



Date: 30th August, 2019

To,
Corporate Service Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Sub: Notice of 33rd Annual General Meeting scheduled on 28th September, 2019

Ref: Scrip Code: 530253

Dear Sir/Ma'am

This is to inform you that 33rd Annual General Meeting of the company is scheduled to be held on Saturday 28th September, 2019 at 10.00 A.M. at the registered office of the company i.e. 28-37, Banke Bihari Industrial Area, Jatawali Mod, Maharkala Road, Village Dehra, Tehsil Chomu, Distt. Jaipur-303806. The copy of Notice of 33rd Annual General Meeting is enclosed herewith.

The schedule of event is set out as below:

Event	Date & Time
Cut off date for E-voting/ attending & voting at AGM	21 st September, 2019
Commencement of E-voting	25 th September, 2019 at 10.00 A.M
End of E-voting	27 th September, 2019 at 05.00 P.M
AGM	28 th September, 2019

The said Notice is also available at company's website: www.rajtube.com

Kindly take the same on your records and oblige.

Thanking You.
Yours Faithfully,

For Rajasthan Tube Manufacturing Company Limited

Anshu Gupta
Anshu Gupta



Company Secretary & Compliance Officer

CIN No. : L27107RJ1985PLC003370

Regd. & Works Office : 28-37, Banke Bihari Industrial Area, Jatawali Mod, Maharkala Road, Dehra, Teh. Chomu, Distt. JAIPUR – 303806 (Raj.)
Visit us at : www.rajtube.com • e-mail : rajtube@hotmail.com, Ph. : +919828311222, +8875009017

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

**RAJASTHAN TUBE MANUFACTURING
COMPANY LIMITED
NOTICE**

Notice is hereby given that Thirty third Annual General Meeting of the members of **RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED** will be held at its registered office i.e. 28-37, Banke Bihari Industrial Area, Jatawali Mod, Maharkala Road, Village Dehra, Teh. Chomu, Distt. Jaipur-303806 on Saturday, 28th September 2019 at 10.00 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors along with requisite annexures and Auditors thereon.
2. To appoint a Director in place of Mrs. Rajshree Patni (DIN 06934858), who retires by rotation and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:

3. **To re-appoint Mr. Mahendra Kumar Jain as an Independent Director and in this regard, pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Mahendra Kumar Jain (DIN: 03427641), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, for re-appointment and who has submitted a declaration that he meets a criteria for independence under section 149(6) of the Act and Regulation 16(1) of the Listing Regulations, and whose re-appointment has been approved by the board of Directors based on the recommendation of Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from September 28th 2019, upto the conclusion of the 38th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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4. **To re-appoint Mr. Deepesh Jain as an Independent Director and in this regard, pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Deepesh Jain (DIN:01992289), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, for re-appointment and who has submitted a declaration that he meets a criteria for independence under section 149(6) of the Act and Regulation 16(1) of the Listing Regulations, and whose re-appointment has been approved by the board of Directors based on the recommendation of Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from September 28th 2019, upto the conclusion of the 38th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **To appoint Mr. Shashank Jain as an Independent Director and in this regard, pass the following resolution as Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shashank Jain (DIN:01992272) be and is hereby appointed as the Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and whose appointment has been recommended by Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company with effect from September 28th 2019, upto the conclusion of the 38th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **To re- appoint Mr. Harish Chand Jain as Managing Director and in this regard, pass the following resolution as Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable

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provisions 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 V to the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Harish Chand Jain (DIN:01504391) as a Managing Director, for a further period of five years from 1st October, 2019 not liable to be retire by rotation on the remuneration and on such terms and conditions as set out in the explanatory statement annexed to the notice convening this Annual General Meeting and as contained in the draft agreement, a copy whereof initialed by the chairman for the purpose identification is placed before the meeting and with liberty and authority to board of directors to alter and vary such terms and conditions of the said appointment from time to time within the scope of Schedule V to the Companies Act, 2013 or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Harish Chand Jain."

"RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or agreement, to the extent the Board of Directors may consider appropriate, or as may be permitted or authorized in accordance with the provisions of the Act for the time being in force and within such limits, if any, as may be set out in the Act including the said Schedule V of the Act, in such manner as may be decided by the Board of Directors and the terms of the aforesaid agreement shall be suitably modified to give effect to such alteration and/or variation."

