



# Rama Steel Tubes Ltd.

Manufacturers & Exporters : ERW Steel Tubes (Black & Galvanised)

CIN : L27201DL1974PLC007114

Regd. Office :

B-5, 3rd Floor, Main Road, Ghazipur, New Delhi-110096, India Tel. : +91-11-43446600

E-mail : info@ramasteel.com Website : www.ramasteel.com E-mail : investors@ramasteel.com

Date: October 28, 2020

To,

The Manager - Listing National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra- (East), Mumbai - 400 051.  <b><u>NSE Symbol: RAMASTEEL</u></b>	Department of Corporate Services BSE Limited, Corporate Relationship Dept., P. J. Towers, Dalal Street, Mumbai - 400 001.  <b><u>BSE Scrip Code: 539309</u></b>
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Dear Sirs,

## **Sub: Notice of 46<sup>th</sup> Annual General Meeting**

The 46<sup>th</sup> Annual General Meeting of the Members of Rama Steel Tubes Limited will be held on Friday, November 20, 2020 at 12:30 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OVAM) facility. Please find enclosed herewith a copy of Notice convening 46<sup>th</sup> Annual General Meeting.

The Members are further informed that pursuant to Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Company is providing remote e-voting facility prior to AGM and e-voting during AGM, through electronic means to its members to enable them to cast their vote electronically on the items mentioned in the Notice of AGM.

Thanking you,

Yours faithfully,

For **Rama Steel Tubes Limited**



**Kapil Datta**

Company Secretary &

Compliance Officer



Encl.: As above.

# Notice

Notice is hereby given that the 46<sup>th</sup> Annual General Meeting of the members of Rama Steel Tubes Limited will be held on Friday, the 20<sup>th</sup> day of November, 2020 at 12:30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") , to transact the following business:-

## ORDINARY BUSINESS

### Item no. 1 – Adoption of financial statements

To consider and adopt the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March 2020, the reports of the Board of Directors and Auditors thereon.

### Item no. 2 – Appointment of Director in place of those retire by rotation

To appoint a Director in place of Mr. Surender Kumar Sharma (DIN: 03594435), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

### Item no. 3 – Approval of remuneration of the Cost Auditors for the financial year ending March 31, 2021

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 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting."

### Item no. 4 – Re-appointment of Mr. Jai Prakash Gupta (DIN: 08859202) as a Director of the Company, in the category of Independent Director.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **ORDINARY RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 16 (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jai Prakash Gupta (DIN:

08859202), who was appointed as a Director of the Company in the category of Independent Director, and who holds office up to the conclusion of the 46<sup>th</sup> Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose his candidature for the office of Director, be and is hereby re-appointed as a Director of the Company, in the category of Independent Director, for a term upto September 3, 2025."

### Item no. 5 – Re-appointment of Mr. Naresh Kumar Bansal as a Managing Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Remuneration Policy of the Company and the Articles of Association of the Company, the Company hereby approves the re-appointment of Mr. Naresh Kumar Bansal (DIN: 00119213) as a Managing Director of the Company for a period of five years, with effect from October 1, 2020, upon such terms and conditions as are set out in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice of this Annual General Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any duly authorised committee of the Board) to alter and vary the terms and conditions of the said re-appointment, including the remuneration which shall not exceed an overall ceiling of ₹4,00,000/- (Rupees Four lakhs only) per month, as may be agreed to between the Board and Mr. Naresh Kumar Bansal.

**RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the Company will pay remuneration as per schedule V of the Companies Act, 2013 and in case the Company pays in excess of the said limits as specified in the schedule during the stated period then the payment of excess remuneration shall be subject to such approvals as may be required.

**RESOLVED FURTHER THAT** pursuant to regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with

Schedule-V of the Companies Act, 2013, consent of the members be and is hereby accorded for payment of remuneration to Mr. Naresh Kumar Bansal (DIN: 00119213), Managing Director at such terms and conditions as approved by members in 46<sup>th</sup> Annual General Meeting, even if the annual remuneration payable to Mr. Naresh Kumar Bansal may exceed rupees 5 crores or 2.5 per cent of the profits of the Company (whichever is higher) or the aggregate annual remuneration to all Executive Directors exceeds 5 per cent of the net profits of the Company in any year during the tenure of his appointment.

