



Rajasthan Tube
Manufacturing Company Limited

Jaipur
Date: 23.09.2017

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

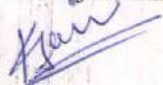
Dear Sir,

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 23rd September, 2017 for your kind perusal and record.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For Rajasthan Tube Manufacturing Co. Ltd.


Komal Jain
Company Secretary
Mem No.- A40470



Encl: As above

Manufacture Of Steel Tubes & Pipes

CIN No. : L27107RJ1985PLC003370 Tel./Fax-0141-2372734
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.rjtube.com



**MINUTES OF THE 31ST 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, 23rd SEPTEMBER, 2017 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 21 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 31st Annual General Meeting
 - (ii) Directors' Report along with Annexure thereto for the financial year ended 31st March, 2017.
 - (iii) The Audited Accounts and Auditors' Report thereon for financial year ended 31st March, 2017.
 - (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 31st 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, 2017 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 Jain, 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. 5 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 23.09.2017.
 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, 2017, 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 Deepika Manakchand Jain and seconded by by Mr. Saurabh 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 Mrs. Saroj Jain

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s Giriraj and Lohiya, Chartered Accountants, (Firm Registration No. 006031C), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2018.

The resolution was passed unanimously.

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

Being proposed by Mr. Ashish Jain and seconded by Mr. Ashok Kumar Jain





“RESOLVED THAT pursuant to the provisions of Section 146 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, 2018, 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.

ITEM NO. 5 (TO BE PASSED AS SPECIAL RESOLUTION)

Being proposed by Smt. Rajshree Patni and seconded by Mr. Ashok Kumar Jain

“RESOLVED THAT pursuant to the provisions of the section 12 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) & rules framed there under the registered office of the company be & is hereby shifted from 404, Shekhawati Complex Station Road, Jaipur, to 28-37, Banke Bihari Industrial area Jatawali mod, Maharkala road, Dehra teh: Chomu, dist: Jaipur Rajasthan-303806, which falls within the state of Rajasthan but outside the local limits of the city, town or village.”

“RESOLVED FURTHER THAT Mr. Harish Chand Jain (DIN: 01504391), Managing Director of the company, failing him any of the Directors on Board and Company Secretary be and are hereby severally authorized to make an application with registrar of companies, Rajasthan and to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required including filing of requisite forms, files, reports, returns and documents with such appropriate authorities, with the authority to delegate all or any of its powers herein conferred to any officer(s) of the Company and/ or any other person(s), to give effect to this resolution.”

The resolution was passed unanimously.

Place: Jaipur

Dated: 23rd day of September, 2017



(CHAIRMAN)



Rajasthan Tube
Manufacturing Company Limited

Date: 23.09.2017

To,

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

Dear Sir,

Sub-31st Annual General Meeting ('AGM') and voting results

With reference to the captioned subject, it is to state that 31st Annual General Meeting of the company was held on 23.09.2017 and the business mentioned in the notice dated August 05, 2017 were transacted .


In this regard, please find enclosed the following-

1. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – I.
2. Report of Scrutinizer dated September 23, 2017, Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20(3) (xii) and Rule 21 (k) of the Companies (Management and Administration) Rules, 2014.

Thanking you

Yours faithfully

FOR RAJASTHAN TUBE MANUFACTURING CO. LTD.


Komal Jain
Company Secretary
Mem No. – A40470



Manufacture Of Steel Tubes & Pipes

CIN No. : L27107RJ1985PLC003370

Tel./Fax-0141-2372734

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



Details of Voting result

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED- 31 st AGM VOTING RESULTS		
S.NO.	PARTICULARS	DETAILS
1.	Date of AGM/EGM	Annual General Meeting- 23.09.2017
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:	6 15
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, 2017, 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 ratify the appointment 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, 2017 and in this regard to consider and if thought fit.	Ordinary Resolution	E-voting/ Poll at the meeting	Passed Unanimously
5.	To approve the change of place of registered office of the company within the same state but in different city.	Special 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.)

**Rajasthan Tube****Manufacturing Company Limited**

Item no. 1: To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.

Category	Mode of voting	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)	E-voting	2105704	1923154	91.33	1923154	0	100	0
	Poll		0	0				
Public Shareholding (Non - Institutions)	E-voting	2402096	230391	9.59	230391	0	100	0
	Poll		39066	1.62	39066	0		
Grand Total		4507800	2192611	48.64	2192611	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.

Category	Mode of voting	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)	E-voting	2105704	1923154	91.33	1923154	0	100	0
	Poll		0	0				
Public Shareholding (Non - Institutions)	E-voting	2402096	230391	9.59	230391	0	100	0
	Poll		39066	1.62	39066	0		
Grand Total		4507800	2192611	48.64	2192611	0	100	0

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

Category	Mode of voting	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)	E-voting	2105704	1923154	91.33	1923154	0	100	0
	Poll		0	0				
Public Shareholding (Non - Institutions)	E-voting	2402096	230391	9.59	230391	0	100	0
	Poll		39066	1.62	39066	0		
Grand Total		4507800	2192611	48.64	2192611	0	100	0

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



Item no. 4: To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017 and in this regard to consider and if thought fit.

