

NOTICE

Notice is hereby given that the 45th Annual General Meeting of the members of Rama Steel Tubes Limited will be held on Monday, the 30th day of September, 2019 at 11:30 a.m. at JP Hotel & Resorts, 6B, Patparganj, I.P. Extension, NH-24, Behind CNG Petrol Pump, 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 2019, 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 Sh. Richi Bansal (DIN: 00119206), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

Item no. 3 – Approval of remuneration of the Cost Auditors for the financial year ending March 31, 2020

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, 2020, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.”

Item no. 4 – Ratification of continuation of Sh. Bharat Bhushan Sahny (DIN: 00014334) as Non-Executive Independent 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 Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded for continuation of the directorship of Sh. Bharat Bhushan Sahny (DIN: 00014334) aged 76 years, upto November 17, 2019”.

Item no. 5 – Re-appointment of Sh. Bharat Bhushan Sahny (DIN:00014334) as Non-Executive Independent 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 the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee, consent be and is hereby accorded for the re-appointment Sh. Bharat Bhushan Sahny (DIN:00014334), aged 76 years, as the Independent Non-Executive Director of the Company, for the second term of 5(five) consecutive years from November 18, 2019 to November 17, 2024.”

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 Saturday, September 28, 2019 to Monday, September 30, 2019.
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 M/s. Arun Kumar Gupta & Associates, Company Secretaries, 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, 2019.
 - 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, 2019 only shall be entitled to avail the facility of remote e-voting / Poll.
 - vi. The e-voting period commences on Friday, 27th September, 2019 (9.00 a.m. IST) and ends on Sunday, 29th September, 2019 (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, 2019 i.e. the cut-off date.
 - vii. The instructions and other information for e-voting are as under:

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details will be as per details given below :

- a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 112045 then user ID is 101456001***).
- 1.** Your password details are given below:
- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is



your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

2. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

"**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

3. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
4. Now, you will have to click on "Login" button.
5. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of

shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail (**csarungupta@gmail.com**) to with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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, 2019, 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

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 13, 2019
Place : Ghaziabad, UP

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 no. 3 to 5 of the accompanying Notice:



Item no. 3

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s. Subodh Kumar & Co., Cost Accountants, New Delhi (Firm Registration No. 104250 as Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2020 at a remuneration of ₹35,000/- excluding applicable taxes.

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. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

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 recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Item no. 4 & 5

Sh. Bharat Bhushan Sahny is a Non-Executive Independent Director of the Company. He holds the office of Independent Director for a period of five consecutive years for a term of upto November 17, 2019 ("first term"), as approved by the Members of the Company in their 41st Annual General Meeting held on 29th September 2015.

Pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Applicable w.e.f. April 1, 2019), the Company is required to take approval of the Members by means of a Special Resolution for continuation of Directorship of Sh. Bharat Bhushan Sahny, who is aged 76 years by giving justification thereof. The resolution is accordingly recommended for ratification of approval of the Members by means of a Special Resolution.

Sh. Bharat Bhushan Sahny had graduated in commerce from Sri Ram College of Commerce, Delhi. In 1962, he joined the stock broking business. He also held the position of Director on the Board of Delhi Stock Exchange for 27 years. He also held

the position of Vice President and President in "DSE" and was instrumental in getting online Trading started in "Delhi Stock Exchange". During his tenure as "President" of Delhi Stock Exchange, the daily turnover touched record time high at ₹1000 crores. He also held the position of Chairman of "Investors Awareness Committee" for many years and was instrumental in promoting investment culture in North India by conducting investor awareness seminars at multiple places.

Keeping in view vast experience of Sh. Bharat Bhushan Sahny it will be in the interest of the Company to continue his directorship. Accordingly, Board recommends his continuation as a Director of the Company in the category of Non-Executive Independent Director upto November 17, 2019.

Further, the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 signifies intention to propose Sh. Bharat Bhushan Sahny as a candidate for the office of Independent Director of the Company. Sh. Bharat Bhushan Sahny has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Nomination and Remuneration Committee, consent be and is hereby accorded for the re-appointment Sh. Bharat Bhushan Sahny (DIN:00014334), as the Independent Non-Executive Director of the Company, for the second term of 5(five) consecutive years from November 18, 2019 to November 17, 2024 through Special Resolution Pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 as age of Sh. Sahny exceeds 75 years .

