

REMI EDELSTAHL TUBULARS LIMITED

Corporate Identification Number (CIN): L28920MH1970PLC014746
Remi House, Plot No.11, Cama Industrial Estate ,Goregaon (East) Mumbai-400063
Tel.: 91 22 40589888 Fax: 91 22 26852335
E-mail: rmi_igrd@remigroup.com, Website: www.remigroup.com

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) to the members of the Company that the Resolutions as set out hereunder is proposed to be passed by postal ballot / electronic voting (e-voting) seeking consent of the members of the Company.

The proposed resolutions, along with the explanatory statement setting out the material facts and reasons thereto, are annexed hereto and a Postal Ballot Form is enclosed for your consideration.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed postage pre-paid business reply envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than 17:00 Hours (IST) on **24th February, 2018**.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this notice.

The Scrutinizer after completion of scrutiny of the postal ballot will submit the report to the Chairman (including e-voting). The Results of the Postal Ballot (including e-voting) will be posted on the website of the Company i.e. www.remigroup.com and the same will be intimated to the Stock Exchanges where the Equity Shares of the Company are listed.

**By order of the Board
For Remi Edelstahl Tubulars Limited**

Sd/-

**Rishabh R.Saraf
Managing Director
DIN : 00161435**

**Place: Mumbai
Date: 15th January, 2018**

Item No.1

To Increase Authorised Share Capital of the Company

To consider and, if thought fit, to pass with or without modification(s), the following Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, the authorized share capital of the Company be and is hereby increased from existing Rs.15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each and 4,00,000 (Four Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each to **Rs.20,00,00,000/- (Rupees Twenty Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each and 9,00,000 (Nine Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each**, by creating an additional 5,00,000 (Five lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each aggregating to Rs.5,00,00,000/- (Rupees Five Crores only).

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/ Committee of the Board be and is hereby authorized to do or cause to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms with the Registrar of Companies, Maharashtra, Mumbai and to comply with all other requirements in this regard and for any matters connected therewith or incidental thereto, as may be deemed necessary and expedient in this regard.”

Item No.2

Amendment of Capital Clause of the Memorandum of Association

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

“RESOLVED THAT, pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be substituted with the following new clause:

- V. The Authorized Share Capital of the Company is Rs.20,00,00,000/- (Rupees Twenty Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each and 9,00,000 (Nine Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each, with power to increase, modify or reduce the capital and to divide the shares in the original or increased or reduced capital for the time being into several classes and to attach to them respectively any preferential, deferred, qualified or other special rights, privileges, advantages, restrictions or conditions but so that when shares are issued with any preferential or special rights attached thereto, such rights shall not be alterable otherwise than pursuant to the provisions contained in the accompanying Articles of Association or in accordance with the provision of law for the time being in force.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board be and is hereby authorized to do or cause to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms with the Registrar of Companies, Maharashtra, Mumbai and to comply with all other requirements in this regard and for any matters connected therewith or incidental thereto, as may be deemed necessary and expedient in this regard.”

Item No.3

Alteration of Articles of Association

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, the existing Article 6 of the Articles of Association of the Company be and is hereby substituted with the following clause:

6. The Authorized Share Capital of the Company is Rs.20,00,00,000/- (Rupees Twenty Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each and 9,00,000 (Nine Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board be and is hereby authorized to do or cause to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected therewith or incidental thereto, as may be deemed necessary and expedient in this regard.”

Item No.4

Alteration in Main objects 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, pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, sub-clause (5a) in Clause III A of the Memorandum of Association of the Company be inserted therein as follows:

- III A (5a) To carry on the business of builders, developers , including redevelopment, purchase sale, contractors, liaising with Government and other agencies for approvals, plans, layouts, schemes etc., Estate Agents, Marketing, Consultancy, and entrepreneurs in lands, properties, estates, buildings and in all branches of constructions and to undertake, to execute and to carry out, either alone or jointly, with any other company or persons, for residential, commercial, and/ or public utilities, and letting the same on lease or building agreements and by advancing money and entering into contracts and arrangements with builders, tenants and others.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board be and is hereby authorized to do or cause to do all such acts, deeds, matters and things, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected therewith or incidental thereto, as may be deemed necessary and expedient in this regard.”

