Company, who will not be liable to retire by rotation, for a period of five (5) consecutive years effecting from January 25, 2017 to January 24, 2022.

In compliance with the requirement of Secretarial Standard-2 (SS-2) on "General Meetings" issued by the Institute of Company Secretaries of India and as per Regulation 36 (3) of the SEBI (LODR) Regulations the details of Mrs. Anju Gupta are as follows:

Mrs. Anju Gupta is a first generation entrepreneur. She is an Intermediate by qualification. Her dynamic approach in business gives guidance in achieving targets in a dynamic and complex business environment. She joined M/s RAMA



STEEL TUBES on 25/01/2017 as Independent Director in the Board of Directors of the Company.

Name	Mrs. Anju Gupta
Age	47 years (13-03-1972)
Date of first appointment on the Board	January 25, 2017
Qualifications	Intermediate
Experience	Over 20 years in Steel Sector
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	<ul style="list-style-type: none">• Aforesaid appointment shall be as per the Companies Act 2015 and Listing Regulations for the term of five consecutive years up to January 24, 2022;• The Company will reimburse the official travel expenses, hotel expenses, and all other reasonable out of pocket expenses borne by the Independent Director for participating in Board and other Committee meetings and other Business meetings;• Independent Director so appointed shall not be entitled for the stock option.
Shareholding in the Company	NIL
Last drawn remuneration, if applicable	Not Applicable
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable
The number of Meetings of the Board attended during the Year	0
Other Directorships, Membership/ Chairmanship of Committees of other Boards	NIL

Except, Mrs. Anju Gupta, being an appointee, none of the Director and Key Managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item no. 4.

The Board of Directors therefore, recommends the resolution for appointment of Mrs. Anju Gupta as an Independent Director of the Company for approval of the members by passing the Ordinary resolution.

Item No 5 & 6

The Special Resolutions contained in the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot 15,00,000 Fully Convertible Warrants(FCWs) and upto 11,00,000 Equity Shares of Rs.5/- each to the persons belonging to Promoter Category and Non- Promoter Category respectively, in terms of Chapter VII of SEBI(ICDR) Regulations, 2009 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on January 25, 2017.

The details of the issue and other particulars as required in terms of Regulation 73 of the SEBI (ICDR) Regulations, 2009 and other applicable statutes in relation to the proposed Special Resolution are given hereunder:

A. The Objects of the issue through preferential offer:

The Company requires infusion of funds to augment the long-term funding needs of the Company viz., to support the expansion of business and for general corporate purposes, accordingly in order to finance the said fund requirement, the Company proposes to issue and allot Equity Shares and FCWs on Preferential basis.

B. The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

Below- mentioned persons belonging to Promoter category intend to subscribe the FCWs:

S.No.	Name of the Proposed Allottee(s)	No. of Warrants to be Subscribed
1	Naresh Kumar Bansal	9,00,000
2	Kumud Bansal	1,50,000
3	Richi Bansal	1,50,000
4	Krati Bansal	1,50,000
5	Nikhil Naresh Bansal	75,000
6	Kanika Bansal	75,000

C. The shareholding pattern of the issuer Company before and after the preferential issue;

The shareholding pattern before and after the proposed preferential issue to promoters and non- promoters is as follows:

Category	Pre issue Shareholding Structure		No. of Equity Shares to be allotted	Post Issue Shareholding (Presuming allotment of equity shares)#		No. of Warrants Allotted	Post Issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)#	
	No of Shares	% of shares		No of Shares	%		No of Shares	%
Promoter & Promoter Group								
(1) Indian								
(a) Individuals /HUF	9543000	63.9	-	9543000	59.52	15,00,000	11043000	62.98
(b) Central Govt. /State Govt.	-	-	-	-	-	-	-	-
(c) Bodies Corporate	-	-	-	-	-	-	-	-
(d) Financial Institutions /Banks	-	-	-	-	-	-	-	-
Sub Total (A)(1)	9543000	63.9	-	9543000	59.52	15,00,000	11043000	62.98
(2) Foreign								
(a) Individuals (NRIs/ Foreign Individuals)	-	-	-	-	-	-	-	-
(b) Bodies Corporate	-	-	-	-	-	-	-	-
(c) Institutions	-	-	-	-	-	-	-	-
Sub Total (A)(2)	-	-	-	-	-	-	-	-
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	9543000	63.9	-	9543000	59.52	15,00,000	11043000	62.98



