

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

NOTICE

Notice is hereby given that the 01/2024-25 Extra-Ordinary General Meeting ("EoGM") of Rajasthan Tube Manufacturing Company Limited ("the Company") will be held on Saturday, 29th March, 2025, at 10.00 A.M. at registered office at 28-37, Banke Bihari Industrial Area, Jatawali Mod, Maharkala Road, Dehra, Teh.: Chomu, Jaipur, Rajasthan-303806 to transact the following business:

Item No. 1:

Approving the appointment of Ms. Chanchal (DIN: 10836478) as a Non- Executive Independent Director (NE-ID):

To consider providing your assent or dissent for passing the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendations of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, Ms. Chanchal (DIN: 10836478) who was appointed as an Additional Director in the capacity of Non -Executive Independent Director with effect from February 11, 2025 and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five consecutive years with effect from February 11, 2025 to February 11, 2030, not liable to retirement by rotation."

"**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

Item No. 2:

Approving the appointment of Mr. Prashant Sharma (DIN: 10878826) as a Non- Executive Independent Director (NE-ID):

To consider providing your assent or dissent for passing the following resolution as a Special Resolution:

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"RESOLVED THAT pursuant to the provisions of Sections 149 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendations of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, Mr. Prashant Sharma (DIN: 10878826) who was appointed as an Additional Director in the capacity of Non -Executive Independent Director with effect from February 11, 2025 and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR 2015, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five consecutive years with effect from February 11, 2025 to February 11, 2030, not liable to retirement by rotation."

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

Item No.3:

Approval for split/sub-division of existing 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each fully paid up into 10 (Ten) Equity Shares of face value of Re. 1/- (Rupee One Only) each fully paid up:

To consider and, if thought fit, to pass, with or without modifications, the following resolution(s) as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 ("the Act") and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory authority(ies), consent of the members of the Company be and is hereby accorded for split/sub-division of 1 (One) equity share of the Company having face value of Rs.10/- (Rupees Ten only) each, fully paid up, into 10 (Ten) equity shares having face value of Re.1/- (Rupee One Only) each, fully paid up, with effect from such date as may be fixed by the Board i.e., ("Record Date") to be determined by the Board for this purpose.

RESOLVED FURTHER THAT pursuant to the split of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of 1 (One) equity share of the face value of Rs.10/- (Rupees Ten Only) each shall stand sub-divided into 10 (Ten) equity shares having a face value of Re.1/- (Rupee One Only) each existing on the Record Date and

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shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up equity share of Rs.10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon the split of the equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in case of the equity shares held in dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares of the Company before sub-division.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors or Company Secretary of the Company be and is hereby jointly and severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of shares including execution and filing of all the relevant documents with the Stock Exchange, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Item No.4

Approval For Alteration Of Capital Clause Of Memorandum Of Association Of The Company

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 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including statutory modification (s) or enactment (s) thereof, for the time being in force), subject to such approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to alter and substitute the existing clause V of the Memorandum of Association of the Company with the following new Clause V:

V. The Authorised share capital of the Company is Rs. 8,00,00,000/- (Rupees Eight Crore Only) divided into 8,00,00,000 (Eight Crore) Equity Shares of face value Rs. 1/- (Rupee One) each

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RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments, and writings as it may in its absolute discretion deem necessary or desirable in relation thereto.

5th March 2025

By Order of the Board of Directors

Registered Office:
**28-37, Banke Bihari Industrial Area,
Jatawali Mod, Maharkala Road,**