7. **To Ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2020 and in this regard 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(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, to the extent applicable, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.18,000/- (Eighteen thousand only) plus GST as applicable, to be paid to M/s. G.K. Gupta & Company, (Firm Registration No. 100205), Cost Accountants, Cost Auditors of the Company, for the financial year 2019-20, as approved by the Board of Directors of the Company, be and is hereby ratified."

August 13, 2019

By Order of the Board of Directors

Registered Office :

28-37, Banke Bihari Industrial Area,
Jatawali Mod, Maharkala Road, Dehra,
Teh. : Chomu, JAIPUR-303806
CIN : L27107RJ1985PLC003370

Sd/-
(Anshu Gupta)
Company Secretary & Compliance Officer

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Notes:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the company.** A person can act as a proxy on behalf of members not exceeding fifty and holding in 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 as per Section 105 of Companies Act, 2013.
2. The instrument appointing the proxy duly completed and stamp must deposit at the Registered Office of the company i.e.28-37, Banke Bihari Industrial Area, Jatawali Mod, Maharkala Road,Dehra, Teh.:Chomu, Jaipur-303806, not less than 48 hours before the commencement of the meeting.
3. Members, authorized representatives and Proxies attending the Meeting are requested to bring their attendance slip duly filled along with their copy of Annual Report to the Meeting. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto. Additional information, pursuant to Listing Regulations and Secretarial Standard on General Meetings in respect of Director seeking re-appointment/appointment at the Annual General Meeting is furnished as **Annexure** to the Notice.
5. Corporate Members are requested to send a duly certified true copy of the Board Resolution together with the respective specimen signature of the representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
6. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. The ordinary Resolution for ratification of Statutory Auditors is not proposed as pursuant to the Companies (Amendment) Act,2017, the same is omitted w.e.f. 7th May,2018.
8. The Register of Directors and KMP and their shareholding and register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 will be available for inspection by the members at AGM.
9. Members desiring any information/clarification/copy of any document at the meeting about the information contained in the Annual Report are requested to inform the Company at least a week before the AGM so as to enable the management to keep the information ready. Members are requested to visit the website of the company viz. www.rajtube.com for viewing the quarterly and annual financial results and for more information of the company.
10. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the registered office of the company on all working days during the business hours prior to the date of Annual General Meeting.
11. The record date for the purpose of determining the eligibility of members to attend the 33rd Annual General Meeting and to vote through remote e-voting facility provided by the company/

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vote at the venue of the Annual General Meeting will be 21.09.2019. Any person who is not a member as on the cut-off date shall treat this notice for information purposes only.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
13. **AS PER SEBI CIRCULAR NO. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 DATED APRIL 20, 2018, ANY MEMBERS STILL HOLDING THEIR SHARES IN PHYSICAL FORM** are requested to submit the particulars of their PAN number and bank account i.e. bank account number, name of the bank, address of the branch, IFSC , MICR code of the branch and type of account, to the company's registrar, Beetal Financial & Computer Services(p) Ltd., in respect of which separate communications have already been sent to such shareholders by the company in line with SEBI requirements.
14. **AS PER SEBI PRESS RELEASE PR No.: 12/2019 DATED MARCH 27, 2019**, it is informed that with effect from April 01, 2019, transfer of shares shall not be processed unless the shares are held in dematerialized form with a depository. However, the members are not prohibited from holding shares in physical form.
15. Members holding shares in physical form are requested to convert their holding to dematerialized form to eliminate any kind of risks associated with the physical shares and for ease in portfolio management, since physical share transfers are prohibited by SEBI from April 01, 2019.
16. Electronic copy of Annual report 2019 and Notice of the 33rd Annual General Meeting of the Company inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
17. Pursuant to section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 23, 2019 to Saturday, September 28, 2019, (both days inclusive) for the purpose of the Annual General meeting of the Company.
18. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to the Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company/Company's Registrar and Transfer Agents, i.e. Beetal Financial and Computer Services Pvt. Ltd.
19. The facility for voting through Ballot/Polling Paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote- voting shall be able to exercise their right at the meeting.
20. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

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21. In compliance with the provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Listing Regulations, the company is pleased to offer remote e-voting for the members to enable them to cast their votes electronically on all resolutions set forth in this notice.
22. The instructions for shareholders for remote e-voting are as under:
- (i) The voting period begins on 25th September, 2019 at 10:00 a.m. and ends on 27th September 2019 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first-time user follow the steps given below:

