

# **RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED**

## **NOTICE**

Notice is hereby given that twenty-eighth Annual General Meeting of the members of RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED will be held at ANOKHA GAON, Near Road No. 14, Vishwakarma Industrial Area, Sikar Road, Jaipur on Saturday, the 27<sup>th</sup> September, 2014 at 10.00 A.M. to transact the following businesses:

### **Ordinary Business**

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon.
2. To appoint Auditors of the company and to fix their remuneration from the conclusion of this meeting until the conclusion of the next Annual General Meeting, M/s Pramod & Associates, Chartered Accountants, Jaipur (ICAI Registration No. 001557C) the retiring auditors of the company are eligible for re-appointment.

### **SPECIAL BUSINESS**

3. To appoint Smt. Rajshree Patni (DIN: 06934858) as a Director at this Annual General Meeting 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 Smt. Rajshree Patni (DIN: 06934858), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

4. To appoint Shri Sunil Kumar Jain (DIN: 02000158) as an Independent Director 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 the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Sunil Kumar Jain (DIN: 02000158), who was appointed as a Non-Executive Director liable to retire by rotation and whose term expires at this Annual general Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of 33<sup>rd</sup> Annual General Meeting of the company in the calendar year 2019 .”

5. To appoint Shri Deepesh Jain (DIN: 01992289) as an Independent Director 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 the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Deepesh Jain (DIN: 01992289), who was appointed as a Non-Executive Director liable to retire by rotation, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of 33<sup>rd</sup> Annual General Meeting of the company in the calendar year 2019 .”

6. To appoint Shri Mahendra Kumar Jain (DIN: 03427641) as an Independent Director 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 the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Mahendra Kumar Jain (DIN: 03427641), who was appointed as a Non-Executive Director liable to retire by rotation, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of 33<sup>rd</sup> Annual General Meeting of the company in the calendar year 2019 .”

7. To re-appoint Shri Harish Chand Jain (DIN: 01504391) as Managing Director 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 in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Shri Harish Chand Jain (DIN: 01504391) as Managing Director of the Company, for a period of 5 (five) years with effect from October 1<sup>st</sup>, 2014, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Shri Harish Chand Jain, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015 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 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, 2015, be paid the remuneration amounting to 16000/- (Rupees Sixteen 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.”

9. To increase the limit for borrowing by the Company and to consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors be authorised to borrow such sum or sums of monies in any manner from time to time with or without security and upon such terms and conditions as they may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board of Directors and outstanding at any time, shall not exceed the sum of Rs. 60 crores (Rupees Sixty Crores only).”

10. To authorize the Board of Directors of the Company to mortgage and/or charge on all or any of the moveable and/or immovable properties of the Company and to consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT the Board of Directors, in terms of the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, be authorised to create mortgage and/ or charge by way of first and second charge on all the immovable and/or movable properties of the Company, wherever situated, both present and future and/or conferring power to enter upon and to take possession of assets and the whole of the undertaking together with power to takeover the management of the business or concern of the Company in certain events in favour of the Financial Institutions, NBFCs, Lenders and/or

Commercial Banks to secure the borrowings in form of the Rupee Term Loans, Corporate Loans, Foreign Currency Loans, Non-convertible Debentures and/or Working Capital limits and any other form of loan of whatever nature for an amount not exceeding Rs. 60 crores (Rupees Sixty Crores only) together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment or on redemption, costs, charges, expenses and other monies and remuneration of Trustees, if any, payable by the Company in terms of the loan agreement/Trust Deed/other documents to be finalised and executed between the Company and the Agents and Trustees/ Lenders as above and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders/Agents and Trustees.”

“FURTHER RESOLVED that the Board of Directors be and is hereby authorised to finalise documents for creation of mortgage and/or charge and to do all such acts, deeds, matters and things and to execute all such documents or writings as may be required for giving effect to the resolution.”

By Order of the Board

Sd/-  
(Sunil Kumar Jain)  
DIRECTOR

July 30, 2014  
Registered Office:  
404, Shekhawati Complex,  
Station Road,  
JAIPUR  
Phone No.- 0141-2372734  
CIN: L27107RJ1985PLC003370

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The proxy form duly completed and stamp must reach the Registered Office of the company at 404, Shekhawati Complex, Station Road, Jaipur not less than 48 hours before the time of holding the aforesaid meeting. A person can act as a proxy on behalf of members not exceeding fifty as per Section 105 of Companies Act, 2013.
2. Shareholders are requested to inform the company immediately of any change in their address.
3. The Register of Members and Share Transfer Books of the company will remain closed from 25<sup>th</sup> September, 2014 to 27<sup>th</sup> September, 2014 (both dates inclusive).

