



Date: 31<sup>st</sup> August, 2024

To,  
The Manager (Department of Corporate Affairs)  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai- 400001

Scrip Code: 530253 Security ID: RAJTUBE

**Sub: Notice of 38<sup>th</sup> Annual General Meeting**

Dear Sir/Madam,

This is to inform that 38<sup>th</sup> Annual General Meeting of Company to be held on Saturday, 28<sup>th</sup> September 2024, at 10.00 A.M to transact the business mentioned in the said AGM Notice of 38<sup>th</sup> Annual General Meeting is enclosed herewith.

We hereby inform you that the Register of Members and Share Transfer Book of the company will remain closed from 22<sup>nd</sup> September, 2024 to 28<sup>th</sup> September 2024 (both days inclusive) for the purpose of 38<sup>th</sup> Annual General Meeting of the Company.

Please note that the e-voting period starts from 25<sup>th</sup> September, 2024 at 10:00 A.M. and ends on 27<sup>th</sup> September, 2024 at 05:00 P.M. (both days inclusive).

Further, we inform you that 21<sup>st</sup> September, 2024 is the cut-off date in respect of the businesses to be transacted at the 38<sup>th</sup> Annual General Meeting.

In compliance with the applicable provisions and Circulars, the Notice of the 38<sup>th</sup> AGM along with the Annual Report 2023-24 including therein the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2024 together with the Reports of the Board of Directors and Auditors thereon will be sent only through electronic mode to those Members whose e-mail addresses are registered with the Registrar & Share Transfer Agents/Depositories. The said Notice & Annual Report 2023-24 are also available on the website of company at [www.rajtube.com](http://www.rajtube.com).

Thanking You.  
Yours Faithfully,

For Rajasthan Tube Manufacturing Company Limited



Harish Chand Jain  
DIN: 01504391  
(Managing Director)

# **RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED**

*CIN: L27107RJ1985PLC003370*

## **NOTICE**

Notice is hereby given that the 38<sup>th</sup> Annual General Meeting (“AGM”) of Rajasthan Tube Manufacturing Company Limited (“the Company”) will be held on Saturday, 28<sup>th</sup> September, 2024, 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:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Standalone Financial Statement of the Company together with the Report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2024.
2. To appoint a director in place of Mrs. Rajshree Jain (DIN 06934858), who retires by rotation and, being eligible, seeks re-appointment.

### **SPECIAL BUSINESS:**

3. **To appoint Shri Anuj Jain (DIN: 10742962), as Independent Director and in this regard, pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provision of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “LODR Regulations”) and on the basis of recommendation of Nomination & Remuneration Committee and Board of directors, Shri Anuj Jain who was appointed as an Additional Director at the meeting of Board of Directors held on 31/08/2024 in the category of Independent Director and who holds office up to conclusion of this Annual General Meeting and being eligible, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5(five)consecutive years on the Board of the Company.

**RESOLVED FURTHER THAT** Mr. Harish Chand Jain, Managing Director of the company be and is hereby authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

4. **Re-Appointment of Mr. Harish Chand Jain (DIN: 1504391), Managing Director and in this regard, pass the following resolution as an Special Resolution:**

“**RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee, Board of Directors, pursuant to the provisions of Sections 196, 196(3), 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the company and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the re-appointment of Mr. Harish Chand Jain (DIN:01504391) as Chairman and Managing Director of the Company who has attained the age above 70 years , for a further period of five years from 1st October,2024 not liable to be retire by rotation

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on the remuneration and on such terms and conditions as set out in the explanatory statement annexed to the notice convening this Annual General Meeting and as contained in the draft agreement, a copy whereof initialed by the chairman for the purpose identification is placed before the meeting and with liberty and authority to board of directors to alter and vary such terms and conditions of the said appointment from time to time within the scope of Schedule V to the Companies Act, 2013 or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Harish Chand Jain.”

“**RESOLVED FURTHER THAT** the Board of directors be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or agreement, to the extent the Board of Directors may consider appropriate, or as may be permitted or authorized in accordance with the provisions of the Act for the time being in force and within such limits, if any, as may be set out in the Act including the said Schedule V of the Act, in such manner as may be decided by the Board of Directors and the terms of the aforesaid agreement shall be suitably modified to give effect to such alteration and/or variation.”

**5. To Ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2025 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, to the extent applicable, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.18,000/- (Eighteen thousand only) plus GST as applicable, to be paid to M/s. M.Goyal & Company, (Firm Registration No. 000051), Cost Auditors of the Company, for the financial year 2024-25, as approved by the Board of Directors of the Company, be and is hereby ratified.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company 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.”

