



Rajasthan Tube
Manufacturing Company Limited

Jaipur
Date: 26.09.2015

To,

THE DEPUTY MANAGER
THE STOCK EXCHANGE MUMBAI
Phiroze Jee Jeebhoy Towers,
Dalal Street,
MUMBAI- 400 001

Reg: Compliance of Clause 31 (d) of Listing Agreement

Dear Sir,

In pursuance to Clause no. 31(d) of the listing agreement, please find enclosed herewith a copy of the proceedings of the Annual General Meeting of the company held on 26th September, 2015 for your kind perusal and record.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For Rajasthan Tube Manufacturing Co. Ltd.

Komal Behl

Komal Behl
Company Secretary
Mem No.- A35516

Encl: As above

Manufacture Of Steel Tubes & Pipes

Tel./Fax-0141-2372734

CIN No. : L27107RJ1985PLC003370

Regd. Office : 404, Shekhawati Complex, Station Road, Jaipur (Raj.) • Ph. :
Works : Banke Bihari Ind. Area, Near Jatawali Mod, Maharkala, Gram Dehra, Teh. Chomu, Distt. JAIPUR (Raj.)

Visit us at : www.rajtube.com • e-mail : info@rajtube.com, rajtube@hotmail.com



MINUTES OF THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED HELD AT ANOKHA GAON, NEAR ROAD NO. 14, VISHWAKARMA INDUSTRIAL AREA, SIKAR ROAD, JAIPUR ON SATURDAY, 26TH SEPTEMBER, 2015 AT 10.00 A.M.

PRESENT:

- | | |
|-----------------------------|------------------------------|
| 1. SHRI HARISH CHAND JAIN | CHAIRMAN & MANAGING DIRECTOR |
| 2. SMT RAJSHREE PATNI | DIRECTOR |
| 3. SHRI SUNIL KUMAR JAIN | DIRECTOR |
| 4. SHRI DEEPESH JAIN | DIRECTOR |
| 5. SHRI MAHENDRA KUMAR JAIN | DIRECTOR |
1. Mr. Prem Shankar, representative of Beetal Financial & Computer Services (P) Ltd (Registrar & Transfer Agent) was present.
 2. In aggregate 20 members were present in person including corporate members.
 3. Sh. Harish Chand Jain was appointed as the Chairman unanimously.
 4. The following documents and Registers were placed on the table:
 - (i) Notice convening the 29th Annual General Meeting
 - (ii) Directors' Report along with Annexure thereto for the financial year ended 31st March, 2015.
 - (iii) The Audited Accounts and Auditors' Report thereon for financial year ended 31st March, 2015.
 - (iv) The Register of Directors' and Key Managerial Personnel and their shareholdings (remained open for inspection during the meeting).
 - (v) The Register of Contracts or arrangements in which Directors and KMPs are interested (remained open for inspection during the meeting).
 5. At 10.00 A.M., the chairman commenced the meeting by welcoming members to the 29th Annual General Meeting (AGM). The chairman announced the requisite quorum being present, the meeting was called to order.
 6. Thereafter, the Chairman commenced the formal agenda of the AGM and with the consent of the Members present, the Notice convening the meeting, the Directors' Report along with Annexure thereto and the Annual Report for the financial year ended 31st March, 2015 were taken as read.





7. The Chairman then announced that until 48 hours before the time of the commencement of the Annual General Meeting, no proxies were received.
8. The chairman informed the members that the Companies Act, 2013 had come into effect from 1st April, 2014 and has brought about several changes in the procedure for conduct of AGM including changes in voting procedure at the AGM. In line with regulatory changes during the year, voting by show of hands is not permitted at the general meeting where show of hands was offered to the members. Therefore the voting at this AGM would be conducted by poll.
9. The polling papers were then distributed to those shareholders who had not casted their vote through e-voting. Sh. Giriraj Prasad, Practicing Chartered Accountant was appointed as the scrutinizer.
10. The chairman then invites Ms. Komal Behl, Company Secretary to read the various resolutions and Auditor's report.
11. With the consent of members, Auditor's report was taken as read.
12. The resolutions as set out in the notice from Item No. 1 to Item No. 4 were then read and votes were casted by members by putting the poll papers in the ballot box. The ballot box was then unlocked by the Scrutinizer and the following result was declared as per the Scrutinizer's Combined Report of e-voting and poll dated 26.09.2015.
13. The meeting concluded with the vote of thanks to the chair
14. The result for each item is as follows:

ITEM NO. 1 (TO BE PASSED AS ORDINARY RESOLUTION)

Being proposed by Mr. Pradeep Jain seconded by Sh. Saurabh Jain

"RESOLVED THAT the audited Statement of Profit & Loss Account of the Company for the financial year ended March 31, 2015, and the Balance Sheet as at that date, and the reports of the Board of Directors and Auditors thereon, as laid before the members at this Meeting be and are hereby adopted."