4. Members are requested to quote their folio number in all their correspondence.
5. Members are requested to bring their copies of Annual Report to the meeting.
6. The shareholders desiring any information as regards accounts are required to write to the Company at an early date so as to enable the Management to keep information ready.
7. Members are requested to bring with them the attendance slip and hand it over at entrance duly signed by them.
8. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

**9. E-VOTING**

As per provisions of the Companies Act, 2013 and Listing Agreement also requires, a listed Company to provide e-voting facility to its shareholders, in respect of all shareholders' resolutions, to be passed at General Meetings.

**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select M/s Rajasthan Tube Manufacturing Company Limited from the drop down menu and click on "SUBMIT"
- (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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</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>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.</li> <li>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.</li> </ul>
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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 the M/s Rajasthan Tube Manufacturing Company Limited on which you choose to vote. (EVSN No. 140812020)
- (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.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts 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.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on September 21, 2014 and ends on September 23, 2014. 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 August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**EXPLANATORY STATEMENT**

As required by the provisions of Section 102 of the Companies Act 2013, (hereinafter referred to as "the Act") the following Explanatory Statement set out all material facts relating to the business mentioned under Item No. 3 to 10 of the accompanying Notice dated 30<sup>th</sup> July, 2014.

**Item No. 3**

As per the provisions of Section 149(1) of the Act and amended Clause 49 of the Listing Agreement, the Company should have atleast one woman director.

Keeping in view the above legal requirements, the Board of Directors have proposed that Smt. Rajshree Patni be appointed as a Director of the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. Rajshree Patni for the office of Director of the Company.

Smt. Rajshree Patni is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Board commends the Ordinary Resolution set out at Item No.3 of the Notice for approval by the shareholders.

**Item No. 4, 5 & 6**



Shri Sunil Kumar Jain, Shri Deepesh Jain and Shri Mahendra Kumar Jain are proposed to be appointed as the Independent Directors of the Company pursuant to the provisions of the Companies Act, 2013.

Shri Sunil Kumar Jain was appointed in the company as a Non-executive Director in March, 2000 and is a finance expert and has held the position as such for more than 5 (five) years.

Shri Deepesh Jain was appointed in the company as a Non-executive Director in September, 2003 and is a Strategic Management expert.

Shri Mahendra Kumar Jain was appointed on the Board of your company as a Non-Executive Director in the year 2011.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement *inter alia* stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Shri Sunil Kumar Jain, Shri Deepesh Jain and Shri Mahendra Kumar Jain as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 33rd Annual General Meeting of the Company in the calendar year 2019.

Shri Sunil Kumar Jain, Shri Deepesh Jain and Shri Mahendra Kumar Jain are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Shri Sunil Kumar Jain, Shri Deepesh Jain and Shri Mahendra Kumar Jain that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Sunil Kumar Jain, Shri Deepesh Jain and Shri Mahendra Kumar Jain fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri Sunil Kumar Jain, Shri Deepesh Jain and Shri Mahendra Kumar Jain are independent of the management.

Shri Sunil Kumar Jain, Shri Deepesh Jain and Shri Mahendra Kumar Jain are interested in the resolutions set out respectively at Item Nos. 4, 5 & 6 of the Notice with regard to their respective appointments. Other than them, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 4, 5 & 6 of the Notice for approval by the shareholders.

#### **Item No. 7**

The Board of Directors of the Company (the 'Board'), at its meeting held on July 30<sup>th</sup>, 2014 has, subject to the approval of members, re-appointed Shri Harish Chand Jain as Managing Director, for a period of 5 (five) years from the expiry of his present term, which will expire on 30<sup>th</sup> September, 2014, at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Shri Harish Chand Jain as Managing Director designated as Executive Director on the following terms and conditions:

1. Period of Agreement: Five year w.e.f. 01-10-2014
2. Remuneration:
  - (a) Salary : Rs. 60,000/- (Rupees Sixty Thousand only) per month

(b) Perquisites:

**PART-A:**

(a) Housing:

(i) The expenditure by the company on hiring furnished accommodation for Mr. Harish Chand Jain will be subject to the following ceiling i.e. 40% of the salary over and above 10% payable by Shri Harish Chand Jain.