Category	Pre issue Shareholding Structure		No. of Equity Shares to be allotted	Post Issue Shareholding (Presuming allotment of equity shares)#		No. of Warrants Allotted	Post Issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)#	
	No of Shares	% of shares		No of Shares	%		No of Shares	%
Public								
B1) Institutions								
Mutual Funds/	-	-	-	-	-	-	-	-
Foreign Portfolio Investors	-	-	-	-	-	-	-	-
Financial Institutions/ Banks	18275	0.12	-	18275	0.11	0	18275	0.10
Foreign Venture Capital Investors	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-
Sub Total B1	18275	0.12		18275	0.11		18275	0.10
B2) Central Government/ State Government(s)/ President of India	-	-	-	-	-	-	0	0.00
B3) Non-Institutions								
Individual share capital upto Rs. 2 Lacs	2537310	16.99	60,000	2597310	16.20		2597310	14.81
Individual share capital in excess of Rs. 2 Lacs	833157	5.58	10,40,000	1873157	11.68		1873157	10.68
NBFCs registered with RBI	675	-	-	675	0.00		675	0.00
Any Other (specify)	-	-	-	2001583	12.48		2001583	11.42
NRI	119663	0.8	-	119663	0.75		119663	0.68
NRI – Non- Repat	1695	0.01	-	1695	0.01		1695	0.01
Clearing Members	426845	2.86	-	426845	2.66		426845	2.43
Bodies Corporate	1453380	9.73	-	1453380	9.06		1453380	8.29
Sub Total B3	5372725	35.98	-	6472725	40.37		6472725	36.92
Total Public Shareholding B=B1+B2+B3	5391000	36.10	-	6491000	40.48		6491000	37.02
TOTAL (A+B)	14934000	100	11,00,000	16034000	100.00	15,00,000	17534000	100.00

#Post shareholding structure may change depending upon any other corporate action in between.

D. Proposed time within which allotment will be completed:

In terms of Regulation 74(1) of the SEBI ICDR Regulations, preferential allotment to proposed allottee pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

E. Identity of the proposed allottees of the issue and the percentage of post preferential issue capital that may be held by them:

1) Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them:

Name of the Proposed Allottee	Category	Present Pre Issue Shareholding		Proposed No. of Equity Shares Allotted	Post Issue Shareholding (Presuming allotment of equity shares)#		Proposed No. Of Warrants Allotted	Post Issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)#	
		No. of shares held	% of shares		No. of shares held	% of shares		No. of shares held	% of shares
Naresh Kumar Bansal	Promoter	5928000	39.69	-	5,928,000	36.97	900000	6,828,000	38.94
Kumud Bansal	Promoter	540000	3.62	-	540,000	3.37	150000	690,000	3.94
Richi Bansal	Promoter	1293000	8.66	-	1,293,000	8.06	150000	1,443,000	8.23
Krati Bansal	Promoter	300000	2.01	-	300,000	1.87	150000	450,000	2.57
Nikhil Nar-esh Bansal	Promoter	1266000	8.48	-	1,266,000	7.90	75,000	1,341,000	7.65
Kanika Bansal	Promoter	36,000	0.24	-	36,000	0.22	75,000	111,000	0.63
Madhukar Sheth	Non- Promoter	50,000	0.33	300,000	350,000	2.18	-	350,000	2.00
Bhupendra Mathuradas Shah (Huf)	Non- Promoter	-	-	70,000	70,000	0.44	-	70,000	0.40
Anil K Shah (Huf)	Non- Promoter	-	-	30,000	30,000	0.19	-	30,000	0.17
Arun Enterprises	Non- Promoter	-	-	670,000	670,000	4.18	-	670,000	3.82
Dhir Exports	Non- Promoter	-	-	30,000	30,000	0.19	-	30,000	0.17
TOTAL		-	-	1,100,000			1,500,000		

#Post shareholding structure may change depending upon any other corporate action in between.



2. The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees is as follows:

Name of proposed allottee	Names of the Ultimate Beneficial Owners
M/s ARUN ENTERPRISES	1. Mr. Charanjit Lal Dhir 2. Mr. Arun Dhir 3. Mr. Tarun Dhir
M/s. DHIR EXPORTS	1. Mrs. Prem Dhir 2. Mrs. Sangeeta Dhir 3. Mr. Tarun Dhir

F. Consequential Changes in the Voting Rights and Change in Management:

As a result of the proposed preferential issue of Equity Shares and Warrants, and upon conversion of the Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

G. Lock In Requirement:

- i. The Equity Shares to be allotted on a preferential basis to the persons belonging to Non- Promoter Group shall be subject to lock-in' for a period of One year from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the SEBI (ICDR) Regulations.
- ii. The Equity Shares to be allotted on a preferential basis to entities belonging to the Promoter Group, pursuant to exercise of options against each Warrants, shall be subject to 'lock-in' for a period of three years from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the SEBI ICDR Regulations.
- iii. The entire pre-preferential allotment shareholding, if any, of the proposed allottees, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

H. Issue Price and Relevant Date:

The Relevant Date on the basis of which issue price of the said Equity Shares and Warrants has been computed is February 01, 2017 i.e., 30 days prior to the date of General Meeting (March 03, 2017).