**RESOLVED FURTHER THAT** pursuant to Section 196(3) of the Companies Act, 2013 read with Part-1 of Schedule- V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder ('the Act') or Listing Regulations as amended from time to time, consent of the members be and is hereby accorded for continue the employment of Mr. Naresh Kumar Bansal, (DIN: 00119213) as Managing Director of the Company even after attaining the age of 70 years at the same terms and conditions as approved by members in 46<sup>th</sup> Annual General Meeting."

**Item no. 6 – Ratification of approval of remuneration to Mr. Naresh Kumar Bansal (DIN: 00119213), Managing Director in terms of regulation 17(6)(e) of SEBI Amended Listing Regulations**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the members of the Company be and is hereby accorded for paying remuneration of ₹4,00,000/- (Rupees Four Lakhs only) per month to Mr. Naresh Kumar Bansal (DIN: 00119213), Managing Director belonging to promoter category."

**Item no. 7 – Ratification of approval of remuneration to Mr. Richi Bansal (DIN: 00119206), Executive Director in terms of regulation 17(6)(e) of SEBI Amended Listing Regulations**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the members of the Company be and is hereby accorded for paying remuneration of ₹3,50,000/- (Rupees Three Lakh Fifty Thousand only) per month to Mr. Richi Bansal (DIN: 00119206), Executive Director belonging to promoter category."

**NOTES:**

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the Special Business

to be transacted at the Annual General Meeting is annexed hereto.

2. General instructions for accessing and participating in the 46<sup>th</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:
  - a. In view of the outbreak of COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 46<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 46<sup>th</sup> AGM shall be the Registered Office of the Company.
  - b. In terms of the MCA/SEBI Circulars since the requirement of physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for 46<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in 46<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during 46<sup>th</sup> AGM.

In line with the MCA Circulars and SEBI Circular, the Notice of 46<sup>th</sup> AGM will be available on the website of the Company at [www.ramasteel.com](http://www.ramasteel.com), on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), on website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

Members may join 46<sup>th</sup> AGM through VC/OAVM Facility 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

Members may note that the VC/OAVM Facility, allows participation of upto 1,000 Members on a first-come-first served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit and Risk Management Committee, Nomination and Remuneration



Committee and Stakeholders Relationship Committee, auditors, etc. can attend 46<sup>th</sup> AGM without any restriction on account of first-come-first-served principle.

Attendance of the Members participating in 46<sup>th</sup> AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at 46<sup>th</sup> AGM and facility for those Members participating in 46<sup>th</sup> AGM to cast vote through e-Voting system during 46<sup>th</sup> AGM.

### 3. Instructions for Members for Remote e-Voting are as under:-

- a. Remote e-Voting period will commence on November 17, 2020 (9:00 am IST) and end on November 19, 2020 (5:00 pm IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of November 13, 2020, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- b. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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

- I. 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.
- II. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- III. A new screen will open. You will have to enter your User ID, your Password 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 ID as 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.

#### IV. 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 1 2 * * * * * 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***

#### VI. Your password details 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.

- VII. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

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).

**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

#### **DETAILS ON STEP 2 IS GIVEN BELOW:**

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

- I. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- II. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- III. Select "**EVEN**" of company for which you wish to cast your vote.
- IV. Now you are ready for e-Voting as the Voting page opens.
- V. 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.
- VI. Upon confirmation, the message "Vote cast successfully" will be displayed.
- VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

- VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in) or [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone nos. : +91-22-24994360 or +91-22-24994545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's email address [investors@ramasteel.com](mailto:investors@ramasteel.com).

#### **4. 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:**

Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in 46<sup>th</sup> AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company [investors@ramasteel.com](mailto:investors@ramasteel.com).

In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self attested scanned copy of the PAN Card, to the email address of the Company [investors@ramasteel.com](mailto:investors@ramasteel.com).

#### **5. Instructions for Members for participating at 46<sup>th</sup> AGM through VC/OAVM are as under:**

Members will be able to attend the 46<sup>th</sup> AGM through VC/OAVM Facility through the NSDL e-Voting system at <https://www.evoting.nsdl.com> under shareholders login by using the remote e-Voting credentials and selecting the EVEN for the Company's 46th AGM. Please note that the Members who do not have User ID and Password for e-Voting or have forgotten User ID and Password may retrieve the same by following remote e-Voting instructions mentioned in

the Notice of 46th AGM to avoid last minute rush. Further, Members can also use OTP based login for logging into the e-Voting system of NSDL.

