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# Rama Steel Tubes Ltd.

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

CIN : L27201DL1974PLC007114

Regd. Office

No. 7, 1st Floor, Surya Niketan, Vikas Marg, New Delhi-110092 Ph. : 011-43656667, 43656668 Fax : 011-43656699  
E-mail : investors@ramasteel.com, info@ramasteel.com, Website : www.ramasteel.com

Date: September 6, 2017

To,

The Manager - Listing  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra- (East),  
Mumbai - 400 051.

**NSE Symbol: RAMASTEEL**

Department of Corporate Services  
BSE Limited,  
Corporate Relationship Dept.,  
P. J. Towers, Dalal Street,  
Mumbai - 400 001.

**BSE Scrip Code: 539309**

Dear Sirs,

## **Sub: Notice of 43<sup>rd</sup> Annual General Meeting**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice convening 43<sup>rd</sup> Annual General Meeting of Rama Steel Tubes Limited to be held on Friday, September 29, 2017 at 4.00 P.M. at Aura Grand Residency, 439, Jagriti Enclave, Near Karkardooma Metro Station, Delhi-110092.

Thanking you,

Yours faithfully,

For Rama Steel Tubes Limited

**Kapil Datta**

Company Secretary



Encl.: As above.

## NOTICE

Notice is hereby given that the 43rd Annual General Meeting of the members of Rama Steel Tubes Limited will be held on Friday, the 29th day of September, 2017 at 4.00 p.m. at Aura Grand Residency, 439, Jagriti Enclave, Near Karkardooma Metro Station, Delhi-110092, 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 31st March 2017, 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. Richi Bansal, who retires by rotation and being eligible, offers himself for re-appointment.

#### Item no. 3 – Appointment of Statutory Auditors

To ratify appointment of Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:-

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. VAPS & COMPANY, Chartered Accountants (Registration No. 003612N), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2018 and the Board of Directors/ Audit Committee of the Company be and is hereby authorised to fix their remuneration.”

### SPECIAL BUSINESS

#### Item no. 4 – Approval of remuneration of the Cost Auditors for the financial year ending March 31, 2018

**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, 2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting."

#### 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. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Transfer Books of the Company will be closed from Wednesday, September 27, 2017 to Friday, September 29, 2017.

4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
6. Information and other instructions relating to e-voting are as under :
  - i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (LODR) Regulation 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
  - ii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - iii. The Board of Directors of the Company has appointed Mr. Vipin Aggarwal, a Practicing Chartered Accountant, Partner, VAPS & Company, New Delhi as Scrutinizer to scrutinize the Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
  - iv. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 22, 2017.
  - v. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 22, 2017 only shall be entitled to avail the facility of remote e-voting / Poll.
  - vi. The e-voting period commences on Tuesday, 26th September, 2017 (9.00 a.m. IST) and ends on Thursday, 28th September, 2017 (5.00 p.m. IST). During this period, Members may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on September 22, 2017 i.e. the cut-off date.
  - vii. The instructions and other information for e-voting are as under:
    - A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participants)
      - a) Open email and open PDF file with your Client ID or Folio No. as password. The PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting then you can use your existing password for casting the vote. If you have forgot your password, you can reset your password by using "Forget User Details / Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no.: 1800-222-990.
      - b) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
      - c) Click on "Shareholder – Login".
      - d) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
      - e) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
      - f) Home page of "e-voting" opens. Click on e-Voting: Active Voting Cycles.
      - g) Select "EVEN" of "Rama Steel Tubes Limited".
      - h) Now you are ready for e-voting as "Cast Vote" page opens.
      - i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
      - j) Upon confirmation, the message "Vote cast successfully" will be displayed.
      - k) Once you have voted on the resolution, you will not be allowed to change /modify your vote.
      - l) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [vipin\\_1960@hotmail.com](mailto:vipin_1960@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
    - B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/Depository Participants or requesting physical copy):
      - a) Initial Password is provided at the bottom of the Attendance Slip for the AGM  
USER ID  
PASSWORD:
      - b) Please follow all steps from pt. (a) to pt. (l) above, to cast vote.