By Order of the Board of Directors

August 31, 2024

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 ANNUAL 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.

2. 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.

3. Members, authorized representatives and Proxies attending the Meeting are requested to bring their attendance slip duly filled along with their copy of Annual Report to the Meeting. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.

4. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto. Additional information, pursuant to Listing Regulations and Secretarial Standard on General Meetings in respect of Director seeking re-appointment/appointment at the Annual General Meeting is furnished as Annexure to the Notice.

5. Corporate Members intending to send their authorized representatives to attend the Annual 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.

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 AGM.

8. Members desiring any information/clarification/copy of any document at the meeting about the information contained in the Annual Report are requested to inform the Company at least a week before the AGM so as to enable the management to keep the information ready. Members are requested to visit the website of the company viz. [www.rajtube.com](http://www.rajtube.com) for viewing the quarterly and annual financial results and for more information of the company.

9. 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 Annual General Meeting.

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10. The record date for the purpose of determining the eligibility of members to attend the 38<sup>th</sup> Annual General Meeting and to vote through remote e-voting facility provided by the company/ vote at the venue of the Annual General Meeting will be 28<sup>TH</sup> September, 2024. Any person who is not a member as on the cut-off date shall treat this notice for information purposes only.

11. 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.

12. 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.

13. 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.

14. 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.

15. Electronic copy of Annual report 2024 and Notice of the 38<sup>th</sup> Annual 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 38<sup>th</sup> Annual 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 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 communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

16. 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, 22<sup>nd</sup> September, 2024 to Saturday, 28<sup>th</sup> September, 2024 both days inclusive for the purpose of the Annual General meeting of the Company.

17. 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, 3<sup>rd</sup> floor, 99, madangir,

Behind local shopping centre,

Near dada harsukh das mandir,

New delhi-110 062



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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).

18. 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.

19. 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.

20. 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.

21. 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 Wednesday, 25<sup>th</sup> September, 2024 at 10:00 A.M. and ends on Friday, 27<sup>th</sup> September, 2024 at 05:00 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. 21<sup>st</sup> September, 2024, 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 21<sup>st</sup> September, 2024.

### **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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' 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 " <b>Access to e-Voting</b> "

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	<p>under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <ol style="list-style-type: none"><li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol> <p><b>NSDL Mobile App is available on</b></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"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be</li></ol>

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	<p>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 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

## **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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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

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For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

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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.
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](mailto:rajtube@hotmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to PallaviMatreat at [evoting@nsdl.com](mailto: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](mailto: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

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attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [rajtube@hotmail.com](mailto: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](mailto: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 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.

August 31, 2024

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**

# **RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED**

*CIN: L27107RJ1985PLC003370*

## **ANNEXURES TO THE NOTICE**

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

#### **Item No.3**

Shri Anuj Jain was appointed as Additional Director of the Company with effect from 31/08/2024 in the category of Independent Director. The term of appointment made by the board of directors is valid only till the ensuing Annual General Meeting. It is proposed to appoint him as Independent director for a period of five years.

The details of directors to be appointed including details of Shri Anuj Jain is given separately along with the notice in **Annexure 'A'**.

The Board of Directors recommended the Ordinary Resolution set out in Item no. 3 of the accompanying notice for approval by members.

None of the Directors or Key Managerial Personnel and their relatives except the Appointee Director, is in any way concerned or interested in the resolution.

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

#### **Item No.4**

Based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, members at 38<sup>th</sup> Annual General meeting had approved the continuation of appointment of Mr. Harish Chand Jain as Managing Director upon the attainment of above 70 years age. The existing tenure of Mr. Harish Chand Jain continues up to 30.09.2024. His re-appointment effective from 01.10.2024 requires approval of the members. It is under the stewardship of Mr. Harish Chand Jain that the Company has achieved all round growth and made for itself a reputation in the core areas of its business.

It is proposed to re-appoint him for the further period of 5 years with effect from 01.10.2024 and member's approvals sought to the re-appointment. The consent of members is required by way of Special Resolution for continuance of Managing Director upon the attainment of 70 years of age.

The terms of his re-appointment and remuneration including minimum remuneration are set out as under  
Remuneration:

Salary: Rs. 60,000/- per month

Administration and Control

The Managing Director shall be in charge of the management and general administration of the affairs of the company subject to the superintendence, control and directions of the Board and/or committees of the Board and the 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.

Minimum Remuneration

In the event of loss or inadequacy of profit in any financial year, the company shall pay to you, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the

# **RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED**

*CIN: L27107RJ1985PLC003370*

Board of Directors may deem fit, subject to the limits prescribed herein and Schedule V to the Companies Act, 2013.