Except Sh. Bharat Bhushan Sahny, Director and his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 & 5 of the Notice.

By order of the Board of Directors

Date: August 13, 2019
Place : Ghaziabad, UP

Sd/-
NARESH KUMAR BANSAL
Chairman & Managing Director

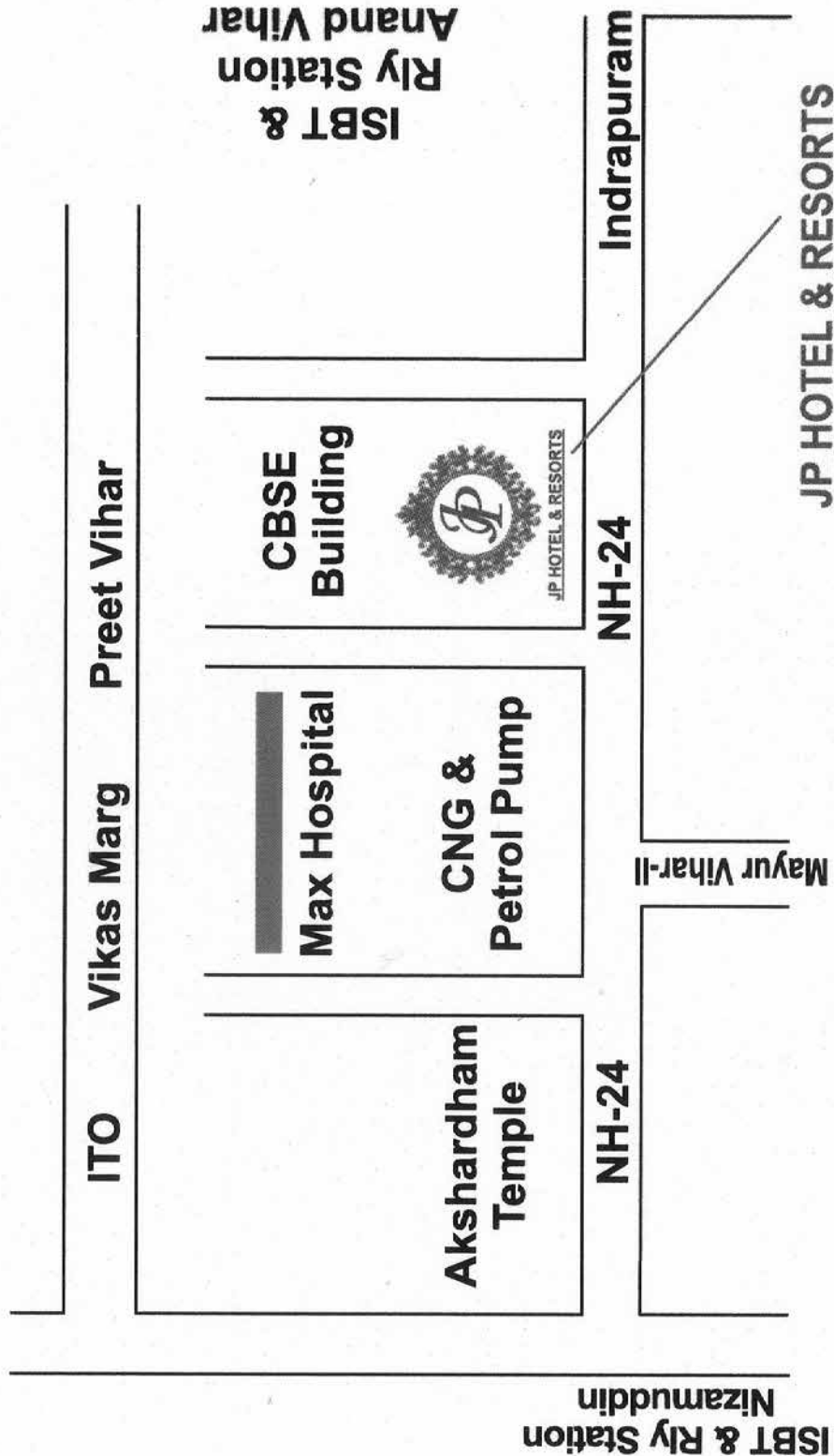


DETAILS PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION 2015 AND 1.2.5 OF SECRETARIAL STANDARD (SS-2) ON GENERAL MEETING AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