- viii. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Members and remote e-voting user manual for members available at the downloads selection of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. : 1800-222-990
- ix. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- x. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 22, 2017, may obtain the login ID and password by sending a request referring the Company name (i.e., Rama Steel Tubes Limited) along with the DP and Client ID Particulars to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- xi. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall be placed on the website of the Company.

By order of the Board of Directors

Date: August 14, 2017  
Place : New Delhi

Sd/-  
**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. 4 of the accompanying Notice:

### Item no. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2018 as per the following details:

Sr. No.	Name of the Cost Auditor	Financial Year	Audit Fees
1	M/s S. Shekhar & Company	2017-18	₹ 40,000/-

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. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

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. 4 of the Notice for approval by the members.

By order of the Board of Directors

Date: August 14, 2017  
Place : New Delhi

Sd/-  
**NARESH KUMAR BANSAL**  
Chairman & Managing Director

## Details of Directors seeking appointment/ re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (LODR) Regulation 2015)

**Mr. Richi Bansal**, aged 38 years, is the Director of the company and is highly motivated and ambitious person. He did B. Sc (Hons.) in Management from Bradford University, U.K. and did his internship from a reputed company called BIE (Marketing & Advertising). He is thoroughly professional in approach and is overseeing the marketing department of the Company and is instrumental in taking the products of the Company to overseas markets. He is exploring new avenues to augment the turnover of the company. The Company expects its turnover to expand manifold under his able guidance and leadership.

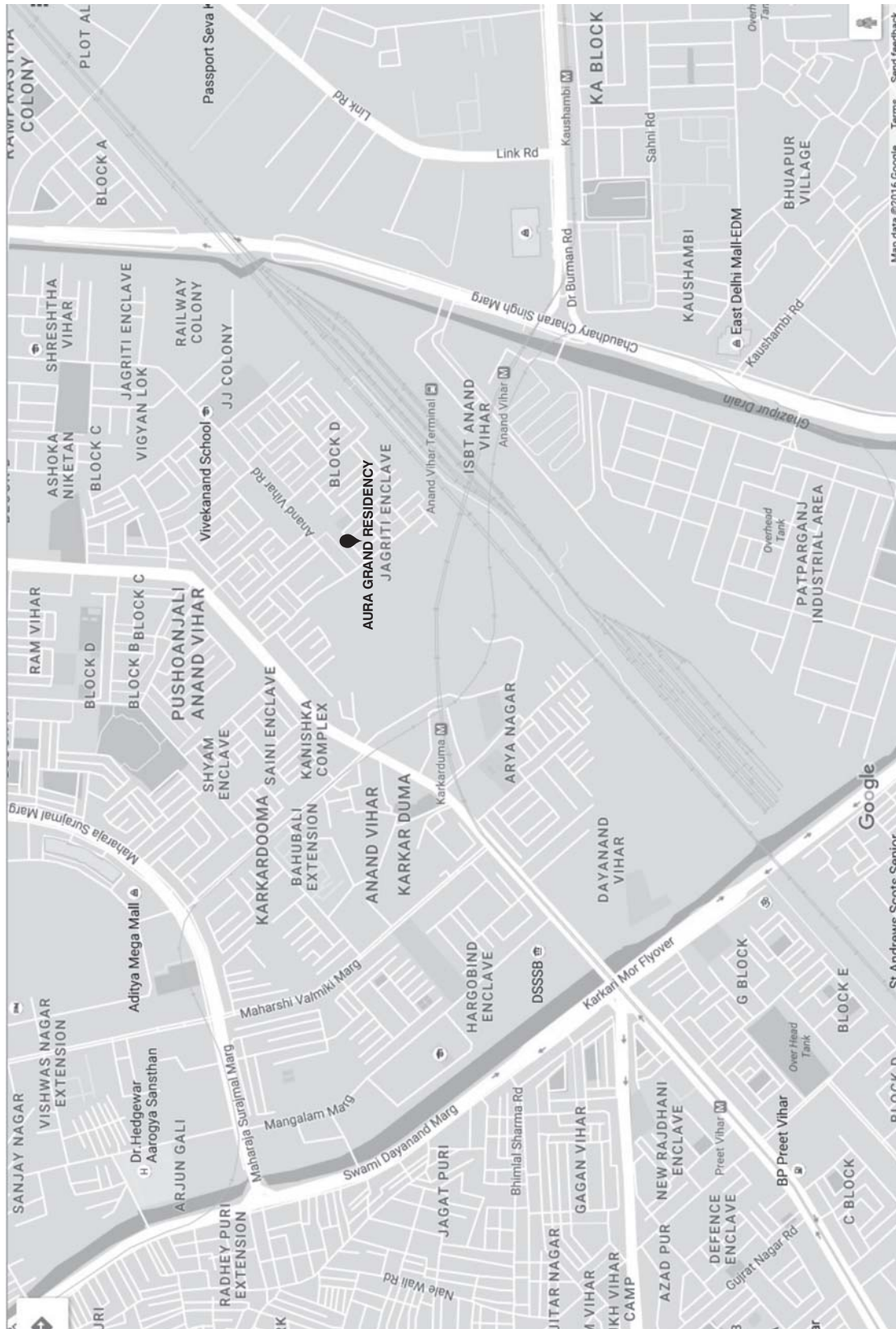
**Directorships held in other public company: NIL**