## Termination

In the event of termination by you or the Company, by one party giving to the other 3 months calendar notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed.

A statement containing his profile is given as per Annexure A to the Notice.

Mr. Harish Chand Jain is interested in the resolution set out respectively at Item No. 4 of the Notice, which pertain to his re-appointment and remuneration payable to him.

The relatives of Mr. Harish Chand Jain may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any in the company.

Accordingly, the Board recommends the passing of the Special resolution as set out in the item no. 4 of the Notice.

## **Item No. 5**

The Board of Directors of the Company in its meeting held on 29<sup>th</sup> May, 2024 approved the appointment and remuneration of M/s M. Goyal & Co., (FRN:000051) Cost Accountants upon the recommendation of Audit Committee to conduct the cost audit of the cost records of the company for the financial year 2024-25, subject to the applicability of cost audit in terms of rules framed by the Ministry of Corporate Affairs. Pursuant to the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) rules, 2014 the remuneration payable to the cost auditors has to be ratified by the members of the company.

None of the Directors/ Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

August 31, 2024

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



# **RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED**

CIN: L27107RJ1985PLC003370

## **ANNEXURE 'A'**

**Additional Information of Director seeking re-appointment/retire by rotation at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard of General Meeting:**

<b>Name of Director</b>	<b>Mrs. Rajshree Jain</b>	<b>Mr. Anuj Jain</b>	<b>Mr. Harish Jain</b>
<b>Category</b>	Non-Executive Non-Independent Director	Non-Executive Independent Director	Managing Director designated as Executive Director
<b>DIN</b>	06934858	10742962	01504391
<b>Date of Birth</b>	28/03/1987	26/11/1997	20/05/1952
<b>Qualifications</b>	Graduate	Graduate	Graduate
<b>First appointment on the Board</b>	27/09/2014	31/08/2024	29/07/1995
<b>Terms &amp; Conditions of Appointment/ re-appointment</b>	Appointment on 27/09/2014 as Executive Director and liable to retire by rotation on the Board of Directors of the Company. Later on, the designation of the director has been changed from Executive Director to Non-Executive Director w.e.f. 01/10/2019.	appointed as Independent Director of the Company, not liable to retire by rotation	re-appointment as Chairman and Managing Director of the Company who has attained the age of 70 years above, for a further period of five years from 1st October,2024 not liable to be retire by rotation on the remuneration and on such terms and conditions as set out in the explanatory statement
<b>No. of shares held in company as at March 31, 2024</b>	243219	-	914778
<b>Relationship with other Directors/Manager/KMP</b>	Daughter in law of Mr. Harish Chand Jain, Managing Director of the Company	-	Father in law of Mrs. Rajshree Jain, Director of the Company
<b>Directorship details</b>	Listed Companies: Rajasthan Tube Manufacturing Company Ltd	Listed Companies: Rajasthan Tube Manufacturing Company Ltd	Listed Companies: Rajasthan Tube Manufacturing Company Ltd

**RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED**

*CIN: L27107RJ1985PLC003370*

**ATTENDANCE SLIP**

**To be handed over at the entrance of the Meeting Hall of**

**Annual 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 38<sup>th</sup> Annual General Meeting of **Rajasthan Tube Manufacturing Company Limited** held on Saturday, 28th September, 2024, 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

