

11.05.2019

To,  
Dept. Of Corporate Services  
BSE Limited, Mumbai-01.

Scrip code: 540082/RSTL

**Sub: Intimation of Extra Ordinary General Meeting - revised**

Dear Sir,

In terms of provisions of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 this is to intimate that:

1. Extraordinary General Meeting (EGM) of the Company is scheduled to be held on **Wednesday, 05<sup>th</sup> June, 2019, at 12.00 Noon**, at 83/84, kamod Village, Opp/ Devraj Industrial Park, pipalaj-pirana road, Ahmedabad 382427.

The notice of EGM of the Company is attached.

This is for your information and records.

Thanking You,  
For Riddhi Steel & Tube Limited

Preeti Mittal  
Director

*Preeti R. Mittal*



## NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of Riddhi Steel and Tube Limited will be held on Wednesday 5<sup>th</sup> day of June, 2019 at 12.00 Noon, at the Registered office of the Company at 83/84, Village Kamod, Opp. Devraj industrial Park, Piplaj-Pirana Road, Ahmedabad 382427, Gujarat, India, to transact the following business:

### **SPECIAL BUSINESS:**

#### **01. APPOINTMENT OF STATUTORY AUDITORS TO FILL THE VACANCY:**

To consider and pass, if thought fit, with or without modification(s), the following resolutions as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Jigar Shah & Associates, Chartered Accountants (ICAI Registration no. 128263W), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Y. J. Malkani and co., Chartered Accountants (ICAI Registration No.143143W).

"RESOLVED FURTHER THAT M/s. Jigar Shah & Associates, Chartered Accountants (ICAI Registration no. 128263W), be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit on such remuneration as may be fixed by the Board of Directors in consultation with them."

#### **02. TO AUTHORISE BOARD TO BORROW FUNDS IN EXCESS OF PAID UP CAPITAL AND FREE RESERVES PURSUANT TO SECTION 180(1)(C) OF COMPANIES ACT, 2013.**

To consider and pass, if thought fit, with or without modification(s), the following resolutions as a Special Resolution:

"RESOLVED THAT in supersession of all the earlier Resolution passed and pursuant to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Act, the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Company, to borrow from time to time any sum or sums of monies on such terms and conditions as may be determined, from anyone or more of the Company's bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers' credit, securitized instruments, syndicated loans, commercial borrowing, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the

Company's assets, licences and properties, whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, so that the total amount upto which the moneys may be borrowed by the Company and outstanding at any time shall not exceed the sum of Rs. 500 Crore (Rupees Five Hundred Crore Only).

RESOLVED FURTHER THAT in connection with the aforesaid, the Board/Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

**3. TO AUTHORISE BOARD TO CREATE/MODIFY CHARGE TO SECURE BORROWINGS PURSUANT TO SECTION 180(1)(A) OF COMPANIES ACT, 2013**

"RESOLVED THAT in supersession of all the earlier Resolution passed and pursuant to the provisions of Section 180 (1)(a) and other applicable provisions, if any, of the Act, the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Company, to sell, mortgage and / or charge, in addition to the mortgages / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and / or immovable properties of the Company, and / or the interest held by the Company in all or any of the movable and / or immovable properties, both present and future and / or the whole or any part of the undertaking(s) of the Company, together with the power to take over the management of business and concern of the Company in certain events of default, in favour of lender(s), agent(s), and trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) or securities (comprising fully/partly convertible debentures and/or nonconvertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the agent(s) and / or trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreements or any other agreement / document, entered into / to be entered into between the Company and the lender(s) / investor(s) / agent(s) and / or trustee(s), in respect of the said loans, borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Company and the lender(s), agent(s) and / or trustee(s);

RESOLVED FURTHER THAT in connection with the aforesaid, the Board/Committee of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

Regd. Office:  
83/84, Village Kamod,  
Opp. Devraj Industrial Park,  
Piplaj-Pirana Road,  
Ahmedabad - 382427.  
Email - Compliance@riddhitubes.com

By order of the Board of Directors  
Sd/-  
Rajesh Mittal  
Managing Director  
(DIN 00878934)