The resolution was passed unanimously.

ITEM NO. 2 (TO BE PASSED AS ORDINARY RESOLUTION)

Being proposed by Mrs Kanta Devi jain and seconded by by Mr. Pradeep Jain

"RESOLVED THAT Smt. Rajshree Patni (DIN: 06934858), who is liable to retire by rotation be and is hereby reappointed as a Director of the Company."





ITEM NO. 3 (TO BE PASSED AS ORDINARY RESOLUTION)

Being proposed by Sh. Binod Kumar Tholia and seconded by Mr. Mayur Jain

“RESOLVED THAT M/s Pramod & Associates, Chartered Accountants, Jaipur (ICAI Registration No. 001557C) the retiring auditors of the company be and are hereby re-appointed as the Auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on the remuneration to be decided by the Board of Directors.

The resolution was passed unanimously.

ITEM NO. 4 (TO BE PASSED AS ORDINARY RESOLUTION)

Being proposed by Sh. Sumit Tholia and seconded by Mr. Ashok Kumar Jain

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), M/s. G.K. Gupta & Company, (Firm Registration No. 100205), Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost accounting records of the Company for the financial year ending March 31, 2016, be paid the remuneration amounting to 18000/- (Rupees Eighteen Thousand Only) excluding out of pocket expenses if any;

RESOLVED FURTHER THAT Directors of the Company and/or the Company Secretary, be and are hereby severally authorized to take all steps and do all such acts, matters, deeds and things and give such directions as may be required, necessary, expedient or desirable for giving effect to the aforesaid resolution, and also further to comply with the requirements, if any, under the Companies Act, 2013.”

The resolution was passed unanimously.

Place: Jaipur

Dated: 26th day of September, 2015

(CHAIRMAN)





Rajasthan Tube
Manufacturing Company Limited

JAIPUR

Date: 26.09.2015

To,

THE DEPUTY MANAGER
THE STOCK EXCHANGE MUMBAI
Phiroze Jee Jeebhoy Towers,
Dalal Street,
MUMBAI- 400 001

Dear Sir,

Sub-Clause 35 A of listing agreement – Details of voting results at the 29th Annual General meeting of the Company

Pursuant to clause 35A of the Listing agreement, we are submitting herewith the details regarding the voting results of the business transacted at the Annual General Meeting (AGM) of the equity shareholders of the company held on Saturday, September 26, 2015 at 10.00 AM at Anokha Gaon, Near Road no 14, Vishwakarma Industrial Area, Sikar Road, Jaipur in the prescribed format showing the results of voting.

Further, we are also enclosing the consolidated report of the scrutinizer on e- voting and voting at the AGM.

The above are also uploaded on the company's website.

We request you to note the above and acknowledge the receipt of this letter.

Thanking you

Yours faithfully

FOR RAJASTHAN TUBE MANUFACTURING CO. LTD.

Komal Behl

Komal Behl
Company Secretary
Mem No. - A35516



Manufacture Of Steel Tubes & Pipes Tel./Fax-0141-2372734

CIN No. : L27107RJ1985PLC003370

Regd. Office : 404, Shekhawati Complex, Station Road, Jaipur (Raj.) • Ph. : [REDACTED]



Details of Voting result

S.NO.	PARTICULARS	DETAILS
1.	Date of AGM/EGM	Annual General Meeting- 26.09.2015
2.	Total no of shareholders as on the record date	2410
3.	Number of shareholders present in the meeting either in person or through proxy: Promoters/promoter group: Public:	7 13
4.	No. of shareholders attended the meeting through video conferencing: Promoters/promoter group: Public:	NIL

Agenda Wise

Item No.	Agenda	Resolution required(Ordinary/Special)	Mode of voting(Show of hand/Poll/Postal ballot/E-Voting)	Remarks
1.	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.	Ordinary Resolution	E-voting/ Poll at the meeting	Passed Unanimously
2.	To appoint a Director in place of Mrs. Rajshree Patni (DIN 06934858), who retires by rotation and, being eligible, seeks re-appointment	Ordinary Resolution	E-voting/ Poll at the meeting	Passed Unanimously
3.	To appoint Auditors of the company and to fix their remuneration and in this regard, to consider and if thought fit.	Ordinary Resolution	E-voting/ Poll at the meeting	Passed Unanimously
4.	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard to consider and if thought fit.	Ordinary Resolution	E-voting/ Poll at the meeting	Passed Unanimously



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Works : Banke Bihari Ind. Area. Near Jatawali Mod. Maharkala. Gram Dehra, Teh. Chomu, Distt. JAIPUR (Raj.)



