

NOTICE

Notice is hereby given that the Forty first Annual General Meeting of the members of Rama Steel Tubes Limited will be held on Tuesday, the 29th day of September, 2015 at 11.30 a.m. at No. 7, 1st Floor, Surya Niketan, Vikas Marg, New Delhi-110092 to transact the following business:-

Ordinary Business

Item no. 1 – Adoption of financial statements

To consider and adopt the audited financial statement of the Company for the financial year ended 31st March 2015, the reports of the Board of Directors and Auditors thereon.

Item no. 2 – Appointment of Director in place of those retire by rotation

To appoint a Director in place of Mr. Richi Bansal, who retires by rotation and being eligible, offers himself for re-appointment.

Item no. 3 – Appointment of Statutory Auditors

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

“RESOLVED that M/s. VAPS & COMPANY, Chartered Accountants (Registration No. 003612N), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held for the financial year 2017-18 on such remuneration as shall be fixed by the Board of Directors of the Company.”

Special Business

Item no. 4 – Re-appointment of Mr. Naresh Kumar Bansal as Managing Director

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

“Resolved that pursuant to Section 196, 197 and 198 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any amendment(s) or modification(s) thereof for the time being in force), (here in after referred as ‘Act’) and subject to the provisions of the Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with the Stock Exchanges and/ or approval of any appropriate authority(s) under any other applicable law, rules and regulations for the time being in force and amended from time to time and further subject to such terms and conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of them while granting such approvals which the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include Nomination and Remuneration Committee and/ or any other Committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated), be and is hereby authorized to accept and further subject to such conditions and modifications as may be considered appropriate from time to time, during the term of re-appointment, by the Board of the Company, the consent of the members be and is hereby accorded for reappointment of Mr. Naresh Kumar Bansal, Managing Director of the Company, for a period of five years with effect from 1st October 2015 on the following terms & conditions:

Tenure of Appointment: 5 year w.e.f. 1st October 2015 till 30th September 2020

Salary: Rs. 2,00,000/- p.m. or Rs. 24,00,000/- p.a.

Perquisites: Perquisites shall be allowed in addition to salary.

Children’s Education Allowance: In case of children studying in or outside India, an allowance limited to a maximum of Rs. 5,000/- per month per child or actual expenses incurred, whichever is less. However such allowance is admissible upto a maximum of two children.

Leave Travel Concession: Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.

Holiday Passage for children studying outside India/family staying abroad: Return holiday passage once in a year by economy class or once in two year by first class to children and to the members of the family from the place of their study or stay abroad to India if they are not residing in India with the managerial person.

Medical Reimbursement: Expenses incurred for Managing Director and their respective family subject to a ceiling of one month’s salary in a year or three months salary over a period of three years.

Club Fees : Including entrance and subscription of maximum of two clubs together with the benefit of all expenses incurred towards the business of the Company.

Personal Accident Insurance: Premium not to exceed Rs.1000/- per year.

Contribution to the Provident Fund : Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling of perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Gratuity : Payable shall not exceed half a month's salary for each completed year of service, subject to the maximum ceiling limit of exemption under the Income Tax Act applicable at that time.

Encashment of leave : At the end of the tenure.

Provision of car : for use on the Company's business and

Telephone at resident will not be considered as perquisite.

"Further resolved that the Board may, from time to time, vary or modify the above terms including remuneration as it think fit during the tenure of re-appointment, provided however that such variation is within the limits fixed aforesaid and as per the provisions/ limits laid down under the Act."

"Further resolved that subject to the Schedule V of the Act, the aforesaid remuneration shall be paid within the applicable limit(s) and period thereof, whenever and wherever applicable, as minimum remuneration comprising salary and perquisites to Mr. Naresh Kumar Bansal in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment."

"Further resolved that the Board be and is hereby authorized to take all such steps, acts, deeds and things as may be required, desirable or expedient to give effect to this resolution."

Item no. 5 – Appointment of Mr. Bharat Bhushan Sahny as an Independent Director

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

"Resolved that, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Bharat Bhushan Sahny, who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 18, 2014 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Bharat Bhushan Sahny as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to November 17, 2019, not liable to retire by rotation."