Place: Ahmedabad  
Date: 10/05/2019

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER.
2. Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. Members are requested to bring their copy of notice of the EGM. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
5. Corporate Members intending to send their authorised representatives to attend the 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 their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company
7. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz Karvy Fintech Private Limited. Those holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to their Depository Participants (DP) immediately.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Notice of Extra Ordinary General Meeting along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
10. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to the date of the Extra Ordinary General Meeting of the Company.
11. The Notice of the Extra Ordinary General Meeting is uploaded on the Company's website [www.riddhitubes.com](http://www.riddhitubes.com) and may be accessed by the members.
12. Non-Resident Indian members are requested to inform the company's Registrar and Transfer Agents immediately of :
  - a) Change in their Residential status on return to India for permanent settlement.
  - b) Particulars of their Bank Account maintained in India with complete name of the Bank, branch address, account type and account number with MICR code, if not furnished earlier.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013. (ISO 9001 : 2015 )**

**ITEM NO. 1**

M/s. Y. J. Malkani and Co., Chartered Accountants (ICAI Registration No.143143W) have tendered their resignation from the position of Statutory Auditors, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended that M/s. Jigar Shah & Associates, Chartered Accountants (Firm Registration no. 128263W), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Y J Malkani & Co., Chartered Accountants. M/s. Jigar Shah and Associates., Chartered Accountants (Firm Registration no. 0128263W) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

**ITEM NO. 2**

As per Section 180(1)(c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up share capital of the Company and its free reserve and securities premium requires the approval from the shareholders of the Company.

In considering the business plans and the growing fund requirements of the Company, it is proposed to increase the borrowing limit of the Company to INR 500 crores. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder. The Board recommends the above special resolution set forth in Item no. 2 of notice for your approval.

No Director or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution.

**ITEM NO. 3**

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders (up to the limits approved under Section 180(1)(c) of the Companies Act, 2013), for the purposes of securing the loan/credit facilities extended by them to the Company. Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution set forth in Item no.3 of the Notice for approval of the Members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Regd. Office:  
83/84, Village Kamod,  
Opp. Devraj Industrial Park,  
Piplaj-Pirana Road,  
Ahmedabad - 382427.  
Email - Compliance@riddhitubes.com

By order of the Board of Directors  
Sd/-  
Rajesh Mittal  
Managing Director  
(DIN 00878934)

Place: Ahmedabad  
Date: 10/05/2019

**ATTENDANCE SLIP**

**EXTRA ORDINARY GENERAL MEETING – 05/06/2019**

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.**

**Joint shareholders may obtain additional slip at the venue of the meeting.**

Folio No.	
DP ID	
CLIENT ID	
Name & Address	
No. of Shares	

I certify that I am a registered member/proxy for the registered member of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company on June 05, 2019.

\_\_\_\_\_  
First/Sole Holder/Proxy

\_\_\_\_\_  
Second Holder / proxy

\_\_\_\_\_  
Third holder / proxy



**PROXY FORM**  
**Form No. MGT-11**

[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 Company	
Address	

Name of member	
Address	
Email	
Folio no. / client id	
Dp id	

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

Name	
Address	
Email	

or failing him/her

Name	
Address	
Email	

or failing him/her

Name	
Address	
Email	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the Wednesday, 05 June 2019 IST 12.00 Noon and at any adjournment thereof in respect of such resolutions proposed to be passed therein as under:

Item no	Resolution	Vote	
		For	Against
1	Appointment of statutory auditors to fill the vacancy.		
2	To authorise board to borrow funds in excess of paid up capital and free reserves pursuant to section 180(1)(c) of companies act, 2013.		
3	To authorise board to create/modify charge on the movable and immovable assets including undertakings of the company, both present and future, to secure borrowings pursuant to section 180(1)(a) of companies act, 2013		

Signed this..... day of..... 2019  
Signature of shareholder.....  
Signature of Proxy holder(s).....

(Affix Revenue Stamp)

Route Map of "Extraordinary General Meeting" Venue.

