

Date: September 12, 2024

To

The Manager – Listing National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Symbol: RAMASTEEL	The Secretary BSE Limited, Corporate Relationship Dept., P. J. Towers, Dalal Street, Mumbai - 400 001. Scrip Code: 539309
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Sub: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-Postal Ballot Notice

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, copy of the Postal Ballot Notice dated September 10, 2024, along with explanatory statement is attached for seeking approval of Members of the Company by way of Special Resolution for the following matters:

Resolution – 1 (Special)	Appointment of Mr. Saurabh Shashwat (DIN: 10074130) as an Independent Director of the Company.
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The Remote e-voting period shall commence on **Friday, September 13, 2024** (09:00 A.M. IST) and end on **Saturday, October 12, 2024** (05.00 P.M. IST) (both days inclusive). The results of the remote e-voting shall be announced on or before **Tuesday, October 15, 2024** and the same will be communicated to the Stock Exchanges along with the Scrutinizer's report within the prescribed time.

Kindly place the same on your record.

Thanking you,

For Rama Steel Tubes Limited



Arpit Suri

Company Secretary

Email: investors@ramasteel.com

Encl.: As Above.



RAMA STEEL TUBES LIMITED
(CIN: L27201DL1974PLC007114)

Registered Office: B-5, 3rd Floor, Main Road, Ghazipur, New Delhi 110 096.

Tel. No.: +91-11-43446600; E-mail: investors@ramasteel.com

Website: www.ramasteel.com

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Companies Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ('SS-2'), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, that it is proposed to seek the consent of the Shareholders ('Members') of Rama Steel Tubes Limited (the '**Company**'), for the resolutions appended herein below through postal ballot ('**Postal Ballot**') by way of remote electronic voting ('**E-voting**').

Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 3/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, and Circular No. 09/2023 dated September 25, 2023 (the "MCA Circulars") and SEBI Circular number SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, issued by the Securities and Exchange Board of India ("SEBI") (hereinafter collectively referred to as "Circulars"), and all other relevant circulars issued from time to time", and companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

In terms of said Section of the Companies Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by Postal Ballot, shall, get any resolution (other than Ordinary Business and any Business in respect of which Directors or Auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in general meeting of the Company.



The MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business(es) only by Postal Ballot, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis.

Pursuant to and in compliance of Section 102(1) of the Act, the Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof forms part of this Postal Ballot notice ("the Postal Ballot Notice").

Further, the company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system.

This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

You are requested to peruse the following proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of E-Voting system only provided by the Company.

The Board of Directors of the Company ('the Board'), at its meeting held on **Tuesday, September 10, 2024** have considered and approved certain matters subject to the Members' approvals through postal ballot.

The Company proposes to consider such special business and seek your consent for the said proposals as contained in the Resolutions appended below.

Remote E-voting period shall commence on **Friday, September 13, 2024** (at 09:00 A.M IST) and end on **Saturday, October 12, 2024** (at 05:00 P.M IST) (both days inclusive).

The Board has appointed Mr. Arun Kumar Gupta, Practicing Company Secretary (FCS 5551 | CP 5086), Proprietor of Arun Kumar Gupta & Associates, Company Secretaries (Peer Review Certificate. No. 1658/2022), as the Scrutinizer ('Scrutinizer') for conducting and scrutinizing the postal ballot / e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the e-voting. The results of the postal ballot/e-voting shall be declared on or before **Tuesday, October 15, 2024** and shall be communicated to the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), Depository and shall also be displayed on the Company's website www.ramasteel.com

Members are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.



The Resolutions along with the Explanatory Statements, pursuant to Section 102 of the Act, pertaining to the Resolutions, setting out the material facts are as follows:

SPECIAL BUSINESS:

ITEM NO. 1

APPOINTMENT OF MR. SAURABH SHASHWAT (DIN: 10074130) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider, and, if thought fit, approve the appointment of Mr. Saurabh Shashwat (DIN: 10074130) as Non-Executive - Independent Director of the Company to hold office for a first term of consecutive 5 (five) years upto September 10, 2029 and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Saurabh Shashwat (DIN: 10074130), who was appointed as an Additional Director (Non-Executive - Independent) by the Board of Directors of the Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from September 10, 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association 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 proposing his candidature for the office of Director, be and is hereby appointed as an Non-Executive - Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of consecutive 5 (five) years up to September 10, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) and/or the Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.”