Item No.5

Issue of Preference shares

To consider and, if thought fit, to pass with or without modification(s), the following Special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 (‘Rules’) framed thereunder, as may be amended from time to time, and the Memorandum and Articles of Association of the Company and any rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions

and sanctions, as may be necessary and subject to such terms, conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to invite/offer, issue and allot 5,00,000 - 8% Non-Cumulative, Non-Convertible Preference Shares (NCPS) of Rs.100/- each, aggregating to Rs.5,00,00,000/- (Rupees Five Crores Only) for cash at par, through private placement to **M/s Hanuman Freight and Carriers Private Limited**, Non-Promoter, and on such terms and conditions as decided by the Board.

"RESOLVED FURTHER THAT in accordance with the provisions of Section 43 of the Act, the each NCPS shall:

- a) carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- b) be non-participating in the surplus funds;
- c) be non-participating in surplus assets and profits, on winding-up which may remain after entire capital has been repaid ;
- d) be paid dividend on a non-cumulative basis;
- e) be non-convertible;
- f) be redeemed at the end of the 6th year, with an option to redeem any time after end of 4th year;
- g) have voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Act;

"RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to issue offer letter, Application Forms , sign all / any e-forms, determine size of each tranche(s), rights entitlement ratio, timing of the offer and various other matters in respect thereof and to settle any question, doubt or difficulty which may arise in regard to the offers or allotment and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to aforesaid resolutions."

By order of the Board
For Remi Edelstahl Tubulars Limited

Registered Office:

Remi House , Plot No.11,
Cama Industrial Estate,
Goregaon (East), Mumbai – 400063

Sd/-
Rishabh R.Saraf
Managing Director
DIN : 00161435

Place: Mumbai

Date: **15th January , 2018**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the proposed resolution is annexed hereto.
2. The Notice is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 12th January, 2018.
3. The self-addressed envelope attached to this Notice bears the address to which the duly completed Postal Ballot Form is to be sent.
4. Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. If a member has voted through e-voting and postal ballot both then the e-voting will be counted and voting done through postal ballot will be rejected.

5. Electronic copy of the Postal Ballot Notice of the Company is sent by email to the members whose email IDs are registered with the Company/ Depository Participants(s) for communication. For members who have not registered their email address, physical copy of the Postal Ballot Notice inter alia indicating the process and manner of e-Voting along with Postal Ballot form is being sent in the permitted mode. The said notice is also made available on the website of the Company (www.remigroup.com) and it will remain till the last date of receipt of the Postal Ballot forms i.e. 24th February, 2018.
6. Shareholders desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the postal ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed business reply envelope to the scrutinizer so as to reach the Scrutinizer on or before the close of working hours on 24th February, 2018. Any Postal Ballot received from the member beyond the said date will not be valid and voting by whether by post or by electronic means shall not be allowed beyond the said date.
7. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to rmi_igrd@remigroup.com
8. In case of joint holding, this form should be completed and signed by the first named Member and in his / her absence, by the next-named Member.
9. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
10. Documents specifically stated, if any, in the Explanatory Statement are open for inspection at the Registered Office of the Company situated at Plot No.11, Remi House, Cama Industrial Estate, Goregaon(East), Mumbai 4000 063 between 4.00 p.m. to 5.00 p.m. on all working days up to the date of announcement of Postal Ballot Results i.e. 24th February, 2018.
11. Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent (R & T Agent) at the following address:

Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis Apartments, (Next to Keys Hotel),
Marol Maroshi Road, Andheri East, Mumbai 400059.
Ph. No.:022-62638200 Fax No.:022- 62638299
Email : Investor@bigshareonline.com
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of the postal ballots (including e-voting). The result of the voting by postal ballot (including e-voting) will be announced by the Chairman, 26th February, 2018, at the registered office of the Company and will also be displayed on the website of the Company (www.remigroup.com), website of NSDL and also on website of Bombay Stock Exchange.
13. The Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
14. The date of declaration of results of the postal ballot will be taken to be the date of passing the resolutions.
15. Members who have not registered their e-mail address, so far, are requested to register their e-mail address. Member who have in electronic holdings (Demat) are requested to register their e-mail ID with your Depository Participant and who hold shares in physical form are requested to register their e-mail address with the Company or our Registrar & Share Transfer Agent (RTA) in enclosed **E-mail Registration-Cum-Consent Form** so that they can receive any communication from the Company electronically.