Category	Mode of voting	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)	E-voting	2105704	1923154	91.33	1923154	0	100	0
	Poll		0	0				
Public Shareholding (Non - Institutions)	E-voting	2402096	230391	9.59	230391	0	100	0
	Poll		39066	1.62	39066	0		
Grand Total		4507800	2192611	48.64	2192611	0	100	0

Item no. 5: To approve the change of place of registered office of the company.

Category	Mode of voting	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)	E-voting	2105704	1923154	91.33	1923154	0	100	0
	Poll		0	0				
Public Shareholding (Non - Institutions)	E-voting	2402096	230391	9.59	230391	0	100	0
	Poll		39066	1.62	39066	0		
Grand Total		4507800	2192611	48.64	2192611	0	100	0





REPORT OF SCRUTINIZER

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20(3)(xii) & Rule 20(3) (xii) and Rule 21 (k) of the Companies (Management and Administration) Rules, 2014

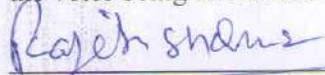
To
The Chairman of 31st Annual General Meeting of the members of
Rajasthan Tube Manufacturing Company Limited held on Saturday, 23rd day of September, 2017
at 10 A.M. at Anokha Gaon, Near Road No. 14, Vishwakarma Industrial Area, Sikar Road, Jaipur

Dear Sir,

1. I Giriraj Prasad, Practicing Chartered Accountant, was appointed as scrutinizer by the Board of Directors of Rajasthan Tube Manufacturing Company Limited (the company) for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by use of poll paper at the meeting under the provisions of Section 108 and 109 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) in the respect of the below mentioned resolutions proposed at the 31st AGM of the members of the company held on Saturday, 23rd day of September, 2017 at 10A.M. at Anokha Gaon, Near Road No. 14, Vishwakarma Industrial Area, Sikar Road, Jaipur, submit my report as under:
2. The compliance with the provisions of Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of poll paper by the shareholders on the resolutions proposed in the notice of the 31st AGM of the company is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and use of poll at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total vote cast in favour or against if any, to the chairman on the resolutions based on the report generated from the electronic voting system provided by CDSL and the report generated for voting by use of poll paper at the meeting.
3. In accordance with the notice of 31st AGM sent to the shareholders and the advertisement published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on 22nd August, 2017, the remote e voting opened at 9A.M. on 20th September, 2017 and remained open upto 5 P.M. on 22nd September, 2017.
4. The members holding shares as on September 16, 2017, "cutoff date", were entitled to vote on the resolutions stated in the notice of the 31st AGM of the company.
5. After declaration of commencement of voting by use of ballot papers by the chairman at the meeting, ballot box was locked and kept for voting duly marked by identification mark placed on them. The ballot box subsequently on close of voting hours was opened in the presence of two witnesses who are not the employees of the company.
6. The votes on remote e-voting were unlocked at around 12:50 PM after conclusion of voting at the AGM in the presence of two witnesses, Mr. Rajesh Sharma and Mr. Manu Singh who are not the employees of the company and the e-voting results/list of equity shareholders who have voted for



employees of the company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of CDSL (<http://www.evotingindia.com>) and the same are being handed over to the chairman. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Mr. Rajesh Sharma



Name: Manu Singh


7. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:-

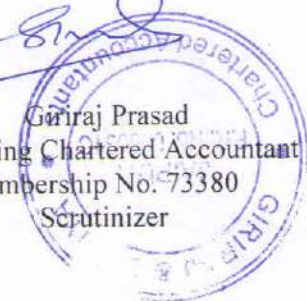
Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	% of total no. of valid votes cast (Favour & against)	Nos.	% of total no. of valid votes cast (Favour & against)	
Item No. 1 of the Notice (As an Ordinary Resolution)	2192611	100%	NIL	NIL	NIL
Item No. 2 of the notice (As an Ordinary Resolution)	2192611	100%	NIL	NIL	NIL
Item No. 3 of the notice (As an Ordinary Resolution)	2192611	100%	NIL	NIL	NIL
Item No. 4 of the notice (As an Ordinary Resolution)	2192611	100%	NIL	NIL	NIL
Item No. 5 of the notice (As an Special Resolution)	2192611	100%	NIL	NIL	NIL

8. All relevant records of the voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 31st Annual general meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours faithfully,


 Girraj Prasad
 Practicing Chartered Accountant
 Membership No. 73380
 Scrutinizer



Place: Jaipur
 Date: 23.09.2017