

# RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

## RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED NOTICE

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting ("AGM") of Rajasthan Tube Manufacturing Company Limited ("the Company") will be held on Saturday, 25<sup>th</sup> day of September 2021, at 11.00 AM (IST) through Video Conferencing (VC) or Other Audio Visual means (OAVM) to transact the businesses mentioned below. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021, the reports of the Board of Directors along with requisite annexures and Auditors thereon.

2. To appoint a director in place of Mrs. Rajshree Jain (DIN 06934858), who retires by rotation and, being eligible, seeks re-appointment.

3. To re-appoint the Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 139, and other applicable provisions of the Companies Act, 2013 if any, read with the Companies (Audit & Auditors) Rules, 2014, as amended from time to time, M/s Giriraj & Lohiya, Chartered Accountants (Firm Registration No. 006031C) the retiring auditors be and are hereby reappointed as the Statutory Auditors of the Company to hold office for second term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 40<sup>th</sup> Annual General Meeting of the Company at such remuneration and terms and conditions as set out in the explanatory statement to this Notice"

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto."

### **SPECIAL BUSINESS:**

4. To Ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2022 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. M.Goyal & Company, (Firm Registration No. 000051), Cost Auditors of the Company, for the financial year 2021-22, as approved by the Board of Directors of the Company, be and is hereby ratified."

August 13, 2021

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

By Order of the Board of Directors

sd/-  
Anshu Gupta  
Company Secretary  
ICSI Membership No.: A55027

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## NOTES:

- 1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members to the AGM venue is not permitted and AGM be convened through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC only.**
- 2. In accordance with the said circulars of MCA, SEBI and with applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the 35<sup>th</sup> AGM of the Company is being conducted through VC/OAVM. Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC and e-voting during the AGM. The procedure for voting through remote e-voting, e-voting during AGM and participating in AGM through VC is explained at Notes below and is also available on the website of the Company at [www.rajtube.com](http://www.rajtube.com).**
- 3. The deemed venue for the 35<sup>th</sup> AGM shall be the Registered Office of the company i.e., 28-37, Banke Bihari Industrial Area, Jatawali Mod, Maharkala Road, Dehra, Chomu, Jaipur-303806.**
- 4. Pursuant to the relevant MCA circulars, the facility for members to appoint proxy to attend and cast vote is not available for this AGM since physical presence at a common venue is not required. Hence, the proxy form, attendance slip and route map are not annexed to this notice.**
- 5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of item number 3 and 4 the information required pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations'), read with secretarial standards 2 issued by ICSI, regarding the Directors seeking appointment/re-appointment in the Annual General Meeting are annexed hereto and both forms part of the Notice.**
- 6. Pursuant to Section 113 of the Act, Corporate Members intending to attend the AGM through their authorized representatives are requested to send a Certified True Copy of the Board Resolution, authorizing its representative to attend and vote on their behalf at the AGM. The said Resolution/Authorization shall be sent to the Company by e-mail through its registered e-mail address at [rajtube@hotmail.com](mailto:rajtube@hotmail.com). Corporate members may refer to "Note for Non – Individual Shareholders and Custodians" appearing at the end of this notice and follow the instructions mentioned for voting and participation at the AGM.**

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7. In accordance with, the above referred circulars, owing to the difficulties involved in dispatching of physical copies of the Annual Report comprising Financial Statements, Board's Report, Auditor's Reports and other documents required to be attached therewith, the Annual Report for 2020- 21 and the Notice of this AGM are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s) as on 27<sup>th</sup> August,2021. Members may note that the Notice and Annual Report for FY 2020-21 will also be available on website of the Company, i.e. [www.rajtube.com](http://www.rajtube.com), website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). Notice of AGM is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
8. All the documents referred to in this Notice and Statement under Section 102 of the Act, shall be available for inspection by the Members from the date of circulation of this Notice upto the date of the AGM through electronic mode. Members seeking inspection can send an email in advance to [rajtube@hotmail.com](mailto:rajtube@hotmail.com)
9. The Members who have not yet registered their E-mail addresses are requested to register their E-mail addresses for receipt of Notice of 35<sup>th</sup> AGM and Annual Report and login details for joining the 35<sup>th</sup> AGM through VC/ OAVM including e-voting by providing Name, folio number/ DPID & Client ID (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), client master or copy of consolidated Account statement (in case of demat holding) or copy of share certificate (in case of physical holding), self attested scanned copy of Aadhar Card or any other document as proof of address to Company: [rajtube@hotmail.com](mailto:rajtube@hotmail.com) or to RTA: [brtalrta@gmail.com](mailto:brtalrta@gmail.com) Upon such Registration, all communication from the Company/ RTA will be sent to the registered E-mail address.
10. Members are requested to refer any change of address among others.:
  - a. To the Company's Registrar in respect of their physical share folios.
  - b. To their Depository Participants (DPs) in respect of their electronic demat accounts as the Company is obliged to print the bank details on the dividend warrant as furnished by NSDL/CDSL.
11. Process for registration of e-mail ID for obtaining Annual Report in electronic mode and User ID/password for E-voting is annexed to this Notice and also available at the website of the company i.e. [www.rajtube.com](http://www.rajtube.com)
12. In case of joint holders attending the meeting, the members 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.
13. The Members attending the AGM should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote during the AGM through E-voting for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM.
14. The Member whose name appears on the Register of Members/Beneficial Owners maintained by the Company/RTA/Depositories as on cutoff date i.e., 18<sup>th</sup> September,2021 will only be considered for the purpose of Remote e-voting and E-voting.
15. Any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e., 18<sup>th</sup> September,2021 may follow the same instructions as mentioned for e-voting/ remote e-voting.