**By order of the Board of Directors of
Rama Steel Tubes Limited**

**Sd/-
Naresh Kumar Bansal
Managing Director
DIN: 00119213**

**Date: September 10, 2024
Place: New Delhi**



NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto. A copy of the Postal Ballot Notice is also available on the company's websites www.ramasteel.com, NSDL Website <https://www.evoting.nsdl.com> and at the relevant sections of the websites of the National Stock Exchange of India Limited and BSE Limited.

2. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be served to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited. Shareholders may write the request to register/update their E-mail address with RTA to the email: bssdelhi@bigshareonline.com. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for their Postal Ballot.

3. The Portal for E-voting will remain open for the Members for exercising their voting from **Friday, September 13, 2024** at 09:00 AM India Standard Time ('IST') till **Saturday, October 12, 2024** at 05:00 PM (IST) both days inclusive. The E-voting needs to be exercised by 05:00 PM (IST) on **Saturday, October 12, 2024**. Please note that E-voting module will be disabled for e-voting by NSDL, after the said date and time. During this period, the Members of the company holding shares either in physical form or dematerialized form, as on **Friday, September 06, 2024** ('**cut-off date**'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

4. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the company for E-voting i.e. **Saturday, October 12, 2024**. Further, resolutions passed by the Members through E-voting are deemed to have been passed effectively at a general meeting.

5. The Postal Ballot Notice is being sent by e-mail to all the Members, whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. **Friday, September 06, 2024** and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the company's Registrar and Share Transfer Agent i.e. Bigshare Services (P) Limited. Each Member's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the company as on cut-off date, which will only be considered for voting.

6. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

7. The Board of Directors has appointed Mr. Arun Kumar Gupta, Practicing Company Secretary (FCS 5551 | CP 5086), Proprietor of Arun Kumar Gupta & Associates, Company Secretaries, as Scrutinizer for scrutinizing the E-voting process and conducting Postal Ballot process in a fair and transparent manner.



8. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of votes received through E-voting. The results of the Postal Ballot will be announced on or before **Tuesday, October 15, 2024**
9. The results of the Postal Ballot will be posted on the company's website www.ramasteel.com, NSDL's Website <https://www.evoting.nsdl.com> and will also be communicated to the National Stock Exchange of India Limited and BSE Limited ("BSE").
10. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the company's website www.ramasteel.com to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot, i.e., **Saturday, October 12, 2024** Members desirous of inspecting these documents may mail to investors@ramasteel.com.
11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Hindi language) in which registered office of the company is situated.
12. To support the "Green Initiative" Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company's RTA or the Depository Participants, in respect of shares held in physical/ electronic mode respectively.
13. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the company is providing facility for voting by E-voting to all the Members of the company to enable them to cast their votes electronically on the items mentioned in the Notice.

PROCEDURE FOR E-VOTING:

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





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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>(i) Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>(ii) If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>(iv) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - A. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - B. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will

- force you to change your password.
- C. How to retrieve your 'initial password'?
 - a) 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'.
 - b) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
 6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - A. Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - B. **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - C. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - D. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
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 csarungupta@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Abhishek Mishra at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@ramasteel.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@ramasteel.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and 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.

**By order of the Board of Directors of
Rama Steel Tubes Limited**

**Sd/-
Naresh Kumar Bansal
Managing Director
DIN: 00119213**

Date: September 10, 2024

Place: New Delhi



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013.

ITEM NO. 1: APPOINTMENT OF MR SAURABH SHASHWAT (DIN: 10074130) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors (the “Board”), on the recommendation of the Nomination and Remuneration Committee (the “NRC”) had approved the appointment of Mr. Saurabh Shashwat (DIN 10074130) as an Additional Director (Non-Executive - Independent) of the Company, for a first term of 5 (five) years effective from September 10, 2024, upto September 10, 2029, not liable to retire by rotation subject to approval of the shareholders of the Company by way of Special Resolution.

Pursuant to the provisions of Section 161 of the Act, Mr. Saurabh Shashwat will hold office upto the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1)(c) and 25(6) of SEBI LODR Regulations, approval of shareholders of the Company is required to be obtained for appointment of a Director, within a time period of 3 (three) months from the date of appointment. Therefore, the approval of members is being sought for the aforesaid appointment of Mr. Saurabh Shashwat, through this Postal Ballot.

The Company has received a notice in writing from a Member, in terms of Section 160 of the Act, proposing the appointment of Mr. Saurabh Shashwat as Non-Executive Independent Director of the Company.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Saurabh Shashwat with regard to the proposed appointment:

- a) Consent to act as Director of the Company, in Form DIR-2, in terms of Section 152 of the Act.
- b) Declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.
- c) Declaration that he meets the criteria of independence prescribed under the Companies Act 2013 and the SEBI LODR Regulations.
- d) Declaration that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority.
- e) Confirmation that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director of the Company.
- f) Confirmation that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors’ databank.