- a. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting.
- b. Please note that Members connecting from mobile devices or tablets or through laptops etc connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid technical glitches.
- c. Members, who would like to ask questions during 46<sup>th</sup> AGM with regard to the financial statements or any other matter to be placed at the 46<sup>th</sup> AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address [investors@ramasteel.com](mailto:investors@ramasteel.com) at least 72 hours in advance before the start of the 46<sup>th</sup> AGM i.e. by November 17, 2020 by 12:30 hours IST. Only those Members who have registered themselves as a speaker shall be allowed to ask questions during the 46<sup>th</sup> AGM, depending upon the availability of time.

Further, Members who would like to have their questions/queries responded to during the AGM are requested to send such questions/queries in advance within the aforesaid date and time, by following similar process as stated above.

**6. Instructions for Members for e-Voting during the 46<sup>th</sup> AGM are as under:**

- a. Members may follow the same procedure for e-Voting during 46<sup>th</sup> AGM as mentioned above for remote e-Voting.
- b. Only those Members, who will be present in AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in AGM.
- c. The Members who have cast their vote by remote e-Voting prior to the AGM may also participate in the AGM through VC/ OAVM Facility but shall not be entitled to cast their vote again.

**7. Other Guidelines for Members**

- a. 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.nsd.com](http://www.evoting.nsd.com) to reset the password.

- b. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut- off date of November 13, 2020.

Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 46<sup>th</sup> AGM by email and holds shares as on the cut-off date i.e. November 13, 2020, may obtain the User ID and password by sending a request to the Company's email address [investors@ramasteel.com](mailto:investors@ramasteel.com). However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).

- c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
- d. M/s. Arun Kumar Gupta & Associates, Company Secretaries, New Delhi, has been appointed as the Scrutinizer to scrutinize remote e-Voting process and casting vote through e-Voting system during the Meeting in a fair and transparent manner.

The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website [www.ramasteel.com](http://www.ramasteel.com) and on the website of NSDL; such results will also be forwarded to the National Stock Exchange of India Limited, BSE Limited, where the Company's shares are listed.

8. Pursuant to the MCA Circulars and SEBI Circular, in view of prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of 46<sup>th</sup> AGM and the Annual Report for the year 2019-20 including therein the Audited Financial Statements for year 2019-20, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of 46<sup>th</sup> AGM and Annual Report for the year 2019-20 and all other communication sent by the Company, from time to time, can get their email address

registered by following the steps as given below:-

For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered alongwith scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address [investors@ramasteel.com](mailto:investors@ramasteel.com).

For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

Notice of 46<sup>th</sup> AGM and Annual Report for the year 2019-20 including therein the Audited Financial Statements for the year, will be available on the website of the Company at [www.ramasteel.com](http://www.ramasteel.com) and the website of Stock Exchanges at BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). The Notice of 46<sup>th</sup> AGM will also be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

9. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit 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.
10. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
11. During 46<sup>th</sup> AGM, Members may access scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Login to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
12. The Register of Members and Share Transfer Books of the Company will remain closed from November 13, 2020 to November 20, 2020 (both days inclusive).
13. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the AGM, are detailed in Annexure-I of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/ reappointment.
14. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliance by companies. Also, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, permits companies to send soft copies of Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiatives by registering / updating their e-mail address for receiving electronic communications. The Notice for Annual General Meeting along with the Annual Report of the Company will be made available on the Company's website -[www.ramasteel.com](http://www.ramasteel.com).

By order of the Board of Directors

Sd/-

Date: October 5, 2020

Place : Delhi

**NARESH KUMAR BANSAL**  
Chairman & Managing Director

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

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item no. 3 to 7 of the accompanying Notice:

### ITEM NO. 3

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s. Subodh Kumar & Co., Cost Accountants, New Delhi (Firm Registration No. 104250) as Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2021 at a remuneration of ₹35,000/- excluding applicable taxes.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

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

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

### ITEM NO. 4

Mr. Jai Prakash Gupta was appointed as an Additional Independent Director by the Board w.e.f. 4<sup>th</sup> September, 2020 who holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received a declaration from Mr. Jai Prakash Gupta that he is meeting with the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (LODR) Regulations, 2015. Further, The Company has also received a notice in writing under Section 160 of the Act from her proposing her candidature for the office of Director in the Company.