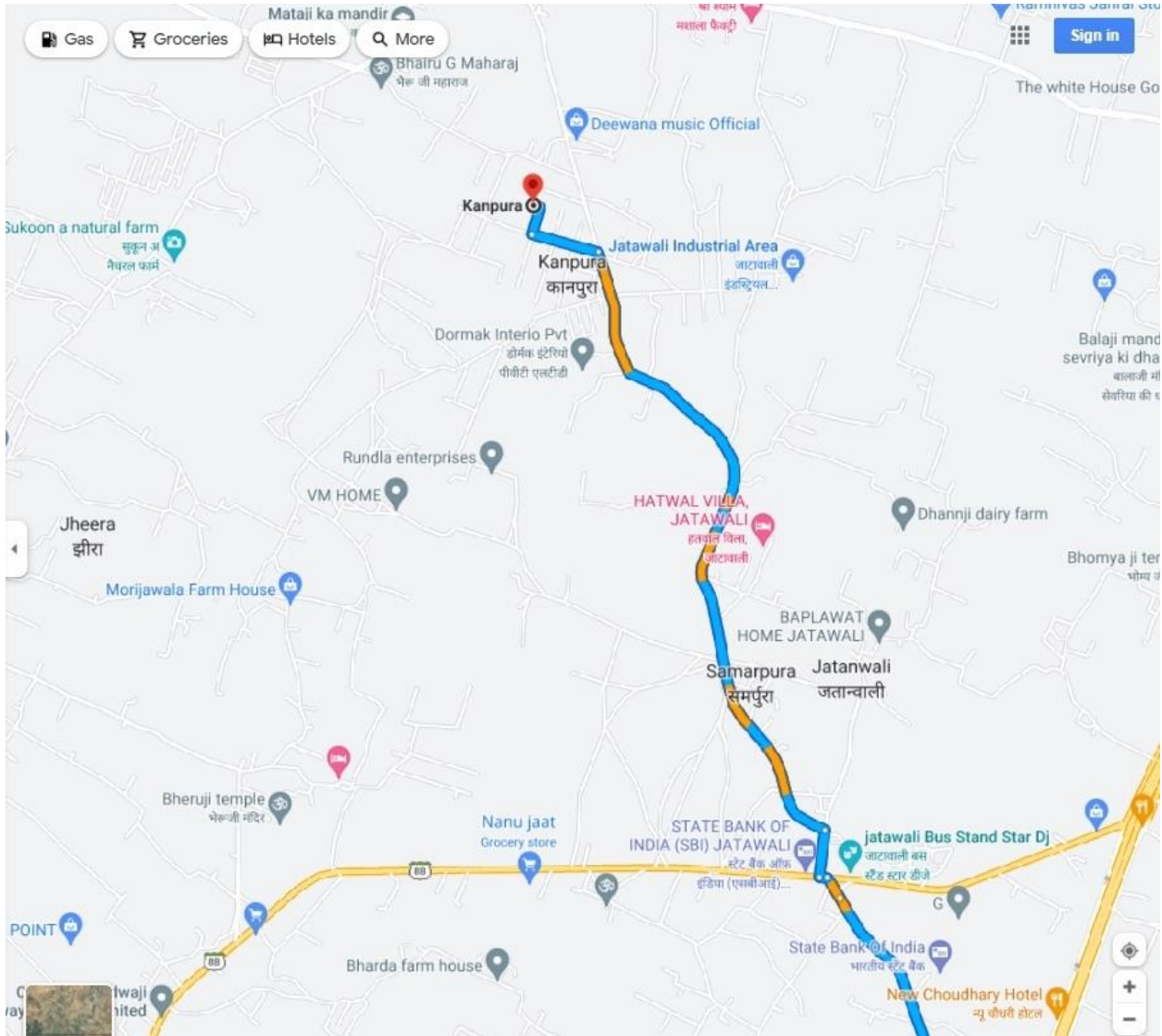
(To be signed at the time of handing over the slip)

# **RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED**

**CIN: L27107RJ1985PLC003370**

## **MAP OF THE REGISTERED OFFICE 38th AGM:**

**Route Map to the AGM 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!1s0x0:0x64f43b1d75a0cd3a!8m2!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 :

Name of the company:

Registered office:

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 Annual General Meeting of the Company, to be held on Saturday, 28th September, 2024, at 10.00 AM at registered office at

**RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED**

*CIN: L27107RJ1985PLC003370*

28-37, BankeBihari 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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**Ordinary Business:-**

- 1      **Adoption of Audited Financial Statements for the year 2024** and the reports of the Board of Directors and Auditors thereon
  
- 2      Re-appointment of Mrs. Rajshree Jain (DIN 06934858) as director of the company.
  
- 3      Appointment of Shri Anuj Jain (DIN: 10742962), as Independent Director
  
- 4      Re-Appointment of Mr. Harish Chand Jain (DIN: 01504391), Managing Director
  
- 5      Ratification the remuneration of the Cost Auditors for the financial year ending March 31, 2025

Signed this.....day of.....2024

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**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
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:

<b>No.</b>	<b>Item No.</b>	<b>No. of Shares held by me</b>	<b>I assent to the Resolution</b>	<b>I dissent to the resolution</b>
1.	<b>Adoption of Audited Financial Statements for the year 2024</b> and the reports of the Board of Directors and Auditors thereon			
2.	Re-appointment of Mrs. Rajshree Jain (DIN 06934858) as director of the company.			
3.	Appointment of Shri Anuj Jain (DIN: 10742962), as Independent Director			
4.	Re-Appointment of Mr. Harish Chand Jain (DIN: 01504391), Managing Director			
5.	Ratification the remuneration of the Cost Auditors for the financial year ending March 31, 2025			

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*