**Memberships/Chairmanship of committees of other public company: NIL**

**Number of Shares held in the Company: 1443000 Equity Shares of Rs.5/- each**



## ROUTE MAP OF THE VENUE FOR ANNUAL GENERAL MEETING



**43<sup>rd</sup> Annual General Meeting Venue:**

**Aura Grand Residency**

439, Jagriti Enclave, Near Karkardooma  
Metro Station, Delhi- 110092



**RAMA STEEL TUBES LIMITED**  
CIN: L27201DL1974PLC007114

**Regd. Office: No. 7, 1st Floor, Surya Niketan, Vikas Marg, New Delhi-110 092.**

**ATTENDANCE SLIP**  
**43<sup>rd</sup> Annual General Meeting**

Regd. Folio/DP & Client ID No.: ..... No. of Shares Held: .....

I certify that I am a Registered Shareholder/Proxy for the Registered Shareholder of the Company. I hereby record my presence at the 43<sup>rd</sup> Annual General Meeting of the Company at Aura Grand Residency, 439, Jagriti Enclave, Near Karkardooma Metro Station, Delhi-110092 on Friday, September 29, 2017 at 4.00 p.m.

Member's Name : .....

Proxy's Name : .....

.....  
Member's/Proxy's Signature

- Note : N. Please fill this attendance slip and hand over at the entrance of the meeting hall.  
2. Members/Proxy Holders/Authorized Representative are requested to show their Photo ID Proof for attending the meeting.

**RAMA STEEL TUBES LIMITED**  
**Regd. Office: No. 7, 1st Floor, Surya Niketan, Vikas Marg, New Delhi-110 092.**

**PROXY FORM**

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

Name of the member(s):	E-Mail Id:
Registered address:	Folio No/Client Id & DP ID :

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

1. Name : .....Address.....

.....Email ID : ..... Signature : .....or failing him

2. Name : .....Address.....

.....Email ID : ..... Signature : .....or failing him

3. Name : .....Address.....

.....Email ID: ..... Signature : .....as my/ourproxy to

attend and vote (on poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the Company to be held on Friday, September 29, 2017 at 4:00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below :

S.No.	Resolutions	Optional	
		For	Against
<b>ORDINARY BUSINESS</b>			
1.	Adoption of financial statements		
2.	Appointment of Director in place of those retire by rotation		
3.	Appointment of Statutory Auditors		
<b>SPECIAL BUSINESS</b>			
4.	Approval of remuneration of the Cost Auditors for the financial year ending March 31, 2018		

Signed this .....day of .....2017

Signature of the Proxy holder(s)

Signature of the shareholder

Affix  
revenue  
stamp of Re. 1

**Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**