The Board on recommendation of Nomination and Remuneration Committee considered the appointment of Mr. Jai Prakash Gupta as a Director of the Company and it would be of immense benefit to the Company. Accordingly, the Board of Directors recommends him appointment as an Independent Director of the Company, who will not be liable to retire by rotation, for a period of five (5) consecutive years effecting from September 4, 2020 to September 3, 2025.

Mr. Jai Prakash Gupta has done Diploma in Mechanical Engineering. He has over 30 years of experience in steel pipe

industry. He has rich experience of 30 years in Jindal Pipes Limited. His suggestions and guidance has helped in improving production process, achieving production targets, minimizing breakdowns and product rejections.

His industry knowledge and business essence remain unparalleled. His insights on providing the best products and business values to various stakeholders would have been the guiding light for Rama Steel Tubes Limited.

In compliance with the requirement of Secretarial Standard-2 (SS-2) on "General Meetings" issued by the Institute of Company Secretaries of India and as per Regulation 36 (3) of the SEBI (LODR) Regulations the details of Mr. Jai Prakash Gupta is attached.

Mr. Jai Prakash Gupta is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment. Relatives of Mr. Jai Prakash Gupta may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

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

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

### ITEM NO. 5

Mr. Naresh Kumar Bansal was appointed as Managing Director w.e.f. 1st October 2015 for a period of Five (5) years i.e. upto September 30, 2020.

Having regard to the valuable services rendered to the company by him, your Directors have in their meeting held on August 12, 2020, based on the recommendations of the Nomination and Remuneration Committee reappointed Mr. Naresh Kumar Bansal as Managing Director for a period of Five (5) years w.e.f. October 1, 2020, subject to the approval of members in General Meeting, on the following terms & conditions:

**Tenure of Appointment:** 5 year w.e.f. 1st October 2020 till 30th September 2025

**Salary:** ₹4,00,000/- p.m. or ₹48,00,000/- p.a.

**Perquisites:** Perquisites shall be allowed in addition to salary.

**Children's Education Allowance:** In case of children studying in or outside India, an allowance limited to a maximum of ₹5,000/- per month per child or actual expenses incurred, whichever is less. However such allowance is admissible upto a maximum of two children.



**Leave Travel Concession:** Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.

**Holiday Passage for children studying outside India/ family staying abroad:** Return holiday passage once in a year by economy class or once in two year by first class to children and to the members of the family from the place of their study or stay abroad to India if they are not residing in India with the managerial person.

**Medical Reimbursement:** Expenses incurred for Managing Director and their respective family subject to a ceiling of one month's salary in a year or three months salary over a period of three years.

**Club Fees :** Including entrance and subscription of maximum of two clubs together with the benefit of all expenses incurred towards the business of the Company.

**Personal Accident Insurance:** Premium not to exceed ₹1000/- per year.

**Contribution to the Provident Fund :** Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling of perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

**Gratuity :** Payable shall not exceed half a month's salary for each completed year of service, subject to the maximum ceiling limit of exemption under the Income Tax Act applicable at that time.

**Encashment of leave :** At the end of the tenure.

**Provision of car :** for use on the Company's business and **Telephone** at resident will not be considered as perquisite.

In terms of the provisions of Section 196, 197 and 198 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any amendment(s) or modification(s) thereof for the time being in force), (here in after referred as 'Act'), and Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9 May, 2018 ("Amended Listing Regulations"), the aforesaid matter requires approval of the members and accordingly approval of the members by way of Special Resolution is being sought for giving effect to the above.

Pursuant to Section 196(3) of the Companies Act, 2013 read with Part-1 of Schedule-V and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder ('the Act') or Listing Regulations as amended from time to time, consent of the members by way of Special Resolution is required for continue the employment of Mr. Naresh Kumar Bansal (DIN: 00119213) as Managing Director of the Company even after attaining the age of 70 years during his term from October 1, 2020 to September 30, 2025."

Except Mr. Naresh Kumar Bansal as appointee Director and Mr. Richi Bansal, being relative of the appointee Director, none of the Directors, KMP(s) and their relative(s) are interested or concerned in the Special resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

#### ITEM NO. 6

The members of the Company in its Extra-ordinary General Meeting held on March 3, 2017 has approved remuneration of Mr. Naresh Kumar Bansal (DIN: 00119213) of not more than ₹4,00,000/- per month by way of Special Resolution for his pending tenure i.e. upto September 30, 2020.

In terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9 May, 2018 ("Amended Listing Regulations"), the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution in General Meeting, if:

- the annual remuneration payable to such Executive Director exceeds rupees 5 crore or 2.5 per cent of the net profits of the Listed Entity, whichever is higher; or
- where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the Listed Entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such Director.

Accordingly consent of the members is sought for passing a Special Resolution as set out at Item No. 6 of the Notice for ratification of remuneration payable to Mr. Naresh Kumar Bansal under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 for his current term upto September 30, 2020.

Except Mr. Naresh Kumar Bansal and Mr. Richi Bansal, none others Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

#### ITEM NO. 7

The members of the Company in its Extra-ordinary General Meeting held on March 3, 2017 has approved remuneration of Mr. Richi Bansal (DIN: 00119206) of not more than ₹3,50,000/- per month by way of Special Resolution.

In terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9 May, 2018 ("Amended Listing Regulations"), the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by Special Resolution in General Meeting, if:



a. the annual remuneration payable to such Executive Director exceeds rupees 5 crore or 2.5 per cent of the net profits of the Listed Entity, whichever is higher; or

b. where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the Listed Entity:

Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such Director.

Accordingly consent of the members is sought for passing a Special Resolution as set out at Item No. 7 of the Notice for ratification of remuneration payable to Mr. Richi Bansal under

Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Except Mr. Naresh Kumar Bansal and Mr. Richi Bansal, none others Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

By order of the Board of Directors

Date: October 5, 2020  
Place : Delhi

Sd/-  
NARESH KUMAR BANSAL  
Chairman & Managing Director

**DETAILS PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION 2015 AND 1.2.5 OF SECRETARIAL STANDARD (SS-2) ON GENERAL MEETING AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:**

Name of Director	Mr. Naresh Kumar Bansal	Mr. Surender Kumar Sharma	Mr. Jai Prakash Gupta
Date of Birth	24-04-1954	08-07-1955	01-07-1959
Date of first appointment on the Board	26-02-1974	30-09-2016	04-09-2020
Qualification	Law Graduate	Graduate	Diploma in Mechanical Engineering
Brief Profile and Nature of Expertise	Mr. Naresh Kumar Bansal is the Chairman and Managing Director of Rama Steel Tubes Limited ("RSTL"). A law graduate with a vision to reach the top, he has been showing his business acumen for the past more than 40 years. His dynamic vision and sharp mindedness have brought RSTL to its current market position. His industry knowledge and business essence remain unparalleled. His insights on providing the best products and business values to our various stakeholders have been the guiding light for RSTL. It can be rightly said that he is the backbone of the company.	Mr. Surender Kumar Sharma spearheads the managerial functions at Rama Steel Tubes Limited and help us achieve excellence at every department. His hard work and meticulous planning serve as an excellent example of being committed to your work.	Mr. Jai Prakash Gupta has done Diploma in Mechanical Engineering. He has over 30 years of experience in steel pipe industry. He has rich experience of 30 years in Jindal Pipes Limited. His suggestions and guidance has helped in improving production process, achieving production targets, minimizing breakdowns and product rejections.
Experience in Specific Functional Area	Experience of more than 40 years in Steel Tube Industry	Experience of more than 30 years in Steel Tube Industry	Over 30 years of experience in steel pipe industry.
Directorship held in other Companies	ADVANCE HIGHTECH AGRO PRODUCTS PRIVATE LIMITED VIRINDER ENGINEERING AND CHEMICALS PRIVATE LIMITED LEPAKSHI TUBES PRIVATE LIMITED RAVI DEVELOPERS PRIVATE LIMITED	LEPAKSHI TUBES PRIVATE LIMITED	NIL
Chairman/Member of Committees of Board of other Companies of which he is a Director	NIL	NIL	NIL
No. of Shares held	6214278 Equity Shares	NIL	NIL
Terms and conditions of re-appointment	Re-appointment for period of 5 years	Director Liable to retire by rotation	Appointment for period of 5 years
Last Drawn Remuneration incl. Sitting Fees for Board & Committee(s) Meeting (2019-20)	Salary - ₹ 48Lakhs	Salary - ₹ 3.20 Lakhs	Sitting fees - ₹ 0.0 Lakhs
Relationship with other directors and Key Managerial Personnel	Father of Mr. Richi Bansal	None	None
Number of Board Meetings attended in FY 2019-20*	8 out of 8	8 out of 8	N.A.

\*Refer Report on Corporate Governance for more details