Name of Director	Sh. Richi Bansal	Sh. Bharat Bhushan Sahny
Age	39	76
DIN	00119206	00014334
Date of first appointment on the Board	01.05.2007	18.11.2014
Qualification	BSc(H) in Management from Bradford University, U.K.	Graduate from Sri Ram College of Commerce, University of Delhi
Experience in Specific Functional Area	Experience of more than 12 years in Steel Tube Industry	Sh. Sahny held the position of Director on the Board of Delhi Stock Exchange for 27 years. He also held the position of Vice President and President in "DSE" and was instrumental in getting online trading started in "Delhi Stock Exchange".
Directorship held in other Companies	LEPAKSHI TUBES PRIVATE LIMITED ATI PROPERTIES PRIVATE LIMITED TR OIL & GAS PRIVATE LIMITED	APOLLO TRICOAT TUBES LIMITED SAHNY SECURITIES PRIVATE LIMITED
Chairman/Member of Committees of Board of other Companies of which he is a Director	NIL	APOLLO TRICOAT TUBES LIMITED <ul style="list-style-type: none"> • Audit Committee – Member • Nomination & Remuneration Committee – Chairman • Corporate Social Responsibility Committee-Member
No. of Shares held	1443000	NIL
Terms and conditions of re-appointment	Director Liable to retire by rotation	Appointment for period of 5 years
Last Drawn Remuneration incl. Sitting Fees for Board & Committee(s) Meeting (2018-19)	Salary - ₹34 Lakhs	Sitting fees - ₹0.30 Lakhs
Relationship with other directors and Key Managerial Personnel	Son of Sh. Naresh Kumar Bansal	N.A.
Number of Board Meetings attended during the year	6 (Six)	4 (Four)



AGM Venue:
JP HOTEL & RESORTS
6B, Patparganj, I.P. Extension, NH-24, Behind CNG Petrol Pump, Delhi-110092





RAMA STEEL TUBES LIMITED

CIN: L27201DL1974PLC007114

Regd. Office: A-15, 3rd Floor, Swasthya Vihar, New Delhi-110092.

ATTENDANCE SLIP

45th Annual General Meeting

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 45th Annual General Meeting of the Company at JP Hotel & Resorts, 6B, Patparganj, I.P. Extension, NH-24, Behind CNG Petrol Pump, Delhi-110092 on Monday, September 30, 2019 at 11:30 a.m.

Member's Name :

Proxy's Name :

Member's/Proxy's Signature

- 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.

.....Please tear here.....

RAMA STEEL TUBES LIMITED

Regd. Office: A-15, 3rd Floor, Swasthya Vihar, New Delhi-110092

CIN: L27201DL1974PLC007114

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): Registered address:	E-Mail Id: Folio No/Client Id& DP ID :
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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:.....as my/our proxy to attend

to attend and vote (on poll) for me/us and on my/our behalf at the 45th Annual General Meeting of the Company to be held on Monday, September 30, 2019 at 11:30 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	Optional	
		For	Against
Ordinary Business			
1.	Adoption of financial statements		
2.	Appointment of Director in place of those retire by rotation		
Special Business			
3	Approval of remuneration of the Cost Auditors for the financial year ending March 31, 2020		
4	Ratification of continuation of Sh. Bharat Bhushan Sahny (DIN:00014334) as Non-Executive Independent Director of the Company		
5	Re-appointment of Sh. Bharat Bhushan Sahny (DIN:00014334) as Non-Executive Independent Director of the Company		

Signed thisday of2019

Affix revenue stamp of Re. 1

Signature of the Proxy holder(s)

Signature of the shareholder(s)

- 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.