The Equity Shares of the Company are listed on both National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). Since, the trading volume at NSE is higher, accordingly, the issue price for the minimum issue price of Equity shares and Warrants has been calculated on the basis of trading at NSE and is computed as Rs. 120.20/- considering the relevant date February 01, 2017 in compliance with Regulation 76 of the SEBI (ICDR) Regulations, 2009.

And accordingly, it is proposed to issue Equity Shares and Warrants at Rs. 122/- per Equity Share.

I. Re-computation of Issue Price:

The Board of Directors of the Company undertakes that:

Since the Company's Equity Shares are frequently traded, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI ICDR Regulations.

J. Auditor's Certificate:

The certificate from M/s VAPS & Company, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter VII of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) up to the date of declaration of results and shall also be placed before the shareholders at the Extra Ordinary General Meeting.

K. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI.

In this regard, the company would like to confirm that the Company/ any of its promoters or directors are not in the willful defaulter's list as issued by RBI.

L. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Mr. Naresh Kumar Bansal, Ms. Kumud Bansal, Mr. Richi Bansal, Mr. Nikhil Naresh Bansal, Ms. Kanika Bansal, Ms. Krati Bansal, being the Promoters of the Company and proposed allottees to the preferential allotment are interested in the resolutions.

The Board of Directors recommends the resolution as set out in item no.5 and 6 of this notice for the issue of the Warrants and the Equity Shares to the persons belonging to the promoter category and non- promoter category by way of Special Resolution.

None of the Directors or key managerial personnel or their relatives is in any way concerned or interested in the above referred resolutions except to the extent of their shareholding.

Item No 7 and 8

The members of the Company at the 41st Annual General Meeting (AGM) of the Company, have approved the re-appointment of Mr. Naresh Kumar Bansal as Managing Director of the Company for the period of 5 (five) years and the terms of remuneration payable to him and further approved the remuneration payable to Mr. Richi Bansal, Executive Director of the Company.

The monthly basic salary, as approved in 41st AGM, of Mr. Naresh Kumar Bansal and Mr. Richi Bansal is Rs.2,00,000/- and Rs.1,50,000/- respectively.

Taking into consideration their present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 25th January, 2017 decided to revise the basic salary of the following directors:

- Mr. Naresh Kumar Bansal from the existing basic salary of Rs.2,00,000/- p.m. to Rs.3,00,000/- p.m. subject to a maximum limit of Rs.4,00,000/-p.m and;
- Mr. Richi Bansal from the existing basic salary of Rs.1,50,000/- p.m. to Rs.2,50,000/- p.m. subject to a maximum limit of Rs.3,50,000/- p.m.

All other terms and conditions relating to his appointment and remuneration as approved earlier by the members remain unchanged. Further, the proposed remuneration is falling under the limit as prescribed in Section 196 and 197 of the Companies Act, 2013.

Except Mr. Naresh Kumar Bansal and Mr. Richi Bansal, to whom resolution relates, none of the Directors, KMP(s) and their relative(s) are interested or concerned in the Special resolution.