**Dehra, Teh.: Chomu, Jaipur-303806
CIN: L27107RJ1985PLC003370**

sd/ -
**Monika Soni
Company Secretary
ICSI Membership No.:
A65141**

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE (01/2024-25) EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
In order that the appointment of a proxy is effective, the instrument appointing a proxy must be received at the registered office of the company not later than forty-eight hours before the commencement of the meeting.
A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
The instrument appointing the proxy duly completed and stamp must deposit at the Registered Office of the company i.e.28-37, Banke Bihari Industrial Area, Jatawali Mod, Maharkala Road, Dehra, Teh.: Chomu, Jaipur-303806, not less than 48 hours before the commencement of the meeting.
2. Members, authorized representatives and Proxies attending the Meeting are requested to bring their attendance slip duly filled. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
3. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item Nos. 1, 2, 3 and 4 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings/issued by The Institute of Company Secretaries of India, in respect of Director seeking appointment at this Extra-ordinary General Meeting ('Meeting' or 'EGM') is furnished as an Annexure to the Notice.
4. As per the provisions of Clause 3.A.II of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matter of Special Business as appearing at item no. 1 to 4 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forms part of this Notice.
5. Corporate Members intending to send their authorized representatives to attend the Extra-Ordinary General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant board resolution together with the representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
6. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

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7. The Register of Directors and KMP and their shareholding and register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 will be available for inspection by the members at EoGM.
8. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the registered office of the company on all working days during the business hours prior to the date of extra ordinary General Meeting.
9. The record date for the purpose of determining the eligibility of members to attend the (01/2024-25) Extra-Ordinary General Meeting and to vote through remote e-voting facility provided by the company/ vote at the venue of the Extra-Ordinary General Meeting will be 22 March 2025. Any person who is not a member as on the cut-off date shall treat this notice for information purposes only.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
11. AS PER SEBI CIRCULAR NO. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 DATED APRIL 20, 2018, ANY MEMBERS STILL HOLDING THEIR SHARES IN PHYSICAL FORM are requested to submit the particulars of their PAN number and bank account i.e. bank account number, name of the bank, address of the branch, IFSC , MICR code of the branch and type of account, to the company's registrar, Beetal Financial & Computer Services(p) Ltd., in respect of which separate communications have already been sent to such shareholders by the company in line with SEBI requirements.
12. AS PER SEBI PRESS RELEASE PR No.: 12/2019 DATED MARCH 27, 2019, it is informed that with effect from April 01, 2019, transfer of shares shall not be processed unless the shares are held in dematerialized form with a depository. However, the members are not prohibited from holding shares in physical form.
13. Members holding shares in physical form are requested to convert their holding to dematerialized form to eliminate any kind of risks associated with the physical shares and for ease in portfolio management, since physical share transfers are prohibited by SEBI from April 01, 2019.
14. Electronic copy of Notice of the 01/2024-25) Extra-Ordinary General Meeting of the Company inter alia, indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice of the 01/2024-25) Extra-Ordinary General Meeting of the Company inter alia

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indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications from the Company.

15. Pursuant to section 91 of the Companies Act,2013, The Register of Members and Share Transfer Books of the company will be closed from Sunday, March 23, 2025 to Saturday, March 29, 2025 (both days inclusive) for the purpose of the EoGM of the Company.
16. Members are requested to send all communications relating to shares of the Company at the following address:

Beetal financial & computer services (p) ltd.,
Beetal house, 3rd floor, 99, madangir,
Behind local shopping centre,
Near dada harsukh das mandir,
New delhi-110 062

If the shares are held in electronic form, then change of address and change in the Bank Accounts, etc. should be furnished to the respective Depository Participants (DPs).

17. The facility for voting through Ballot/Polling Paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote- voting shall be able to exercise their right at the meeting.
18. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
19. In compliance with the provisions of section 108 of the Companies Act,2013 read with the Companies (Management and Administration) Rules,2014 and Listing Regulations, the company is pleased to offer remote e-voting for the members to enable them to cast their votes electronically on all resolutions set forth in this notice.
20. Shareholders are requested to maintain social distancing and to wear the face mask.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on on Wednesday, March 26, 2025 at 10:00 a.m. and ends on Friday, March 28, 2025 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e.22 March 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22 March 2025.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

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The remote e-voting period begins on on Wednesday, March 26, 2025 at 10:00 A.M. and ends on Friday, March 28, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday March 22, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday March 22, 2025 .