16. Voting through Electronic Means (E-voting Facility):

Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their rights to vote by electronic means. The shareholders would therefore be able to exercise their voting rights on the items put up in this Notice, through such e-voting method. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities. The e-voting facility is available at the link www.evoting.nsdl.com

The detailed procedure for e-voting is set out below:

(a) In case of Members receiving an e-mail from NSDL:

- (i) Open email and open PDF file viz; "**RETL e-voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login.
- (iv) put 'User ID' and Password' as initial password/PIN as noted in step (i) above and click 'Login'.
- (v) 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.
- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select 'EVEN' (E-voting Event Number) of **REMI EDELSTAHL TUBULARS LIMITED**.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at retlscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders receiving physical copy of the Notice of Postal Ballot

- (i) Initial Password is provided in the enclosed Form.

EVEN (E-voting Event Number)	User ID	Password/ PIN
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- (ii) Please follow all steps from Sr. No. (a) (ii) to Sr. No. (xii) above, to cast vote.

(c) Other Instructions:

- i. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website www.evoting.nsdl.com or call on Toll free no. 1800-222-990.

- ii. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iv. The voting rights of the members shall be in proportion to the paid up value of their shares in the equity Capital of the Company as on the cut-off date i.e. 12th January, 2018.
- v. The voting period shall commence at **9:00 a.m. on 26th January, 2018** and will end at **5:00 p.m. on 24th February, 2018**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 12th January, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- vi. The Company has appointed Shri Vishal Mehra, Company Secretary in practice as the Scrutinizer, for conducting the e-voting and postal ballot process in a fair & transparent manner.
- vii. You can also update your mobile Number and e-mail id in the user profile details of the folio which may be used for sending future communications.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item No. 1, 2 and 3

Increase Authorised Share Capital of the Company subsequently Alteration of MoA & AoA

In view to augment the availability of finance for its activities, the Board of Directors of the Company at its meeting held on 15th January , 2018 proposed to raise the Authorized Capital of the Company from the Rs.15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each and 4,00,000 (Four Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each to **Rs.20,00,00,000/- (Rupees Twenty Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each and 9,00,000 (Nine Lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each**, by creating an additional 5,00,000 (Five lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each aggregating to Rs.5,00,00,000 (Rupees Five Crores only).

Any increase in Authorised Capital requires amendment to the capital clause of Memorandum of Association and alteration of the Articles of Association by way of Special Resolution. The Special Resolutions proposed for amendment of Clause V of the Memorandum of Association and Article 6 of the Articles of Association of the Company are to be approved by the shareholders by way of Postal Ballot.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the proposed resolution.

Item No.4

Alteration in Main Objects of the Company

The Company intends to pursue the activities as mentioned in Resolution No.4.

To give effect, the sub clause (5a) of Clause III A of Memorandum of Association needs to be inserted. Accordingly, the approval of the Members is being sought, by way of a Special Resolution for insertion of the said Clause of the Memorandum of Association.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the proposed resolution.

Item No.5

Issue of Preference Shares

The Board of Directors have approved the offer and issuance of 5,00,000 – 8% Non-Cumulative Preference Shares ('NCPS') of Rs.100/- each, aggregating Rs.5,00,00,000/- (Rupees Five Crores only) for cash at par, through private placement, to **M/s Hanuman Freight and Carriers Private Limited**, Non-Promoter, and on such terms and conditions as may be decided by the Board.

Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ('Rules') framed there under, inter alia, requires a company to obtain the prior approval of the Shareholders, by way of a Special Resolution for issue of preference shares.

Members' approval is being sought in terms of section 62 of the Companies Act, 2013, which provides, inter alia that whenever it is proposed to increase the subscribed capital of a company by issue and allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the equity shares of the company in proportion to the capital paid-up on that date unless the shareholders decide otherwise. Further, Section 42 of Companies Act, 2013, states that a Company shall not make private placement of its securities unless it is previously approved by shareholders of the Company by special resolution.

