

REMI EDELSTAHL TUBULARS LIMITED

Corporate Identification Number (CIN): L28920MH1970PLC014746

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

Tel.: 022-40589888 Fax: 022-26852335

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 **5.00 P.M. on the 10th September, 2016.**

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: August 2, 2016

Item No.1

To Increase Authorised Share Capital of the Company

To consider and, if thought fit, to pass with or without modification, 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 Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten only) each **to 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) 6 % Non-Cumulative, Non-Convertible Preference Shares of Rs.100/- (Rupees One Hundred only) each**, by creating an additional 10,00,000 (Ten Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) aggregating to Rs.1,00,00,000 (Rupees One Crore) and 4,00,000 (Four lakhs) Preference Shares of Rs.100/- (Rupees One Hundred only) each aggregating to Rs.4,00,00,000 (Rupees Four Crores only).

“RESOLVED FURTHER THAT the new equity shares shall rank pari-passu with the existing equity shares.

“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.15,00,00,000 (Rupees Fifteen Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs only) Equity Shares of Rs.10/- (Rupees Ten only) each and 4,00,000 (Four Lakhs) 6% Non-Cumulative, Non-Convertible 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.15,00,00,000 (Rupees Fifteen Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs only) Equity Shares of Rs.10/- (Rupees Ten only) each and 4,00,000 (Four Lakhs) 6% Non-Cumulative, Non-Convertible 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

Issue of Equity Shares on Preferential basis

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India [SEBI (ICDR) Regulations, 2009”], as amended from time to time, and any such approvals, consents, permissions or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the Members be and is hereby accorded to the Board of Directors of the Company to offer, issue and allot, on a preferential basis, 10,00,000 (Ten Lakhs Only) Equity Shares of Rs.10/- each to Shri Daleep Jatwani, Non –Promoter, NRI, at a price not lower than the price to be determined in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

“RESOLVED FURTHER THAT the relevant date for the preferential issue, as per the SEBI (ICDR) Regulations, 2009, shall be **12th August, 2016**.

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in as provided under the provisions of SEBI ICDR Regulations, 2009 and the Equity Shares so offered, issued and allotted shall rank paripassu with the existing equity shares of the Company in all respects.

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors, be and is hereby authorized to settle all questions that may arise in regard to the offer, issue or allotment of the Equity shares as above and utilization of the proceeds of issue and to do all such acts, deeds, things and matters and to take all such steps and actions as it may in its absolute discretion deem fit and necessary without being required to seek any further consent or approval of members.”

Item No.5

Issue of Preference shares

To consider and, if thought fit, to pass with or without modification, 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 4,00,000 – 6% Non-Cumulative, Non-convertible Preference Shares (NCPS) of Rs.100/- each, aggregating to Rs.4,00,00,000/- (Rupees Four 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.

“**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 25% at the end of the 4th year, 25% at the end of the 5th year, 25 % at the end of the 6th year and 25% at the end of the 7th year, with an option to redeem 100% any time after the end of the 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), 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.”

Registered Office:

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

Place: Mumbai
Date: August 2 ,2016

By order of the Board
For Remi Edelstahl Tubulars Limited

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

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 the **5th August, 2016**.
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. **10th September, 2016**.
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 the **10th September, 2016**. 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 e-mail 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 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. **12th September, 2016**.
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.
E-2/3, Ansa Industrial Estate, Saki Vihar Road,
Saki Naka, Andheri (East), Mumbai – 400 072
Tel. No. 022-2847 0652/4043 0200/2847 0653; Fax No. 022-28475207
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, on **12th September, 2016**, 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 addresses so far are requested to register their e-mail address in the form **E-mail Registration-Cum-Consent Form** which is annexed herewith Notice 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. **5th August, 2016**.
- v. The voting period shall commence at **9:00 a.m.** on **August 12, 2016** and will end at **5:00 p.m.** on **September 10, 2016**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **August 5, 2016**, 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 V. S. Iyer, 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 used for sending future communications.