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal

	<p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.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. Additionally, there is also

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	<p>links provided to access the system of all e-Voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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>
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000

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Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
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B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

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4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rajtube@hotmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to PallaviMatreat at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 rajtube@hotmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to rajtube@hotmail.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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

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Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

March 5, 2025

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/ -
Monika Soni
Company Secretary
ICSI Membership No.:
A65141

ANNEXURES TO THE NOTICE

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

Item No. 1

The Board at its meeting held on 11 February, 2025, on recommendation of the Nomination and Remuneration Committee of Directors (NRC), appointed Ms. Chanchal (DIN: 10836478) as a Non-Executive Independent Director of the Company (NE-ID), in terms of Sections 149 (read with Schedule IV to the Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions of the Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 25(2A) and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015). In the opinion of the NRC and the Board, Ms. Chanchal (DIN: 10836478), fulfils the conditions specified under the Act, 2013 and the rules made thereunder and Listing Regulations, 2015, for the appointment as a NE-ID of the Company and she is independent of the management of the Company. NRC at its meeting held on 11 February, 2025 evaluated qualification, skills, experience, integrity and knowledge of Ms. Chanchal and felt that it would be sufficient / satisfactory to recommend her appointment as a NE-ID on the Board, as per the Nomination and Remuneration (NR) Policy of the Company. She has also enrolled herself with the database for Independent Directors as specified under the Section 150 of the Act, 2013. In terms of Regulation 25(2A) of Listing Regulations, appointment of Ms. Chanchal as a Non-Executive Independent Director (NE-ID) requires approval of the members of the Company. In terms of proviso to Regulation 25(2A) of the Listing Regulations where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under this regulation. Further, in terms of Regulation 17(1C) of Listing Regulations, 2015, the appointment of NE-ID is required to be approved by the members of the Company, within a period of 3 months from the date of appointment or next General Meeting, whichever is earlier. Ms. Chanchal was appointed as a Non-Executive Independent Director (NE-ID) of the Company to hold office for a term of five consecutive years from 11 February, 2025 to 11 February, 2030 and not liable to retire by rotation during her tenure of appointment, subject to approval of the members of the Company. The Company has also received a notice from a member under Section 160 of the Act, 2013, proposing the candidature of Ms. Chanchal for the office of director of the Company. The Company has received a consent in writing from Ms. Chanchal to act as a Director in Form DIR-2, intimating to the effect that she is not disqualified to be appointed as a director, declaration in writing that she meets the criteria of independence and she is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence as provided under Section 149(6) of the Act, 2013 and also under the Listing Regulations, 2015. The draft letter of appointment setting out the terms and conditions of appointment of NE-ID will be available for inspection without any fee by the members at the Registered Office of the Company at 28-37, Banke Bihari Industrial Area, Dehra, Teh. Chomu, Jaipur, Rajasthan, 303806, during office hours as stated above and shall also be uploaded on the website of the Company at www.rajtube.com.

Except Ms. Chanchal, None of the Directors or any Key Managerial Personnel or any of their relatives is, in anyway, concerned or interested, financially or otherwise in the above resolution

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

as set out in item no 1 of this notice. She does not hold any share in the Company (including shareholding as a beneficial owner). She is not related to any Director of the Company.

The Board, therefore, recommend the resolution as set out in Item no. 1 of this Notice, for appointment of Ms. Chanchal, as a Non-Executive Independent Director (NE-ID) of the Company, for approval of the members.

