

NOTICE

Notice is hereby given that the 42nd Annual General Meeting of the members of Rama Steel Tubes Limited will be held on Friday, the 30th day of September, 2016 at 11.30 a.m. at Aura Grand Residency, 439, Jagriti Enclave, Near Karkardooma Metro Station, Delhi- 110092, to transact the following business:-

ORDINARY BUSINESS

Item no. 1 – Adoption of financial statements

To consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2016, the reports of the Board of Directors and Auditors thereon.

Item no. 2 – Appointment of Director in place of those retire by rotation

To appoint a Director in place of Mr. Richi Bansal, who retires by rotation and being eligible, offers himself for re-appointment.

Item no. 3 – Appointment of Statutory Auditors

To ratify appointment of Auditors and fix their remuneration and in this regard, 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 of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee, and pursuant to resolution passed by the members at the AGM held on September 29, 2015, the appointment of M/s. VAPS & COMPANY, Chartered Accountants (Registration No. 003612N), as the Auditors of the Company, to hold office till the conclusion of next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017”.

SPECIAL BUSINESS

Item no. 4 – Appointment of Mr. Surender Kumar Sharma as Director

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

“Resolved that, Mr. Surender Kumar Sharma (DIN- 03594435) who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 4, 2016 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company.”

Item no. 5 – Approval of remuneration of the Cost Auditors for the financial year ending March 31, 2017

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

“Resolved that, pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

Notes:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. A member entitled to attend and vote at the Annual 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. The Register of Members and Transfer Books of the Company will be closed from Wednesday, September 28, 2016 to Friday, September 30, 2016.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

6. 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 the SEBI (LODR) 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 Poll 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. September 23, 2016.
 - v. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 23, 2016 only shall be entitled to avail the facility of remote e-voting / Poll.
 - vi. The e-voting period commences on Tuesday, 27th September, 2016 (9.00 a.m. IST) and ends on Thursday, 29th September, 2016 (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 September 23, 2016 i.e. the cut-off date.
 - vii. The instructions and other information for e-voting are as under:
 - A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participants)
 - 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. You will not receive this PDF file if you are already registered with NSDL for e-voting then you can use your existing password for casting the vote. If you have forgot your password, you can reset your password by using "Forget User Details / Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
 - b) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - c) Click on "Shareholder – Login".
 - d) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - 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
 - B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participants or requesting physical copy):
 - a) Initial Password is provided at the bottom of the Attendance Slip for the AGM
USER ID:
PASSWORD:
 - b) Please follow all steps from pt. (a) to pt. (l) above, to cast vote.

- viii. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Members and remote e-voting user manual for members available at the downloads selection of www.evoting.nsdl.com or call on toll free no.: 1800-222-990
- ix. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- x. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2016, may obtain the login ID and password by sending a request referring the Company name (i.e., Rama Steel Tubes Limited) along with the DP and Client ID Particulars to evoting@nsdl.co.in
- xi. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall be placed on the website of the Company.

By order of the Board of Directors

Date: August 10, 2016
Place : New Delhi

Sd/-
NARESH KUMAR BANSAL
Chairman & Managing Director

Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item nos. 4 & 5 of the accompanying Notice:

Item no. 4

The Board appointed Mr. Surender Kumar Sharma, as Additional Director with effect from May 4, 2016. The Board has also appointed him as Executive Director effective the same date, subject to the approval of the Members.

As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160 of the Act proposing his candidature for the office of Director of the Company, along with the requisite deposit.

No director, key managerial personnel or their relatives, except Surender Kumar Sharma, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

Item no. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2017 as per the following details:

Sr. No.	Name of the Cost Auditor	Financial Year	Audit Fees
1	M/s S. Shekhar & Company	2016-17	₹ 40,000/-

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

By order of the Board of Directors

Date: August 10, 2016
Place : New Delhi

Sd/-
NARESH KUMAR BANSAL
Chairman & Managing Director

Details of Directors seeking appointment/ re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (LODR) Regulation 2015)

Mr. Richi Bansal, aged 37 years, is the Director of the company and is highly motivated and ambitious person. He did B. Sc (Hons.) in Management from Bradford University, U.K. and did his internship from a reputed company called BIE (Marketing & Advertising). He is thoroughly professional in approach and is overseeing the marketing department of the Company and is instrumental in taking the products of the Company to overseas markets. He is exploring new avenues to augment the turnover of the company. The Company expects its turnover to expand manifold under his able guidance and leadership.