Accordingly, the approval of the Members is being sought, by way of a Special Resolution, to offer and issue, in one or more tranche(s), Non- Cumulative Preference Shares ('NCPS') at par.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the NCPS, are as under:

1	the size of the issue and number of preference shares to be issued and nominal value of each share	5,00,000 – 8% Non-Cumulative Preference Shares ('NCPS') of Rs.100/- each, aggregating Rs.5,00,00,000/- (Rupees Five Crores only) for cash at par, in one or more tranche(s)
2	the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non – convertible	Non-cumulative, Non-Convertible, Non - Participating
3	the objectives of the issue;	To augment the availability of finance for its activities.
4	the manner of issue of shares	Private placement
5	the price at which such shares are proposed to be issued;	At par
6	the basis on which the price has been arrived at;	Not applicable as shares are being issued at par
7	the terms of issue, including terms and rate of dividend on each share, etc.;	The shares shall carry a fixed non-cumulative dividend at a rate of 8% p.a on the capital for the time being paid-up thereon
8	the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion;	Be redeemed at the end of the 6 th year, with an option to redeem any time after end of 4 th year.
9	the manner and modes of redemption;	The proposed Preference shares shall be redeemed in accordance with the provision of the Companies Act, 2013 or any such other applicable law, rules, and regulations as may be applicable.

10	the current shareholding pattern of the company;	Equity Shareholding Pattern as on December 31, 2017:																																				
		<table border="1"> <thead> <tr> <th>Category of Shareholder</th> <th>% of Shareholding</th> </tr> </thead> <tbody> <tr> <td colspan="2">Promoters' holding:</td> </tr> <tr> <td>Indian Promoters</td> <td></td> </tr> <tr> <td>Individual</td> <td>22.03</td> </tr> <tr> <td>Bodies Corporate</td> <td>30.68</td> </tr> <tr> <td>Trust</td> <td>0.56</td> </tr> <tr> <td>Foreign Promoters</td> <td>0.00</td> </tr> <tr> <td>SUB TOTAL (A)</td> <td>53.27</td> </tr> <tr> <td colspan="2">Non-Promoters' holding:</td> </tr> <tr> <td>Institutional Investors</td> <td>0.09</td> </tr> <tr> <td>Non-Institution Investors</td> <td>0.00</td> </tr> <tr> <td>Bodies Corporate</td> <td>18.92</td> </tr> <tr> <td>Indian Public</td> <td>18.48</td> </tr> <tr> <td>Clearing Member</td> <td>0.07</td> </tr> <tr> <td>NRI</td> <td>9.17</td> </tr> <tr> <td>Trust</td> <td>0.00</td> </tr> <tr> <td>SUB TOTAL (B)</td> <td>46.73</td> </tr> <tr> <td>GRAND TOTAL (A+B)</td> <td>100.00</td> </tr> </tbody> </table>	Category of Shareholder	% of Shareholding	Promoters' holding:		Indian Promoters		Individual	22.03	Bodies Corporate	30.68	Trust	0.56	Foreign Promoters	0.00	SUB TOTAL (A)	53.27	Non-Promoters' holding:		Institutional Investors	0.09	Non-Institution Investors	0.00	Bodies Corporate	18.92	Indian Public	18.48	Clearing Member	0.07	NRI	9.17	Trust	0.00	SUB TOTAL (B)	46.73	GRAND TOTAL (A+B)	100.00
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11	the expected dilution in equity share capital upon conversion of preference shares	Not applicable, since the proposed Preference Shares are Non-Convertible in nature.																																				
12	The proposed time within which the allotment shall be completed	In accordance with the provision of the Companies Act, 2013 or any such other applicable law, rules, and regulations as may be applicable.																																				

The Company has no subsisting default in the redemption of preference shares earlier or in payment of dividend due on any preference shares.

There will be no change in the control in the issuer consequent to the issue.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the proposed resolution

The Board recommends the above stated resolutions for your approval.