In the opinion of the NRC and the Board, Mr. Saurabh Shashwat fulfills the conditions of independence as specified in the Act, the Rules thereunder and the SEBI Listing Regulations, and is independent of the Management.

Further, in the opinion of the NRC and the Board, Mr. Saurabh Shashwat possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering his qualifications, rich experience and expertise. A brief profile of Mr. Saurabh Shashwat, along with additional details as required under Regulation 36 of SEBI LODR Regulations and SS-2, are given in **Annexure-1** to this Notice.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Saurabh Shashwat will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board of Directors, and Committees thereof if approved by the Nomination and Remuneration Committee, reimbursement of expenses for participation in the meetings, subject to the overall limits as specified under the Act and the Rules framed thereunder.

Mr. Saurabh Shashwat is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

Except Mr. Saurabh Shashwat and his relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board recommends the special resolution set forth at Item No. 1 for the approval of the shareholders.

**By order of the Board of Directors of
Rama Steel Tubes Limited**

**Sd/-
Naresh Kumar Bansal
Managing Director
DIN: 00119213**

**Date: September 10, 2024
Place: New Delhi**

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

Name	Mr. Saurabh Shashwat
Director Identification Number	10074130
Age	33 Years
Qualification	Fellow member of The Institute of Company Secretaries of India. Associate member of The Institute of Cost Accountants of India.
Experience	More than 8 years of experience
Nature of expertise in specific functional areas	Mr. Saurabh Shashwat has immense experience and specialize in dealing with matters relating to Company Law, Securities Laws, Corporate Governance matters, Corporate Social Responsibility matters, Legal Due Diligence, Start-Ups, Joint Ventures, Foreign Collaborations, Trademark, Copyrights, Mergers, Acquisitions, Due Diligence, ESOPs implementation, Listings and Capital Market Transactions, Secretarial and compliances of USA Corporations.
Brief resume of the Director	Mr. Saurabh Shashwat is the proprietor of Practicing Company Secretary firm, Saurabh Shashwat & Associates founded in September 2016. Saurabh Shashwat is a qualified Fellow member of The Institute of Company Secretaries of India. He is a qualified Associate member of The Institute of Cost Accountants of India. He is also a qualified Social Auditor. He has qualified the examination of Independent Director conducted by Indian Institute of Corporate Affairs and eligible to be appointed as the Independent Director. Saurabh has also qualified the CFE (Certified Fraud Examiner) from The Institute of Company Secretaries of India, New Delhi. He has remarkable exposure and over Eight years of experience in corporate law advisory to Corporates and Government Companies, corporate governance issues, listing in SME and Main Board platform, Valuations and advising on various corporate and legal matters.

Date of first appointment	September 10, 2024
Terms and conditions of appointment	<p>It is proposed to appoint Mr. Saurabh Shashwat as a Non-Executive -Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) years, with effect from September 10, 2024.</p> <p>Terms and conditions of appointment are in accordance with the Nomination and Remuneration Policy. The same is available for inspection by the members and is also provided on the Company's website at https://www.ramasteel.com/policy-and-code-of-conduct.php.</p>
Remuneration last drawn	Not Applicable
Remuneration proposed to be given	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board of Directors, and Committees thereof if approved by the Nomination and Remuneration Committee, reimbursement of expenses for participation in the meetings, subject to the overall limits as specified under the Act and the Rules framed thereunder.
Number of Board meetings of the Company attended during the year	Not Applicable
Listed entities from which the Director has resigned in the past three years.	Nil
Directorships of other Boards as on date of Postal Ballot Notice	<ol style="list-style-type: none"> 1. Marc Loire Fashions Limited 2. Nurture Well Foods Private Limited 3. Glocal Consultants And KPO Private Limited 4. Namo Ewaste Management Limited 5. Titan Securities Limited 6. Integrated Industries Limited
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	<ol style="list-style-type: none"> 1. Titan Securities Limited Audit Committee- Chairperson Nomination and remuneration committee- Member Stakeholders Relationship Committee- Chairperson 2. Integrated Industries Limited Audit Committee- Member Nomination and remuneration committee- Member Stakeholders Relationship Committee- Member

	<p>3. Namo Ewaste Management Limited Audit Committee- Member Nomination and Remuneration Committee- Chairperson Stakeholders Relationship Committee- Member</p>
Number of shares held in the Company	Nil
Relationship with other Directors and Key Managerial Personnel or their respective relatives	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies or their respective relatives