Item no. 6 – Appointment of Mr. Rajendra Prasad Khanna as an Independent Director

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

"Resolved that, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Rajendra Prasad Khanna, who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 18, 2014 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Rajendra Prasad Khanna as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to November 17, 2019, not liable to retire by rotation."

Item no. 7 – Appointment of Ms. Hannya Dhir as an Independent Director

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

"Resolved that, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Hannya Dhir, who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 30, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of

whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Hannya Dhir as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to March 29, 2020, not liable to retire by rotation."

Item no. 8 – Approval of remuneration of the Cost Auditors for the financial year ending March 31, 2015 and March 31, 2016

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

"Resolved that, pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 and March 31, 2016, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting."

Item no. 9 – To Borrow money in excess of the aggregate of the paid up share capital and free reserves 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 Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs.100 Crores (Rupees One Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company."

Item no. 10 – To Increase in terms of remuneration of Mr. Richi Bansal, Executive Director 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 Sections 196, 197 and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, the Company hereby approves with effect from this general meeting, the revision in the salary scale applicable to Mr. Richi Bansal, as detailed in the statement forming part of this notice.

Resolved further that the Board of Directors (including any Committee thereof) be and is hereby authorised to fix his salary within the salary scale approved, increasing thereby, proportionately, all benefits related to the quantum of salary.

Resolved further that the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Notes :

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 4 to 10 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item No. 2 and Item Nos. 4 to 7 of the Notice, are also annexed.
2. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company.** The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Transfer Books of the Company will be closed on Tuesday, September 29, 2015.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

6. Information and other instructions relating to e-voting are as under :

- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- ii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iii. The Board of Directors of the Company has appointed Mr. Vipin Aggarwal, a Practicing Chartered Accountant, Partner, VAPS & Company, New Delhi as Scrutinizer to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- iv. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 22, 2015.
- v. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 22, 2015 only shall be entitled to avail the facility of remote e-voting / Insta Poll.
- vi. The e-voting period commences on Saturday, 26th September, 2015 (9.00 a.m. IST) and ends on Monday, 28th September, 2015 (5.00 p.m. IST). During this period, Members may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on September 22, 2015 i.e. the cut-off date.
- vii. The instructions and other information for e-voting are as under:

(a)	Open email and open PDF file with your Client ID or Folio No. as password. The PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
(b)	Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
(c)	Click on "Shareholder – Login".
(d)	Put user ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
(e)	Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
(f)	Home page of "e-voting" opens. Click on e-Voting: Active Voting Cycles.
(g)	Select "EVEN" of Rama Steel Tubes Limited.
(h)	Now you are ready for e-voting as "Cast Vote" page opens.
(i)	Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
(j)	Upon confirmation, the message "Vote cast successfully" will be displayed.
(k)	Once you have voted on the resolution, you will not be allowed to change /modify your vote.
(l)	Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vipin_1960@hotmail.com with a copy marked to evoting@nsdl.co.in

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

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.

Please note that:

- 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 Password' option available on the site to reset the password.
- Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended that you do not share your password with any other person and take utmost care to keep it confidential.

By order of the Board of Directors

Sd/-
NARESH KUMAR BANSAL
Managing Director

New Delhi
September 4, 2015

Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item nos. 4 to 8 of the accompanying Notice:

Item no. 4

Mr. Naresh Kumar Bansal was appointed as Managing Director w.e.f. 1st October 2012 for a period of Three(3) years i.e. upto September 30, 2015.

Having regard to the valuable services rendered to the company by him, Nomination and Remuneration Committee and Audit Committee recommended to re-appoint Mr. Naresh Kumar Bansal as Managing Director.

In terms of the provisions of Section 196, 197 and 198 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any amendment(s) or modification(s) thereof for the time being in force), (here in after referred as 'Act'), the aforesaid matter requires approval of the members and accordingly approval of the members by way of Special Resolution is being sought for giving effect to the above.

The terms of re-appointment including remuneration are as per the proposed resolution given in the Notice of the Annual General Meeting forming part of this Annual Report.