Item no. 1: To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.

Promoter/Publie	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled** (7)=[(5)/(2)]*100
Promoter & Promoter group (Indian)	1550431	1550431	100	1550431	0	100	0
Promoter & Promoter group(Foreign)	0	0	0	0	0	0	0
Public Shareholding (Institutions)	0	0	0	0	0	0	0
Public Shareholding (Non - Institutions)	296233	296233	100	296233	0	100	0
Shares held by custodian for ADRs/GDRs	0	0	0	0	0	0	0
Grand Total	1846664	1846664	100	1846664	0	100	0

Item no. 2: To appoint a Director in place of Mrs. Rajshree Patni (DIN 06934858), who retires by rotation and, being eligible, seeks re-appointment.

Promoter/Publie	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled** (7)=[(5)/(2)]*100
Promoter & Promoter group (Indian)	1550431	1550431	100	1550431	0	100	0
Promoter & Promoter group(Foreign)	0	0	0	0	0	0	0
Public Shareholding (Institutions)	0	0	0	0	0	0	0
Public Shareholding (Non - Institutions)	296233	296233	100	296233	0	100	0
Shares held by custodian for ADRs/GDRs	0	0	0	0	0	0	0
Grand Total	1846664	1846664	100	1846664	0	100	0





Item no. 3: To appoint Auditors of the company and to fix their remuneration and in this regard, to consider and if thought fit.

Promoter/Pu bl ic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group (Indian)	1550431	1550431	100	1550431	0	100	0
Promoter & Promoter group(Foreign)	0	0	0	0	0	0	0
Public Shareholding (Institutions)	0	0	0	0	0	0	0
Public Shareholding (Non - Institutions)	296233	296233	100	296233	0	100	0
Shares held by custodian for ADRs/GDRs	0	0	0	0	0	0	0
Grand Total	1846664	1846664	100	1846664	0	100	0

Item no. 4: To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard to consider and if thought fit.

Promoter/Pu bl ic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter group (Indian)	1550431	1550431	100	1550431	0	100	0
Promoter & Promoter group(Foreign)	0	0	0	0	0	0	0
Public Shareholding (Institutions)	0	0	0	0	0	0	0
Public Shareholding (Non - Institutions)	296233	296233	100	296233	0	100	0
Shares held by custodian for ADRs/GDRs	0	0	0	0	0	0	0
Grand Total	1846664	1846664	100	1846664	0	100	0





GIRIRAJ & LOHIYA

Chartered Accountants

Scrutinizer's Report Combined

To

The Chairman of 29th Annual General Meeting of the members of Rajasthan Tube Manufacturing Company Limited held on the 26th day of September, 2015 at Anokha Gaon, Near Road No. 14, Vishwakarma Industrial Area, Sikar Road, Jaipur.

Dear Sir,

1. I Giriraj Prasad, a Chartered Accountant in practice, have been appointed as a scrutinizer by
 - (i) The Board of Directors of Rajasthan Tube Manufacturing Company Limited (the company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and
 - (ii) The Chairman of the Annual General meeting (AGM) on poll under the provisions of Section 109 of the Act 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 (Rules), on the resolutions contained in the notice to the 29th Annual General Meeting (AGM) of the members of the company, held on the 26th day of September, 2015 at Anokha Gaon, Near Road No. 14, Vishwakarma Industrial Area, Sikar Road, Jaipur.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 29th Annual General Meeting (AGM) of the members of the company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the company to provide e-voting facilities for e-voting and also at the time of poll at AGM.





GIRIRAJ & LOHIYA

Chartered Accountants

3. I have issued separate Scrutinizer's Report on the e-voting on 26th September, 2015 and on the poll on 26th September, 2015 on the resolutions contained in the notice to the AGM, As requested by management I submit herewith my combined report on the results of e-voting together with that of Poll as under:-

Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	% of total no. of valid votes cast (Favour & against)	Nos.	% of total no. of valid votes cast (Favour & against)	
Item No. 1 of the Notice (As an Ordinary Resolution)	1846664	100%	NIL	NIL	NIL
Item No. 2 of the notice (As an Ordinary Resolution)	1846664	100%	NIL	NIL	NIL
Item No. 3 of the notice (As an Ordinary Resolution)	1846664	100%	NIL	NIL	NIL
Item No. 4 of the notice (As an Ordinary Resolution)	1846664	100%	NIL	NIL	NIL

Thanking You,
Yours faithfully,

Giriraj Prasad
Practicing Chartered Accountant
Membership No. 73380
Place: Jaipur
Date: 26.09.2015