Item No. 2

The Board at its meeting held on 11 February, 2025, on recommendation of the Nomination and Remuneration Committee of Directors (NRC), appointed Mr. Prashant Sharma (DIN: 10878826) as a Non-Executive Independent Director of the Company (NE-ID), in terms of Sections 149 (read with Schedule IV to the Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions of the Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 25(2A) and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015). In the opinion of the NRC and the Board, Mr. Prashant Sharma (DIN: 10878826), fulfils the conditions specified under the Act, 2013 and the rules made thereunder and Listing Regulations, 2015, for the appointment as a NE-ID of the Company and he is independent of the management of the Company. NRC at its meeting held on 11 February, 2025 evaluated qualification, skills, experience, integrity and knowledge of Mr. Prashant Sharma and felt that it would be sufficient / satisfactory to recommend his appointment as a NE-ID on the Board, as per the Nomination and Remuneration (NR) Policy of the Company. He has also enrolled himself with the database for Independent Directors as specified under Section 150 of the Act, 2013. In terms of Regulation 25(2A) of Listing Regulations, appointment of Mr. Prashant Sharma as a Non-Executive Independent Director (NE-ID) requires approval of the members of the Company. In terms of proviso to Regulation 25(2A) of the Listing Regulations where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under this regulation. Further, in terms of Regulation 17(1C) of Listing Regulations, 2015, the appointment of NE-ID is required to be approved by the members of the Company, within a period of 3 months from the date of appointment or next General Meeting, whichever is earlier. Mr. Prashant Sharma was appointed as a Non-Executive Independent Director (NE-ID) of the Company to hold office for a term of five consecutive years from 11 February, 2025 to 11 February, 2030 and not liable to retire by rotation during his tenure of appointment, subject to approval of the members of the Company. The Company has also received a notice from a member under Section 160 of the Act, 2013, proposing the candidature of Mr. Prashant Sharma for the office of director of the Company. The Company has received a consent in writing from Mr. Prashant Sharma to act as a Director in Form DIR-2, intimating to the effect that he is not disqualified to be appointed as a director, declaration in writing that he meets the criteria of independence and he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence as provided under Section 149(6) of the Act, 2013 and also under the Listing Regulations, 2015. The draft letter of appointment setting out the terms and conditions of appointment of NE-ID will be available for inspection without any fee by the members at the Registered Office of the Company at 28-37,

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CIN: L27107RJ1985PLC003370

Banke Bihari Industrial Area, Dehra, Teh. Chomu, Jaipur, Rajasthan, 303806, during office hours as stated above and shall also be uploaded on the website of the Company at www.rajtube.com.

Except Mr. Prashant Sharma, None of the Directors or any Key Managerial Personnel or any of their relatives is, in anyway, concerned or interested, financially or otherwise in the above resolution as set out in item no 1 of this notice. He does not hold any share in the Company (including shareholding as a beneficial owner). He is not related to any Director of the Company.

The Board, therefore, recommend the resolution as set out in Item no. 1 of this Notice, for appointment of Mr. Prashant Sharma, as a Non-Executive Independent Director (NE-ID) of the Company, for approval of the members.

Item No.3 & 4

Item No. 3 and 4 of the Notice

The Equity shares of your company are listed and traded on the BSE Limited. With a view to encourage the participation of small investors, make the shares more accessible to retail investors and provide enhanced liquidity to the equity shares in the Stock Market, the Board of Directors at its meeting held, on 17-02-2025, subject to consent of shareholders of the Company and all other requisite approvals, permissions, sanctions had approved and recommended.

1. Sub-division of each equity shares of Rs. 10/- (Rupees ten only) each to Rs. 1/- (Rupee one only) each (Item No.1 to the Notice)

There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division of equity shares. Additionally, such subdivision shall not be construed as reduction in share capital of the Company.

. To accommodate the Sub-division it is necessary to alter the capital clause of the Memorandum of Association of the Company. Pursuant to provisions of Sections 13 and 61 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements, the Members may by way of an ordinary resolution approve sub-division of equity shares, alteration of capital clause of Memorandum of Association. (Item No. 4 of the Notice).

A copy of the amended Memorandum of Association of the Company (MOA) would be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EOGM.

The Record Date for the aforesaid sub-division of equity shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained. None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

The Board of Directors recommends passing of all the Ordinary Resolutions set out in the Notice..