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

Item No. 2 and 3

To Increase Authorised Share Capital of the Company:

In view to meet the future need for expansion of capital base of the Company, the Board of Directors of the Company at its meeting held on 30th May , 2016 proposed to raise the Authorized Capital of the Company from the existing from Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten only) each **to 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**, by creating an additional 10,00,000 (Ten Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) aggregating to Rs.1,00,00,000 (Rupees One Crore) and 4,00,000 (Four lakhs) 6 % Non-Cumulative, Non-Convertible Preference Shares of Rs.100/- (Rupees One Hundred only) each aggregating to Rs.4,00,00,000 (Rupees Four 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

Issue of Equity Shares on Preferential basis:

The Company proposes to issue and allot upto 10,00,000 (Ten Lakhs Only) equity shares on a preferential basis at a price not lower than the price to be determined in accordance with Chapter VII of the SEBI ICDR Regulations to Shri Daleep Jatwani , Non –Promoter , NRI.

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. The Listing Agreements executed by the Company with the Stock Exchanges where the shares of the Company are listed also provide that the Company shall, in the first instance, offer all securities for subscription pro rata to the shareholders unless the shareholders decide otherwise.

The following disclosure for the preferential issue of equity shares is being made in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (“SEBI ICDR Regulations”) relating to the Preferential Issue and the Companies Act, 2013:

1. Objects of the preferential issue:

To augment the availability of finance for its activities.

2. Proposal of promoters, directors or key managerial personnel of the Company to subscribe to the offer:

None of the Directors or key managerial personnel of the Company will participate in the proposed preferential issue of Equity Shares.

3. Shareholding pattern before and after the preferential issue:

Sr. No.	Category of Shareholder	Pre Issue		Post Issue**	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
A	Promoters’ holding :				
1.	Indian Promoters				
	Individual	24,19,330	24.24	24,19,330	22.03
	Bodies Corporate	33,69,520	33.75	33,69,520	30.68
	Trust	61,748	0.62	61,748	0.56
2.	Foreign Promoters	0	0.00	0	
	SUB TOTAL (A)	58,50,598	58.61	58,50,598	53.27
B	Non-Promoters’ holding :				
1.	Institutional Investors	10,000	0.10	10,000	0.09
2.	Non-Institution Investors				
	Bodies Corporate	20,62,450	20.67	20,62,450	18.78
	Indian Public	20,42,650	20.46	20,42,650	18.60
	Clearing Member	7,254	0.07	7,254	0.07
	NRI	9,248	0.09	10,09,248	9.19
	Trust	200	0.00	200	0.00
	SUB TOTAL (B)	41,31,802	41.39	51,31,802	46.73
	GRAND TOTAL (A+B)	99,82,400	100.00	1,09,82,400	100.00

** Assuming allotment of entire 10,00,000 equity shares under the proposed preferential issue.

4. Time within which preferential issue will be completed:

The Company shall complete the allotment of Equity Shares within a period of 15 (fifteen) days from the date of passing of the proposed special resolution by the shareholders or where the allotment on preferential basis requires any approval of regulatory authorities, the allotment of Equity Shares will be completed within 15 (fifteen) days from the date of such approval.

5. Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

Sr. No.	Name of proposed Allottees	Category	Pre issue holding*		Post issue holding**		Ultimate beneficial owners / entities who ultimately control proposed allottees of the shares proposed to be allotted
			No. of shares	%	No. of shares	%	
1	Shri Daleep Jatwani	Non Resident – Individual (NRI) Non -Promoter	0	0	10,00,000	9.11	N.A

** Assuming allotment of entire 10,00,000 equity shares under the proposed preferential issue.

None of the proposed allottees have sold or dispensed any of the holding during the six (6) months period prior to the relevant date, i.e **12th August, 2016**.

There will be no change in the control or composition of the Board of the Company consequent to the said Preferential Issue.

6. Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:

There will be no securities issued for consideration other than cash.

7. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

8. Undertakings:

The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the SEBI ICDR Regulations where it is required to do so. The Company also undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares issued to proposed allottees shall continue to be locked in till the time such amount is paid by the allottees.

9. Auditors' Certificate:

The certificate of the statutory auditor as required under (ICDR) Regulations 2009, certifying that the Proposed preferential issue is being made in accordance with the requirements of these regulations shall be open for inspection at the Registered Office of the Company situated at Plot No.11, Remi House, Cama Industrial Estate, Goregaon(East), Mumbai 400 063 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. **12th September, 2016**.