Registered Office:

Remi House, Plot No.11,
Cama Industrial Estate,
Goregaon (East), Mumbai – 400063

Place: Mumbai

Date: 15th January, 2018

By order of the Board
For Remi Edelstahl Tubulars Limited

Sd/-

Rishabh R.Saraf
Managing Director
DIN : 00161435

Encl.:

1. Postal Ballot Form
2. Self-addressed Postage Pre-paid Business Reply Envelope
3. E-Mail Registration-Cum Consent Form

REMI EDELSTAHL TUBULARS LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon (E), Mumbai- 400 063,
CIN: L28920MH1970PLC014746, Email: rmi_igrd@remigroup.com,
Web.: www.remigroup.com, Ph.: 022-40589888, Fax: 022-26852335

Postal Ballot Form

Name & Address of the Registered Shareholder:

DPID/Client ID/ Folio No. :

No. of Shares Held :

I/We hereby exercise my/ our vote in respect of the following Ordinary/ Special Resolutions to be passed through postal ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below:

Item No.	Resolution summary	No. of shares held by me	I assent to the resolution Please tick (✓)	I dissent to the resolution Please tick (✓)
1.	Increase in authorized share capital of the Company			
2.	Amendment of Capital Clause of the Memorandum of Association of the Company			
3.	Alteration of Article of Association of the Company			
4.	Alteration in Main Object of Memorandum of Association of the Company			
5.	Issue of Preference shares.			

E-mail ID: _____

Place: _____

Date : _____

Signature of the Member _____

Remote Electronic Voting Particulars

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out below:

EVEN (E-voting Event Number)	User ID	Password/ PIN
108140		

The e-voting facility will be available during the following voting period;

Commencement of e-voting	End of e-voting
From 9.00 A.M. of 26th January, 2018	Upto 5.00 P.M. of 24th February, 2018

Notes :

1. Please read the instructions printed Overleaf carefully before filling this Form and for e-voting. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is on **Saturday, the 24th February, 2018** up to **5.00 P.M.**

P.T.O.

Instructions:

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. This form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed by the first named Member and in his / her absence, by the next -named Member.
4. The self-addressed envelope attached to this Notice bears the address to which the duly completed Postal Ballot Form is to be sent
5. Consent must be accorded by placing a tick mark [√] in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark [√] in the column 'I dissent to the resolution.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on or before **Saturday the 24th February, 2018 by 5:00 P.M.** If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
7. A Member may request for a duplicate Postal Ballot Form, if so required through email at **rmi_igrd@remigroup.com**. However, the duly filled in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in Item (6) above.
8. The right of voting by postal ballot shall not be exercised by proxy. Members are requested to fill the Postal Ballot form in indelible ink (and avoid filling it by using erasable writing mediums like pencil).
9. Unsigned, incomplete, improper Postal Ballot Form or the form in which any other material information is missing or postal ballot containing misleading information will be rejected.
10. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the cut-off date, i.e. **12th January, 2018**.
11. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of Joint holders
12. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/ authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories and are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to **retlscrutinizer@gmail.com** with a copy marked to **evoting@nsdl.co.in**.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
14. The Result along with Scrutinizer's Report of the Postal Ballot shall be placed on the Website of the Company i.e. **www.remigroup.com**, website of NSDL and also on website of Bombay Stock Exchange.
15. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Telephone No. 022-40589888 or email at **rmi_igrd@remigroup.com**.

Note: Kindly fill the below mentioned "E-mail Registration Form" along with the Postal Ballot Form and send in the self-addressed envelope. In respect of Demat holdings, kindly register your email ID with your Depository Participant. In case of Members who hold shares in physical form are requested to register their e-mail address with the Company or RTA.

E-mail Registration Form

REMI EDELSTAHL TUBULARS LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon (E), Mumbai- 400 063
CIN: L28920MH1970PLC014746, Web.: www.remigroup.com, Email: rmi_igrd@remigroup.com,
Ph.:022-40589888, Fax: 022-26852335

Registration of e-mail address for future communication

Name of Shareholder: _____

e-mail id: _____

Client ID No./Folio No. (in case physical holding): _____ DP ID: _____

Address: _____

Signature: _____

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address, so far, are requested to register their e-mail address, in respect of electronic holdings with the Depository through their concerned Depository Participant. Members who hold shares in physical form are requested to register their e-mail address with the Company.