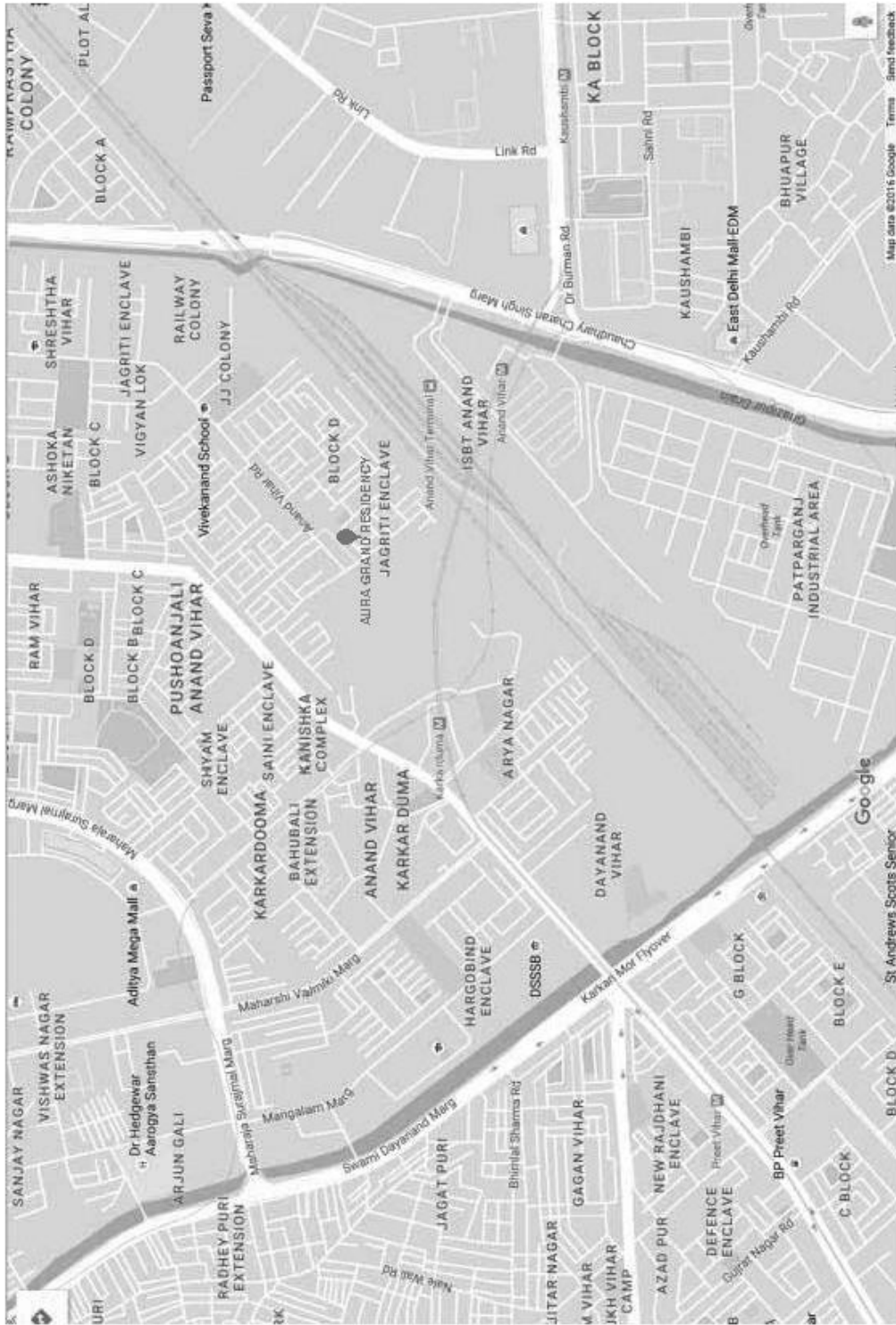
The Board recommends the resolutions set forth in Item no. 7 and Item No. 8 for the approval of the members.


**By order of the Board of Directors
For Rama Steel Tubes Limited**

**New Delhi
February 1, 2017**

Sd/-
**NARESH KUMAR BANSAL
Managing Director**

ROUTE MAP OF THE VENUE FOR EXTRA-ORDINARY GENERAL MEETING



 **Aura Grand Residency**
 439, Jagriti Enclave, Near Karkardooma
 Metro Station, Delhi-110092



RAMA STEEL TUBES LIMITED

Registered Office: No. 7, 1st Floor, Surya Niketan, Vikas Marg, New Delhi-110092

ATTENDANCE SLIP Extra-Ordinary General Meeting

Member's Name :

Proxy's Name:

Address:

Regd. Folio/DP & Client ID No.:

No. of Shares Held:

I certify that I am a Registered Shareholder/Proxy for the Registered Shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Company at Aura Grand Residency, 439, Jagriti Enclave, Near Karkardooma Metro Station, Delhi-110092 on Friday, March 3, 2017 at 11:00a.m.

Signature of Member/Proxy/Authorized Representative

Note :

1. Please fill this attendance slip and hand over at the entrance of the meeting hall.
2. Members/Proxy Holders/Authorized Representative are requested to show their Photo ID Proof for attending the meeting.