10. Lock In:

The equity shares to be allotted under the proposed preferential issue shall be subject to lock in for a period of one (1) year from the date of trading approval, in accordance with the SEBI ICDR Regulations. Further the entire pre-issue shareholding of the proposed allottees, if any, shall be locked-in from the relevant date upto a period of six months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

11. Relevant date and Pricing of the issue:

The Relevant Date for the pricing of the Equity Shares to be issued pursuant to the aforesaid preferential allotment is **Saturday, the 13th August, 2016**, being 30 days prior to the date of publication of the result of the Postal Ballot. Therefore, as per Regulation 71 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, where relevant date falls on a weekend/holiday, the day preceding the weekend/holiday is reckoned to be the relevant date. Hence, The relevant date is **Friday, 12th August, 2016**. The equity shares will be issued at a price not lower than the price to be determined in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009.

The Board at its meeting held on the **2nd August, 2016** has approved the issue and allotment of Equity Shares on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1)(a) of the ICDR Regulations, the above Preferential Issue requires approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution through Postal Ballot/ e-Voting.

None of the Directors or key managerial personnel of the Company will participate in the proposed preferential issue of Equity Shares

Item No.5

Issue of Preference Shares

The Board of Directors have approved the offer and issuance of 4,00,000 – 6% Non-Cumulative Preference Shares ('NCPS') of Rs.100/- each, aggregating Rs.4,00,00,000/- (Rupees Four 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	4,00,000–6% Non-Cumulative Preference Shares (‘NCPS’) of Rs.100/-each, aggregating Rs.4,00,00,000/- (Rupees Four 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 6% 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 25 % at the end of the 4 th year , 25 % at the end of the 5 th year , 25 % at the end of the 6 th year and 25 % at the end of the 7 th year, with an option to redeem 100 % any time after the end of the 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 June 30, 2016: <table border="1" data-bbox="847 1330 1434 2002"> <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>24.24</td> </tr> <tr> <td>Bodies Corporate</td> <td>33.75</td> </tr> <tr> <td>Trust</td> <td>0.62</td> </tr> <tr> <td>Foreign Promoters</td> <td>0.00</td> </tr> <tr> <td>SUB TOTAL (A)</td> <td>58.61</td> </tr> <tr> <td colspan="2">Non-Promoters’ holding :</td> </tr> <tr> <td>Institutional Investors</td> <td>0.10</td> </tr> <tr> <td>Non-Institution Investors</td> <td></td> </tr> <tr> <td>Bodies Corporate</td> <td>20.67</td> </tr> <tr> <td>Indian Public</td> <td>20.46</td> </tr> <tr> <td>Clearing Member</td> <td>0.07</td> </tr> <tr> <td>NRI</td> <td>0.09</td> </tr> <tr> <td>Trust</td> <td>0.00</td> </tr> <tr> <td>SUB TOTAL (B)</td> <td>41.39</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	24.24	Bodies Corporate	33.75	Trust	0.62	Foreign Promoters	0.00	SUB TOTAL (A)	58.61	Non-Promoters’ holding :		Institutional Investors	0.10	Non-Institution Investors		Bodies Corporate	20.67	Indian Public	20.46	Clearing Member	0.07	NRI	0.09	Trust	0.00	SUB TOTAL (B)	41.39	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: **August 2 , 2016**

By order of the Bboard
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 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.	Alteration of Memorandum of Association of the Company			
3.	Alteration of Article of Association of the Company			
4.	Issue of Equity Shares on Preferential basis			
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

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 12th August, 2016	Upto 5.00 P.M. of 10th September, 2016

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 10th September, 2016 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 10th September, 2016 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.
9. Members are requested to fill the Postal Ballot form in indelible ink (and avoid filling it by using erasable writing mediums like pencil).
10. 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.
11. 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. **5th August, 2016**.
12. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of Joint holders
13. 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**.
14. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
15. 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.
16. 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 envelop.

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 registered their e-mail address, in respect of electronic holdings with the Depository through their concerned Depository Participants. Member who hold shares in physical form are requested to registered their e-mail address with the Company.