Particulars	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

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Dividend Bank Details

Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for M/s Rajasthan Tube Manufacturing Company Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

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- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

General instructions

- a. The e-voting period commences on Sept 25, 2019 (10.00 a.m.) and ends on Sept 27, 2019 (5:00 p.m.). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September, 21, 2019, may cast their vote electronically. The e-voting module shall also be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September, 21, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- c. Shri Giriraj Prasad, Practicing Chartered Accountant (Membership Number 073380), Jaipur has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. The Scrutinizer shall, on the date of the Annual General Meeting after unblocking the votes cast at the meeting, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- e. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on September, 21, 2019.
- f. The result declared along with the Scrutinizer's Report shall be placed on the Company's websites www.rajtube.com and on the website of CDSL within three days of the passing of the resolutions at the 33rd Annual General Meeting of the company on September 28, 2019, and communicated to the BSE Ltd.

All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 (1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 33rd Annual General Meeting of the Company.

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 and 4

As per the provisions of Sections 149, 152 & Schedule IV of the Companies Act, 2013 read with the relevant Rules thereunder as amended, the Company had appointed Mr. Mahendra Kumar Jain (DIN:03427641) and Mr. Deepesh Jain (DIN:01992289) as Independent Directors as per the requirements of the Companies Act, 2013 on September 27, 2014 for a term of five consecutive years.

The Board, based on the performance evaluation and as per the recommendations of the Nomination and remuneration Committee of the Board of Directors, has approved the re-appointment of Mr. Mahendra Kumar Jain and Mr. Deepesh Jain as an Independent Directors on the Board of the Company in its meeting held on 13.08.2019. The Board considers that, given their background and experience and contribution made by them during their tenure, the continued association of Mr. Mahendra Kumar Jain and Mr. Deepesh Jain would be beneficial to the Company and it is desirable to continue to avail their services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Mahendra Kumar Jain and Mr. Deepesh Jain as an Independent Directors of the Company, not liable to retire by rotation, for a further term of 5 (five) consecutive years upto the conclusion of the 38th Annual General Meeting of the Company.

Further, Mr. Mahendra Kumar Jain and Mr. Deepesh Jain have also provided a declaration to the effect that they are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as a Director. The company has also received declaration from Mr. Mahendra Kumar Jain and Mr. Deepesh Jain that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of Board, Mr. Mahendra Kumar Jain and Mr. Deepesh Jain fulfil the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and that the proposed director is independent of the management. A statement containing their profile is given as per **Annexure A** to the Notice.

Copy of draft letter of appointment of Mr. Mahendra Kumar Jain and Mr. Deepesh Jain setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, whether financially or otherwise, in the Resolution except Mr. Mahendra Kumar Jain and Mr. Deepesh Jain being the appointee.

The Board recommends the passing of the Special Resolution as set out in the Item no. 3 and 4 of the Notice for approval by the members.

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Item No 5

As per the provisions of Sections 149, 152 & Schedule IV of the Companies Act, 2013 read with the relevant Rules thereunder as amended, the Nomination and Remuneration committee has recommended the appointment of Mr. Shashank Jain, as Independent Director as per the requirements of the Companies Act, 2013 from September 28, 2019 for a term of five consecutive years.

The appointment of Mr. Shashank Jain, shall be effective upon approval by the members in the Meeting.

The Company has received from Mr. Shashank Jain (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-Section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-Section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Shashank Jain as an Independent Director of the Company not liable to retire by rotation, for a term of 5 (five) consecutive years for upto the conclusion of the 38th Annual General Meeting of the Company, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

In the opinion of the Board of Directors, Mr. Shashank Jain, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A statement containing his profile is given as per **Annexure A** to the notice.

Copy of draft letter of appointment of Mr. Shashank Jain setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

No director, key managerial personnel or their relatives, except Mr. Shashank Jain, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the ordinary resolution set forth in Item no.5 for the approval of the members.

Item No.6

The existing tenure of Mr. Harish Chand Jain continues up to 30.09.2019. His re-appointment effective from 01.10.2019 requires approval of the members. It is under the stewardship of Mr. Harish Chand Jain that the Company has achieved all round growth and made for itself a reputation in the core areas of its business.