(ii) In case of accommodation provided to Shri Harish Chand Jain is owned by the company 10% of the salary of Shri Harish Chand Jain shall be deducted by the company.

(iii) In case no accommodation is provided by the Company Shri Harish Chand Jain shall be entitled to house rent allowance subject to the ceilings laid down in Housing (1).

(b) Gas, Electricity: As per Income Tax Rules, 1962 Water & Furnishing subject to a ceiling of 10% of the salary.

(c) Medical Reimbursement: For self and family subject to a ceiling of one month salary in a year or 3 months' salary over period of three years.

(d) Leave Travel Concession: For self and family once in a year in accordance with the rules of the Company

(e) Personal Accident: For an amount the premium in respect of which shall not exceed Rs. 4000/- per annum.

(f) Club Fee: Subject to maximum of two Clubs.

**PART- B:**

(a) Contribution to the Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put singly together are not taxable under the Income Tax Act.

(b) Gratuity not exceeding half a month's salary for each completed year of service subject to a ceiling of Rs. 3,50,000/-

**PART- C:**

(a) Provision of car for use on Company's Business and telephone at residence will not be considered perquisites, Personal long distance calls and use of car for private purpose shall be billed the Company to the Managing Director.

(b) No sitting fees shall be paid for attending the meeting of Board of Directors or committee thereof.

3. Notwithstanding anything above wherein any financial year Company has no profit, profits are inadequate the company will pay the remuneration by way of salary and perquisite not exceeding the limits prescribed in Schedule V of the Companies Act, 2013.
4. The Managing Director shall be in overall charge of the management and general administration of the affairs of the company subject to superintendence, control and directions of the Board and/- or committee(s) of the Board and 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.
5. Letter of re-appointment referred to above will be issued at appropriate time.

Shri Harish Chand Jain satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Shri Harish Chand Jain is interested in the resolution set out respectively at Item No. 7 of the Notice, which pertain to his re-appointment and remuneration payable to him.

The relatives of Shri Harish Chand Jain may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / his relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

#### **Item No. 8**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/S. G.K. Gupta & Company, the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015.

In accordance with 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 shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

#### **Item No. 9**

The Shareholders vide their ordinary resolution passed on 27.04.1992 had authorised the Board of Directors of the Company to borrow up to Rs. 10 Crores (Rupees Ten crores only) under the provisions of Companies Act, 1956.

However, pursuant to the provisions of section 180(1)(c) of the Companies Act 2013, since notified, the Board can exercise borrowing powers only with the consent of the members of the company by way of Special Resolution, unlike ordinary resolution as required vide Section 293(1)(d) of the Companies Act, 1956. In view of the proposed expansion/ diversification, the Company seeks to enhance the borrowing limit to Rs.60 Crores (Rupees Sixty Crores only).

The resolution is accordingly recommended for approval as Special Resolution under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the company and/ or their relatives may be deemed to be concerned or interested in the proposed resolution.

#### **Item No.10**

The Shareholders vide their ordinary resolution passed on 27.04.992 had authorised the Board of directors of the Company to create mortgage and/or charge on the movable/immovable properties of the company in favour of the lenders to secure their financial assistance not exceeding Rs. 10 crores (Rupees Ten Crores Only) under the provisions of Companies Act, 1956.

However, pursuant to the provisions of section 180(1)(a) of the Companies Act 2013, since notified, the Board can exercise power to create mortgage and/or charge on the movable/immovable properties of the company only with the consent of the members of the company by way of Special Resolution. It may be mentioned that there is a change in the limit of 10 crores (Rupees Ten Crores Only) as earlier approved by the shareholder. In view of the proposed expansion/ diversification, the Company seeks to enhance the borrowing limit to Rs.60 Crores (Rupees Sixty Crores only).

The resolution is accordingly recommended for approval as Special Resolution under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the company and/ or their relatives may be deemed to be concerned or interested in the proposed resolution.

By Order of the Board

Sd/-  
(Sunil Kumar Jain)  
DIRECTOR

July 30, 2014  
Registered Office:  
404, Shekhawati Complex,  
Station Road,  
JAIPUR  
Phone No.- 0141-2372734  
CIN: L27107RJ1985PLC003370