RAMA STEEL TUBES LIMITED

Registered Office: No. 7, 1st Floor, Surya Niketan, Vikas Marg, New Delhi-110092

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):		E-Mail Id:	
Registered address:		Folio No/Client Id & DP ID :	

I/We, being member(s) holding..... shares of the above named company, hereby appoint

1. Name : Address.....
..... Email ID : Signature :or failing him
2. Name : Address.....
..... Email ID : Signature :or failing him
3. Name : Address.....
..... Email ID : Signature :or failing him

proxy to attend and vote (on poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company to be held on Friday, March 3, 2017 at 11:00 a.m..and at any adjournment thereof in respect of such resolutions as are indicated below :

S.No.	Resolutions	Optional	
	Special Business	For	Against
1.	Increase In Authorized Share Capital		
2.	Alteration Of The Capital Clause Of The Memorandum Of Association		
3	Adoption Of New Set Of Articles Of Association		
4	To Appoint Mrs. Anju Gupta (Din: 06958607)As An Independent Director In Terms Of Section 149 Of The Companies Act, 2013		
5	Issuance Of 15,00,000 Fully Convertible Warrants On Preferential Basis To The Persons Belonging To Promoter Category		
6	Issuance Of 11,00,000 Equity Shares On Preferential Basis To The Persons Belonging To Non-Promoter Category		
7	To Increase In Terms Of Remuneration Of Mr. Naresh Kumar Bansal, Managing Director Of The Company		
8	To Increase In Terms Of Remuneration Of Mr. Richi Bansal, Director Of The Company		

Signed thisday of2017

Signature of the Proxy holder(s)

Signature of the shareholder

Affix
revenue
stamp of
Re. 1

Note : 1. 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.

CIN: L27201DL1974PLC007114



RAMA STEEL TUBES LIMITED

Registered Office: No.7, 1st Floor, Surya Niketan,
Vikas Marg, New Delhi-110092
Phone: 011-43656667, 43656668 Fax: 011-43656699
Email: investors@ramasteel.com Website: www.ramasteel.com

CORRIGENDUM OF EGM NOTICE TO THE MEMBERS

Dear Members,

This is in continuation to the Notice dated February 01, 2017 convening Extra-Ordinary General Meeting of the members of Rama Steel Tubes Limited to be held on Friday, 3rd March, 2017 at 11.00 a.m. at Aura Grand Residency, 439, Jagriti Enclave, Near Karkardooma Metro Station, Delhi-110092 for seeking approval for matters contained in the said notice.

In this regard, point no. 'E' forming part of Explanatory Statement for agenda item no. 5 & 6 in respect of the below- mentioned allottee shall stand revised and is as follows:

Name of the Proposed Allottee	Category	Present Pre Issue Shareholding		Proposed No. of Equity Shares Allotted	Post Issue Shareholding (Pre assuming allotment of equity shares)		Proposed No. Of Warrants Allotted	Post Issue Shareholding (Pre assuming allotment of equity shares and full conversion of Warrants)	
		No. of shares held	% of shares		No. of shares held	% of shares		No. of shares held	% of shares
ARUN ENTERPRISES	Non-Promoter	284,821	1.91	670,000	954,821	5.95	-	954,821	5.45

All other particulars and details remain unchanged. The corrigendum shall be read with the Notice dated February 01, 2017 together with explanatory statement.

This corrigendum is also available on the company's website viz. www.ramasteel.com, and on Stock Exchanges' website viz. www.bseindia.com and www.nseindia.com

For Rama Steel Tubes Limited

Sd/-
NARESH KUMAR BANSAL
Managing Director

New Delhi
February 16, 2017

CIN: L27201DL1974PLC007114



RAMA STEEL TUBES LIMITED

**Registered Office: No.7, 1st Floor, Surya Niketan,
Vikas Marg, New Delhi-110092
Phone: 011-43656667, 43656668 Fax: 011-43656699
Email: investors@ramasteel.com Website: www.ramasteel.com**

ADDENDUM TO EGM NOTICE

With reference to the EGM Notice dated February 01, 2017, in the Explanatory Statement to item no. 6, please note the following:

- i. For the HUF allottees i.e., Bhupendra Mathuradas Shah (HUF) and Anil K Shah (HUF), their respective Kartas, Mr. Bhupendra Mathuradas Shah and Mr. Anil K Shah are the ultimate beneficial owners;
- ii. The proposed allottees, M/s Arun Enterprises and M/s Dhir Exports are partnership firms, and Mr Tarun Dhir, being one of the Partners of the firms shall hold the shares in their behalf. Accordingly, their proposed allotment has been included in the “Individual share capital in excess Rs. 2 Lakhs” under the Public Category as set out in Point no. C of the Explanatory statement for the aforesaid resolution.

All other particulars and details remain unchanged. This addendum is also available on the company’s website viz. www.ramasteel.com, and on Stock Exchanges’ website viz. www.bseindia.com and www.nseindia.com

For Rama Steel Tubes Limited
Sd/-
NARESH KUMAR BANSAL
Managing Director

Place: New Delhi
Date : March 01, 2017