

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 **13th April, 2019**.

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 Exchange 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: 8th February, 2019**

Item No.1

Special Resolution:

To approve the continuation of directorship, effective April 1, 2019, of Mr. Vishwambhar Chiranjilal Saraf, Non-Executive Director, who has attained the age of 75 years.

“**RESOLVED THAT** in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time, including any statutory modifications or re-enactment thereof), consent and approval of the Company be and is hereby accorded, as set out in the Explanatory Statement annexed hereto, for the continuation of directorship, effective April 1, 2019, of Shri Vishwambhar Chiranjilal Saraf, Director (DIN : 00161381) who has attained the age of 75 years, on the existing terms and conditions of his appointment.

“**RESOLVED FURTHER THAT** the Board of Directors ('the Board', which term shall be deemed to mean and include any Committee constituted by the Board) be and is hereby authorised to take such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Item No.2

Special Resolution:

To approve the continuation of directorship, effective April 1, 2019, of Mr. Shankarlal Jain, Non-Executive Director, who has attained the age of 75 years;

“**RESOLVED THAT** in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time, including any statutory modifications or re-enactment thereof), consent and approval of the Company be and is hereby accorded, as set out in the Explanatory Statement annexed hereto, for the continuation of directorship, effective April 1, 2019, of Shri Shankarlal Jain, Director (DIN : 00174609) who has attained the age of 75 years, on the existing terms and conditions of his appointment.

“**RESOLVED FURTHER THAT** the Board of Directors ('the Board', which term shall be deemed to mean and include any Committee constituted by the Board) be and is hereby authorised to take such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Registered Office:

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

Place: Mumbai
Date: 8th February , 2019

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 **22nd February, 2019**.
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. **13th April, 2019**.
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 **13th April, 2019**. 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. **13th April,2019**
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, **15th April, 2019**, 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**

1. The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL

eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are not received the "Initial password" or have forgotten your password:
 - a. Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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. **22nd February, 2019**.
- v. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail (**Scrutinizer mail ID**) to with a copy marked to **evoting@nSDL.co.in**.
- vi. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on **www.evoting.nSDL.com** to reset the password.
- vii. The voting period shall commence at **9:00 a.m. on 15th March, 2019** and will end at **5:00 p.m. on 13th April, 2019**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **22nd February, 2019**, 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.
- viii. The Company has appointed Shri Vishal Mehra, Company, Practicing Company Secretary, V M Mehra & Associates, as the Scrutinizer, for conducting the e-voting and postal ballot process in a fair & transparent manner.
- ix. 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

Shri Vishwambhar C. Saraf, (80) is a Non-Executive Director. He is commerce graduate from the University of Bombay and after graduation he joined his family business. He has more than 55 years of business experience. The Performance of the Company is increasing due to the leadership and guidance given by him. He holds 400 equity shares in the Company. He was first appointed on the board of the director on 26/12/1980. He attended 4 (Four) meetings of the Board of Directors during the year 2017-18. He is on the Board of Remi Elektrotechnik Limited, Remi Process Plant And Machinery Limited, Magnificent Trading Private Limited, Technocraft Industries (India) Limited and Aura Realinvest Private Limited. He is Member of Stakeholders Relationship Committee in Remi Edelstahl Tubulars Limited, Remi Process Plant And Machinery Limited and Technocraft Industries (India) Limited. He is Member of Audit Committee and Nomination and Remuneration Committee in Technocraft Industries (India) Limited.

In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members, by means of a Special Resolution is necessary for the continuation of directorships, effective April 1, 2019, of Non-Executive Directors, who have attained the age of 75 years. At its meeting held on February 8, 2019, the Board of Directors approved the continuation of the appointment of Shri Vishwambhar C. Saraf, as Non-Executive Director of the Company, effective April 1, 2019, on the existing terms and conditions of his appointment. Considering the rich and vast experience of Shri Vishwambhar C. Saraf, it would be in the best interest of the Company and its shareholders, to continue to avail of his expertise by continuing him as Non-Executive Director, effective April 1, 2019. The Performance of the Company is increasing due to the leadership and guidance given by him.

Shri Rajendra C. Saraf (brother) Director of this Company and Shri Vishwambhar C. Saraf (himself), are deemed to be interested in this item of business.

The Board recommends passing of the said Resolution.

Item No.2

Shri Shankarlal Jain, (76) is a Chartered Accountant in Whole- Time Practice and is a tax consultant of repute. His association with the Company will be of benefit to the Company and its Shareholders. He has more than 50 years of Finance, Accounts and taxation experience. He does not hold any shares in the Company. He was first appointed on the board of the director on 31/10/1991. He attended 6 (Six) meetings of the Board of Directors during the year 2017-18. He is also Director in SLJ Management Consultancy Private Limited

In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members, by means of a Special Resolution is necessary for the continuation of directorships, effective April 1, 2019, of Non-Executive Directors, who have attained the age of 75 years. At its meeting held on February 8, 2019, the Board of Directors approved the continuation of the appointment of Shri Shankarlal Jain, as Non-Executive Director of the Company, effective April 1, 2019, on the existing terms and conditions of his appointment. Considering the rich experience of Shri Shankarlal Jain, it would be in the best interest of the Company and its shareholders, to continue to avail of his expertise by continuing him as Non-Executive Director, effective April 1, 2019.

None of the Directors / Key Managerial Personnel and / or their relatives are to be deemed to be interested in this item of business except Shri Shankarlal Jain

The Board recommends passing of the said Resolution.

Registered Office:

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

Place: Mumbai
Date: 8th February, 2019

Encl.:

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

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

Sd/-

Rishabh R.Saraf
Managing Director
DIN : 00161435

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 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.	To approve the continuation of directorship, effective April 1, 2019, of Mr. Vishwambhar Chiranjilal Saraf, Non-Executive Director, who has attained the age of 75 years.			
2.	To approve the continuation of directorship, effective April 1, 2019, of Mr. Shankarlal Jain, Non-Executive Director, who has attained the age of 75 years.			

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
110537		

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 15 th March, 2019	Upto 5.00 P.M. of 13 th April, 2019

Notes :

- 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.
- The last date for the receipt of Postal Ballot Forms by the Scrutinizer is on **Saturday, the 13th April, 2019** 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 13th April, 2019 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. **22nd February, 2019**.
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.