By Order of the Board of Directors

March 5, 2025

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

sd/ -
**Monika Soni
Company Secretary
ICSI Membership No.: A65141**

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

ANNEXURE 'A'

Details of Directors proposed to be appointed/ re-appointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

Name of Director	Ms. Chanchal	Mr. Prashant Sharma
Category	Non-Executive Independent Director	Non-Executive Independent Director
DIN	10836478	10878826
Date of Birth (Age in years)	04-09-2001	07-08-1979
Date of first appointment	11 February 2025	11 February 2025
Experience/ Expertise in Specific Functional Areas	<p>Ms. Chanchal is a dedicated and enthusiastic individual with a solid academic foundation, having completed her Intermediate education. While her formal education may not be in specialized business fields, she brings a fresh perspective and a strong desire to learn and contribute meaningfully to the corporate world.</p> <p>In her journey so far, Ms. Chanchal has demonstrated exceptional interpersonal skills, adaptability, and a deep commitment to personal and professional growth. She has cultivated a reputation for being a reliable and objective thinker, particularly when it comes to problem-solving and decision-making. Her eagerness to expand her horizons and her ability to approach challenges with an open mind make her an ideal</p>	<p>Prashant Sharma is a seasoned professional with a solid educational foundation in commerce, having earned his Bachelor of Commerce (B. Com). With over 8 years of experience in the business world, he has honed his skills and knowledge through his extensive work at Emerald Business, where he has contributed to a variety of business operations and strategies. Over the years, he has gained expertise in areas such as business management, client relations, and process optimization, ensuring the growth and success of the organization. His experience has allowed him to develop a well-</p>

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

	<p>candidate for the position of Non-Executive & Independent Director. With her diverse outlook and passion for corporate governance, Ms. Chanchal is keen on ensuring transparency, integrity, and sound decision-making within the company. Her impartiality and independent viewpoint will be valuable assets to the Board, particularly when it comes to strategy formation, ensuring compliance, and maintaining high ethical standards.</p> <p>Ms. Chanchal is excited to bring her skills and energy to the company, where she looks forward to learning from experienced professionals and contributing to the organization's long-term success and growth. Her fresh approach, combined with her enthusiasm and dedication, positions her as a potential asset to the company's governance framework.</p>	<p>rounded understanding of both the day-to-day challenges and long-term objectives of a thriving business.</p>
Qualification(s)	Intermediate Education	Bachelor of Commerce
Directorship in other companies including listed companies *	NIL	NIL
Listed entities from which the person has resigned in the past three years	NIL	NIL
Chairmanship / Membership of Committees (across all public companies in Audit Committee	Rajasthan Tube Manufacturing Company Limited:	Rajasthan Tube Manufacturing Company Limited:

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and Stakeholders' Relationship Committees)	<ul style="list-style-type: none">• Audit Committee: Member• Nomination and Remuneration Committee: Member• Stakeholders Relationship Committee: Member	<ul style="list-style-type: none">• Audit Committee: Member• Nomination and Remuneration Committee: Member• Stakeholders Relationship Committee: Member
Shareholding in the listed entity, including shareholders as a beneficial owner	NIL	NIL
Details of Remuneration sought to be paid	Except, Sitting Fee for attending the Board and/or Committee Meetings, no other remuneration is payable.	Except, Sitting Fee for attending the Board and/or Committee Meetings, no other remuneration is payable.
Disclosure of relationships between directors inter-se	NIL	NIL
Terms and conditions of appointment and Remuneration	Ms. Chanchal shall be appointed as an Independent Director (Non-Executive), not liable to retire by rotation.	Mr. Prashant shall be appointed as an Independent Director (Non-Executive), not liable to retire by rotation.
Skills and capabilities required for the role and the manner in which the Director meets such requirements	Please refer to the explanatory statement	Please refer to the explanatory statement