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16. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
17. As per Regulation 40 of SEBI (LODR) Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. Hence, the Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. The Members who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice.
18. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 19<sup>th</sup> September, 2021 to 25<sup>th</sup> September, 2021 (both days inclusive).
19. Details of Directors seeking appointment/ re-appointment in the AGM pursuant to the Secretarial Standard on General Meetings (SS2) and Regulations 26(4) and 36(3) of the SEBI Listing Regulations are attached with this Notice as "**Annexure-A**".
20. Members desiring any information/ clarification on the financial statements or any other matter to be placed at the AGM are requested to write to the Company at an early date through an E-mail [onrajtube@hotmail.com](mailto:onrajtube@hotmail.com), specifying his/her name along with Demat account details. The same will be replied by the Company suitably.
21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection by the Members during the AGM upon login at CDSL e-voting system at [www.evotingindia.com](http://www.evotingindia.com)
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to intimate immediately their PAN, any change in their address, E-mail id, Mobile No. or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN, E-mail id, Mobile No. or advise any change in their address or bank mandates immediately to the Company/ Registrar and Transfer Agent (RTA) i.e. Beetal Financial and Computer Services Pvt. Ltd.
23. **Cut-off Date for E-voting:**
  - a. The remote e-voting /voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-off Date i.e., 18<sup>th</sup> September 2021 only.
  - b. A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
24. **Voting at the AGM:**

Members who could not vote through remote e-voting may avail the e-voting facility as shall be provided during the AGM.

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## 25. Voting through electronic means / Remote e-voting:

The Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' M/s Central Depository Services Limited, for the eligible members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of the AGM.

- a. The remote e-voting period begins on 22<sup>nd</sup> September 2021 at 10:00 AM (IST) and ends on 24<sup>th</sup> September 2021 at 5:00 PM (IST). During this period members of the Company, as on the Cut-Off Date i.e., 18<sup>th</sup> September 2021, may cast their votes electronically. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- b. The remote e-voting module shall be disabled by Company's Registrar for voting at 5:00 PM (IST) on 24<sup>th</sup> September 2021.

## 26. The instructions for shareholders for remote e-voting are as under:

- (i) The voting period begins on 22<sup>nd</sup> September, 2021 at 10:00 a.m. and ends on 24<sup>th</sup> September 2021 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 18<sup>th</sup> September, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
- (iii) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers</li></ol>

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	<p>i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at  <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>

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**Individual Shareholders (holding securities in demat mode) login through their Depository Participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**(iv) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



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- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [rajtube@hotmail.com](mailto:rajtube@hotmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. **For Demat shareholders -**, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders –** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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### 27. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for E-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL E-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login tab by using the Remote e-voting credentials. The link for VC/OAVM will be available 30 minutes before the scheduled time of AGM in shareholder/members login tab where the EVSN of Company will be displayed.
3. Only those Members, who are present in the AGM through VC/OAVM and have not casted their vote on the Resolutions through Remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system available during the AGM.
4. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
5. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
7. Members are encouraged to join the AGM through Laptops/I Pads for better experience.
8. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the AGM.
9. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
10. The Members who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail Id mentioning their name, demat account number/folio number, email id, mobile number at [rajtube@hotmail.com](mailto:rajtube@hotmail.com) up to September 21,2021 (IST 5.00 p.m.). The Members who do not wish to speak during the AGM but have queries may send their queries from their registered e-mail Id mentioning their name, demat account number/folio number, email id, mobile number at [rajtube@hotmail.com](mailto:rajtube@hotmail.com) up to September 21,2021(IST 5.00 p.m.). These queries will be replied by the Company suitably by email.
11. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

## RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

28. 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., 18<sup>th</sup> September, 2021 and who has not cast vote by remote-voting and being present at the AGM only shall be entitled to vote at the AGM And his vote, if any, cast at the Meeting shall be treated as invalid.
29. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date of 18<sup>th</sup> September, 2021 and a person who is not a member as on a cut off date should treat the Notice for information purpose only.
30. 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.
31. The results declared along with the report of the Scrutinizer shall be placed on the Company's website [www.rajtube.com](http://www.rajtube.com) and on the website of M/s Central Depository services Limited <https://www.evotingindia.com/> immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the concerned Stock Exchange.

**By Order of the Board of Directors**

August 13, 2021  
Registered Office:  
**28-37, Banke Bihari Industrial Area,  
Jatawali Mod, Maharkala Road,  
Dehra, Teh.: Chomu, Jaipur-303806  
CIN: L27107RJ1985PLC003370**

**Anshu Gupta  
Company Secretary  
ICSI Membership No.: A55027**

# RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

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

### Item No. 3

In accordance with the provisions of Section 139(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 ('the Act'), M/s. Giriraj & Lohiya were appointed as the Statutory Auditors of the Company at the 30<sup>th</sup> Annual General Meeting ('AGM') held on 24<sup>th</sup> September, 2016 for a term of 5 years i.e., to hold office upto the conclusion of 35<sup>th</sup> AGM to be held in the financial year 2021-22. M/s. Giriraj & Lohiya would be completing 5 years as the Statutory Auditors of the Company at this AGM. In accordance with Section 139(2) of the Act and the transitional provisions provided under Rule 6 of the Companies (Audit and Auditors) Rules, 2014, M/s. Giriraj & Lohiya are eligible for re-appointment for a term of 5 year.

### **Terms and Conditions of Re-appointment are as under:**

Term of Appointment: 5 years from the conclusion of this AGM till the conclusion of 40<sup>th</sup> AGM to be held in the Financial year 2025-26

**Proposed Fees:** Fixed Remuneration for Statutory Audit Rs. 29500/- plus applicable taxes, travelling and other out-of-pocket expenses incurred by them in connection with the statutory audit of the Company. The proposed fees are based on knowledge, expertise, industry experience, time and efforts required to be put in by M/s. Giriraj & Lohiya during their association with the Company. The proposed fees are also in line with the industry benchmarks. The fees for services in the nature of limited review, statutory certifications and other professional work will be in addition to the audit fee as above and will be decided by the management in consultation with the Auditors.

**Credentials:** Giriraj & Lohiya is an old and well established Chartered Accountancy firm, having been setup in the year 1992. The firm is located in Jaipur with its operations adequately supported by qualified professionals and staff. Apart from statutory audit, the firm also has expertise in other allied areas. The firm carries a good professional track-record.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 3 of this Notice.

The Board of Directors recommends the resolution at Item No. 3 of this Notice for your approval.

### Item No. 4

The Board of Directors of the Company in its meeting held on August 13, 2021, approved the appointment and remuneration of M/s M. Goyal & Co., (FRN:000051) Cost Accountants upon the recommendation of Audit Committee to conduct the cost audit of the cost records of the company for the financial year 2021-22, 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. 4 of the Notice for approval by the members.

# 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 JAIN:

**Brief resume of Director:** Mrs. Rajshree Jain aged 34 Years, was appointed on 27<sup>th</sup> September, 2014 as Executive Director and liable to retire by rotation on the Board of Directors of the Company. Later on, the designation of the director has been changed from Executive Director to Non-Executive Director w.e.f. 1<sup>st</sup> October, 2019. Mrs. Rajshree Jain is graduate and she holds experience of around 7 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 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:** 243219

By Order of the Board of Directors

August 13, 2021

Registered Office:

28-37, Banke Bihari Industrial Area,

Jatawali Mod, Maharkala Road,

Dehra, Teh.: Chomu, Jaipur-303806

CIN: L27107RJ1985PLC003370

Anshu Gupta

Company Secretary

ICSI Membership No.: A55027