Directorships held in other public company: NIL

Memberships/Chairmanship of committees of other public company: NIL

Number of Shares held in the Company: 1293000 Equity Shares of Rs.5/- each

Mr. Surender Kumar Sharma, aged around 60 Years, is a Commerce Graduate from Meerut University. He joined Rama Group in the Year 1986 and over the last three decades, has contributed significantly across different managerial functions in the Company. His hard work and ability to persevere, on many occasions, had added tremendous value and benefited the organization.

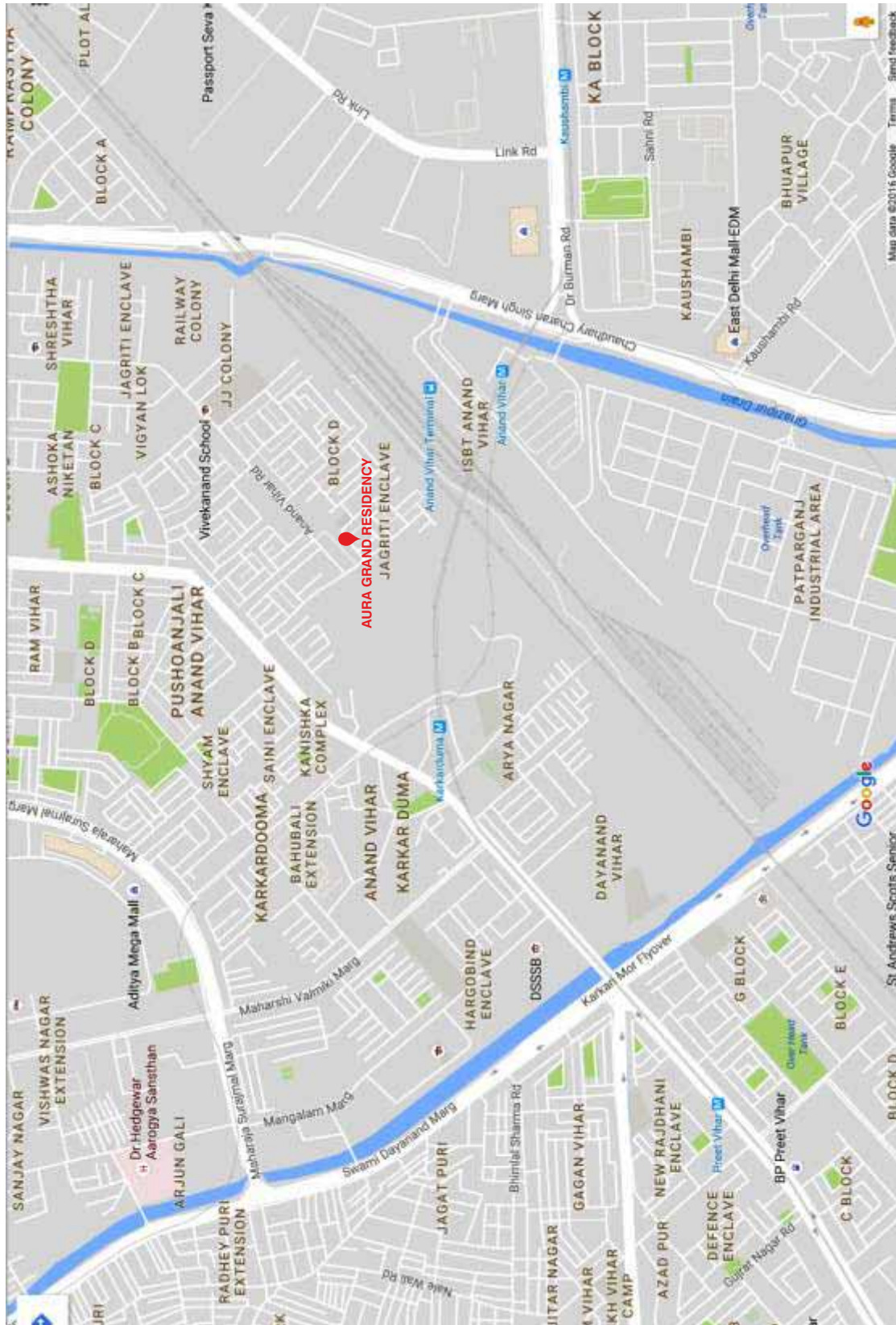
Recognizing his dedication, hard work and invaluable contribution to the Company's growth, Mr. Sharma has been promoted to the position of Director in April 2016.

Directorships held in other public company: NIL

Memberships/Chairmanship of committees of other public company: NIL

Number of Shares held in the Company: NIL

ROUTE MAP OF THE VENUE FOR ANNUAL GENERAL MEETING



42nd Annual General Meeting Venue:

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