It is proposed to re-appoint him for the further period of 5 years with effect from 01.10.2019 and member's approvals sought to the re-appointment. During this proposed tenure Mr. Harish Chand Jain will complete the age of 70 years, therefore the consent of members is required by way of Special Resolution for continuance of Managing Director beyond the age of seventy years.

The terms of his re-appointment and remuneration including minimum remuneration are set out as under

Remuneration :

Salary : Rs. 60,000/- per month

Administration and Control

The Managing Director shall be in charge of the management and general administration of the affairs of the company subject to the superintendence, control and directions of the Board and/or committees

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of the Board and the Memorandum and Articles of Association of the Company subject to such restrictions as may be prescribed by the Board of Directors from time to time.

Minimum Remuneration

In the event of loss or inadequacy of profit in any financial year, the company shall pay to you, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and Schedule V to the Companies Act, 2013.

Termination

In the event of termination by you or the Company, by one party giving to the other 3 months calendar notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

A statement containing his profile is given as per **Annexure A** to the notice.

Mr. Harish Chand Jain is interested in the resolution set out respectively at Item No. 6 of the Notice, which pertain to his re-appointment and remuneration payable to him.

The relatives of Mr. Harish Chand Jain may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any in the company.

Accordingly, the Board recommends the passing of the Special resolution as set out in the item no. 6 of the Notice

Item No. 7

The Board of Directors of the Company in its meeting held on 13TH August, 2019, approved the appointment and remuneration of M/s G K Gupta & Co., Cost Accountants upon the recommendation of Audit Committee to conduct the cost audit of the cost records of the company for the financial year 2019-20, subject to the applicability of cost audit in terms of rules framed by the Ministry of Corporate Affairs. Pursuant to the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) rules, 2014 the remuneration payable to the cost auditors has to be ratified by the members of the company.

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

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

August 13, 2019

By Order of the Board of Directors

Registered Office :

28-37, Banke Bihari Industrial Area,
Jatawali Mod, Maharkala Road, Dehra,
Teh.: Chomu, JAIPUR-303806
CIN : L27107RJ1985PLC003370

Sd/-
(Anshu Gupta)
Company Secretary & Compliance Officer

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

ANNEXURE 'A'

Details of the Director seeking appointment and re-appointment in the ensuing Annual General Meeting:

1. PROFILE OF MRS. RAJSHREE PATNI:

Brief resume of Director : Mrs. Rajshree Patni aged 32 Years, was appointed on 27th September, 2014 as Executive Director and liable to retire by rotation on the Board of Directors of the Company.

Mrs. Rajshree Patni is graduate and she holds experience of around 5 years in administration of the company.

Nature of Expertise in Specific Functional Area : General Administration

Disclosure of Relationship between Directors inter-se : Daughter in law of Mr. Harish Chand Jain, Managing Director of the Company

Listed Companies (other than Rajasthan Tube) in which Mrs. Rajshree Patni holds directorship and Committee membership&Directorship : Nil

Committee Membership(includes only Audit Committee & Stakeholder Relationship Committee) in other listed entity : Nil

Shareholding in the Company : 243219

2. PROFILE OF MR. MAHENDRA KUMAR JAIN:

Brief resume of Director : Mr. Mahendra Kumar Jain aged 67 Years, was appointed on 27th September, 2014 as Non-Executive Director Independent Director on the Board of Directors of the Company.

Mr. Mahendra Kumar Jain is graduate and he holds experience of around 8 years in administration of the company.

Nature of Expertise in Specific Functional Area : General Administration and control

Disclosure of Relationship between Directors inter-se : NA

Listed Companies (other than Rajasthan Tube) in which Mr. Mahendra Kumar Jain holds directorship and Committee membership & Directorship : Nil

Committee Membership(includes only Audit Committee & Stakeholder Relationship Committee) in other listed entity : Nil

Shareholding in the Company : Nil

3. PROFILE OF MR. DEEPESH JAIN:

Brief resume of Director : Mr. Deepesh Jain aged about 38 Years, was appointed on 27th September, 2014 as Non-Executive Director Independent Director on the Board of Directors of the Company.

Mr. Deepesh Jain is Commerce graduate and he is a Strategic Management Expert, holds 16 years of experience in the Strategic management of the company.