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall of 01/2024-25 Extra-Ordinary General Meeting

Folio No./ DP ID/Client ID No. :

Number of shares held:

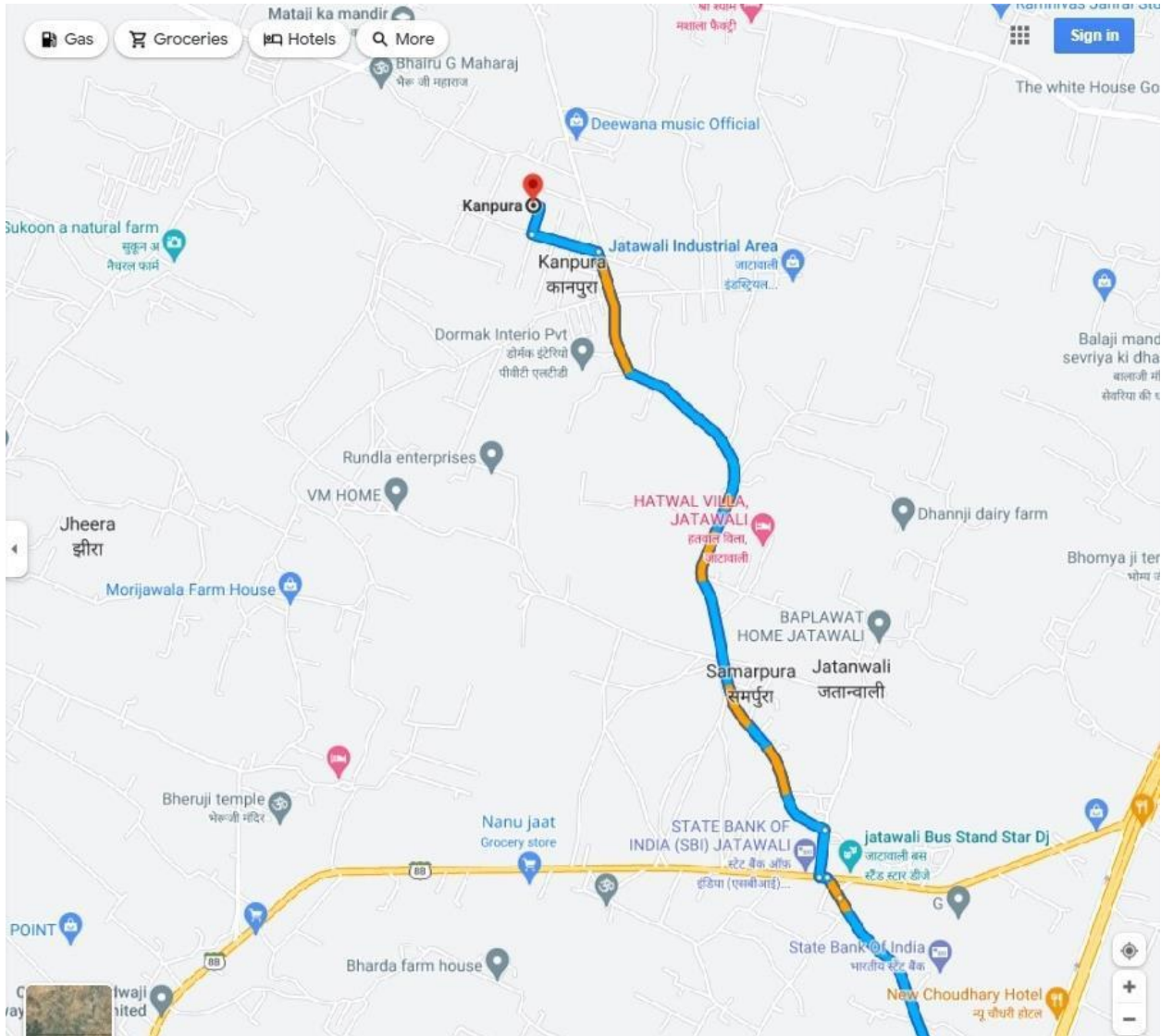
Name of the attending Member/Proxy:

I hereby record my presence at the 01/2024-25 Extra-Ordinary General Meeting of **Rajasthan Tube Manufacturing Company Limited** held on , 29th March, 2025, at 10.00 AM at registered office at 28-37, Banke Bihari Industrial Area, Jatawali Mod, Maharkala Road, Dehra, Teh.: Chomu, Jaipur, Rajasthan-303806

Member's/Proxy's
Signature

(To be signed at the time of handing over the slip)

**MAP OF THE REGISTERED
OFFICE**
**Route Map to the EoGM
Venue**



QUICK LINK FOR ADDRESS:

<https://www.google.com/maps/place/27%C2%B011'21.8%22N+75%C2%B050'38.0%22E/@27.189382,75.8427817,18z/data=!3m1!4b1!4m5!3m4!1s0x0:0x64f43b1d75a0cd3a18m2!3d27.189382!4d75.843876>

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L27107RJ1985PLC003370

Name of the company: Rajasthan Tube Manufacturing Company Limited

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

Name of the Member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID

I/We, being the member (s) of shares of the above-named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature

Or failing him

2. Name:

Address:

E-mail Id:

Signature

Or failing him

3. Name:

Address:

E-mail Id:

Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the (01/2024-25) Extra-Ordinary General Meeting of the Company, to be held on, 29th March, 2025, at 10.00 AM at registered office at 28-37, Banke Bihari Industrial Area, Jatawali Mod, Maharkala Road, Dehra, Teh.: Chomu, Jaipur, Rajasthan- 303806".and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
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Special Business: -

1. Approving the appointment of Ms. Chanchal (DIN: 10836478) as a Non- Executive Independent Director (NE-ID)

2. Approving the appointment of Mr. Prashant Sharma as a Non- Executive Independent Director (NE-ID)

3. Approval for split/sub-division of existing 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each fully paid up into 10 (Ten) Equity Shares of face value of Re. 1/- (Rupee One Only) each fully paid up

4. alteration of Capital Clause (i.e. Clause V) of Memorandum of Association (MOA) of the Company

Signed this..... day of.....2025

Signature of Shareholder

Affix Revenue Stamp

Signature of Proxy holder(s)

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

Form No. MGT-12

Polling Paper

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

Name of the Company:

Registered Office:

BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In Block Letters)	
2.	Postal Address	
3.	Registered Folio No./*Client ID No. (Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

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

No.	Item No.	No. of Shares held by me	I assent to the Resolution	I dissent to the resolution
1.	Approving the appointment of Ms. Chanchal as a Non- Executive Independent Director (NE-ID)			
2.	Approving the appointment of Mr. Prashant Sharma as a Non- Executive Independent Director (NE-ID)			
3.	Approval for split/sub-division of existing 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each fully paid up into 10 (Ten) Equity Shares of face value of Re. 1/- (Rupee One Only) each fully paid up			
4.	alteration of Capital Clause (i.e. Clause V) of Memorandum of Association (MOA) of the Company			

Place:

Date:

Signature of Shareholder

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370

E-COMMUNICATION REGISTRATION FORM
(Only for members holding shares in physical form)

Date:

To,
Beetal financial & computer services (p) ltd.,
Beetal house, 3rd floor, 99, madangir,
Behind local shopping centre,
Near dada harsukh das mandir,
New delhi-110 062

UNIT - RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

Dear Sir,

Sub: Registration of E-mail ID for serving of Notices / Annual Reports through Electronic Mode by Company

We hereby register our E-mail ID for the purpose of receiving the Notices, Annual Reports and other documents / information in Electronic Mode to be sent by the Company.

Folio No.	
E-mail ID	
Name of the First/ Sole Shareholder	
Signature	

Note: - Shareholder(s) are requested to notify the Company as and when there is any change in the e-mail address