Nature of Expertise in Specific Functional Area : Strategic Management Expert

Disclosure of Relationship between Directors inter-se : NA

Listed Companies (other than Rajasthan Tube) in which Mr. Deepesh Jain holds directorship and Committee membership & Directorship : Nil

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

Regd. Office : 28-37, Banke Bihari Industrial Area, Jatawali Mod,
Maharkala Road, Dehra, Chomu, JAIPUR-303806
CIN : L27107RJ1985PLC003370

PLEASE COMPLETE THIS ATTENDANCE SLIP AS PER THE DETAILS ON THE ENVELOPE AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

I hereby record my presence at the 33rd ANNUAL GENERAL MEETING on Saturday 28th September, 2019 at 10.00 A.M. at 28-37, Banke Bihari Industrial Area, Jatawali Mod, Maharkala Road, Dehra, Chomu, JAIPUR-303806

(IN BLOCK LETTERS)

NAME AND ADDRESS OF THE SHARE HOLDER

NAME OF THE PROXY HOLDER

SIGNATURE OF THE SHAREHOLDER/PROXY

Ledger Folio No., No. of Share held

DP Id No. Client Id.No.

Notes :

Only Member/Proxy can attend the meeting.

Member/Proxy who wish to attend the meeting bring this attendance slip to the meeting and hand it over at the entrance of the meeting hall.

Member/Proxy should bring his/her copy of Annual Report for reference at the meeting.

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

FORM OF PROXY

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

Regd. Office : 28-37, Banke Bihari Industrial Area, Jatawali Mod,
Maharkala Road, Dehra, Chomu, JAIPUR-303806
CIN : L27107RJ1985PLC003370

Name of the member(s) :

Registered address :

E-mail Id :

Folio No./ Client ID :

DP ID :

I/We, being the member (s) of _____ equity shares of the above named company, hereby Appoint

1. Name of the member (s) : _____ E-mail ID : _____

Address : _____

_____ Signature: _____

or failing him/her

2. Name of the member (s) : _____ E-mail ID : _____

Address : _____

_____ Signature: _____

or failing him/her

3. Name of the member (s) : _____ E-mail ID : _____

Address : _____

_____ Signature: _____

or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the company, to be held on Saturday the 28th day of September, 2019 at 10.00 a.m. at the registered office of the Company situated at 28-37, Banke Bihari Industrial Area, Jatawali Mod, Maharkala Road, Village Dehra, Tehsil Chomu, Jaipur -303806 and at any adjournment thereof in respect of such resolutions as are indicated below:

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

Resolution No./Subject Matter of the Notice

S.No.	Particulars
ORDINARY BUSINESS	
1	To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors along with requisite annexures and Auditors thereon.
2.	To appoint a Director in place of Mrs. Rajshree Patni (DIN: 06934858), who retires by rotation and being eligible, offers herself for reappointment.
SPECIAL BUSINESS	
3.	Re-appointment of Mr.Mahendra Kumar Jain as an Independent Director
4.	Re-appointment of Mr. Deepesh Jain as an Independent Director
5.	Appointment of Mr.Shashank Jain as an Independent Director
6.	Re-appointment of Mr.Harish Chand Jain as Managing Director
7.	Approve the remuneration of the Cost Auditors for the financial year ending March 31, 2020.

Signed this day of 2019.

Signature of shareholder

Signature of Proxy holder(s)

One Rupee
Revenue
Stamp

Note : This Form in order to be effective should, completed and must be deposited within 48 hours in the Registered Office of the Company.

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED**FORM NO. MGT.12****Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : **RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED**

Registered office : 28-37, Banke Bihari Industrial Area, Jatawali Mod, Maharkala Road, Dehra, Chomu, Jaipur-303806

BALLOT PAPER

S.No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors along with requisite annexures and Auditors thereon			
2.	To appointment of a Director in place of Mrs. Rajshree Patni (DIN: 06934858), who retires by rotation and being eligible, offers herself for reappointment.			
3.	Re-appointment of Mr. Mahendra Kumar Jain as an Independent Director			
4.	Re-appointment of Mr. Deepesh Jain as an Independent Director			
5.	Appointment of Mr. Shashank Jain as an Independent Director			
6.	Re-appointment of Mr. Harish Chand Jain as Managing Director			
7.	Approve the remuneration of the Cost Auditors for the financial year ending March 31, 2020			

Place :

Date :

(Signature of the shareholder)

RAJASTHANTUBE MANUFACTURING COMPANY LIMITED