Except Mr. Naresh Kumar Bansal as appointee Director and Mr. Richi Bansal, being relative of the appointee Director, none of the Directors, KMP(s) and their relative(s) are interested or concerned in the Special resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

Item no. 5

The Board of Directors, at its meeting held on November 18, 2014, appointed Bharat Bhushan Sahny as an Additional Director of the Company with effect from November 18, 2014, pursuant to Section 161 of the Companies Act, 2013, read with Article 120 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Bharat Bhushan Sahny will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of ₹ 1,00,000/- proposing the candidature of Bharat Bhushan Sahny for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Bharat Bhushan Sahny (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Bharat Bhushan Sahny as an Independent Director of the Company for a period up to November 17, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

No director, key managerial personnel or their relatives, except Bharat Bhushan Sahny, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

Item no. 6

The Board of Directors, at its meeting held on November 18, 2014, appointed Rajendra Prasad Khanna as an Additional Director of the Company with effect from November 18, 2014, pursuant to Section 161 of the Companies Act, 2013, read with Article 120 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Rajendra Prasad Khanna will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of ₹ 1,00,000/- proposing the candidature of Rajendra Prasad Khanna for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Rajendra Prasad Khanna (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Rajendra Prasad Khanna as an Independent Director of the Company for a period up to November 17, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

No director, key managerial personnel or their relatives, except Rajendra Prasad Khanna, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

Item no. 7

The Board of Directors, at its meeting held on March 30, 2015, appointed Hannya Dhir as an Additional Director of the Company (Woman Director) with effect from March 30, 2015, pursuant to Section 161 of the Companies Act, 2013, read with Article 120 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Hannya Dhir will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of ₹1,00,000/- proposing the candidature of Hannya Dhir for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Hannya Dhir (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Hannya Dhir as an Independent Director of the Company for a period up to March 29, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She will not be liable to retire by rotation.

No director, key managerial personnel or their relatives, except Hannya Dhir, to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 7 for the approval of the members.

Item no. 8

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company across various segments, for the financial year ending March 31, 2015 and March 31, 2016 as per the following details:

Sr. No.	Name of the Cost Auditor	Financial Year	Audit Fees
1	M/s S. Shekhar & Company	2014-15	₹ 40,000/-
2	M/s S. Shekhar & Company	2015-16	₹ 40,000/-

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015 and March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members.

Item no. 9

Under section 180(1)(c) of the Companies Act, 2013, exercise of borrowing powers by the Board of Directors of the Company in excess of its paid up Share Capital and free reserves (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) requires approval of the members of the Company by way of a Special Resolution.

Your Company today is growing at a fast pace both organically and inorganically. To take care and successfully implement its ambitious plans, the Company would required to infuse substantial funds and accordingly may have to depend on large amount of borrowings from time to time.

It is, therefore, considered desirable to enhance the limit to Rs.100 Crores (Rupees One Hundred Crores only).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution.

The Board commends the Special Resolution set out at Item no. 9 of the Notice for approval by the shareholders.

Item no. 10

The members of the Company at the 33rd Annual General Meeting of the Company, had approved the appointment of Mr. Richi Bansal as Executive Director of the Company and the terms of remuneration payable to him.

The monthly basic salary of Mr. Richi Bansal is ₹ 1,00,000/-.

Taking into consideration his present salary and future revisions, if any, and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors on 4th September, 2015 decided to revise the salary of Mr. Richi Bansal from the existing ₹ 1,00,000/- p.m. to ₹ 1,50,000/- p.m.

All other terms and conditions relating to his appointment and remuneration as approved earlier by the members remain unchanged.

Details of remuneration paid to Mr. Richi Bansal during the Financial Year 2014-15 have been disclosed in the annexure to the Directors' Report.

Except Mr. Richi Bansal, to whom resolution relates and Mr. Naresh Kumar Bansal, being relative of the Director, none of the Directors, KMP(s) and their relative(s) are interested or concerned in the Special resolution.

The Board recommends the resolution set forth in Item no. 10 for the approval of the members.

By order of the Board of Directors

Date: September 4, 2015
Place : New Delhi

Sd/-
NARESH KUMAR BANSAL
Managing Director

Additional information on directors recommended for appointment / re-appointment as required under Clause 49 of the Listing Agreement

Mr. Richi Bansal, aged 35 years, is the Director of the company and is highly motivated and ambitious person. He did B. Sc (Hons.) in Management from Bradford University, U.K. and did his internship from a reputed company called BIE (Marketing & Advertising). He is thoroughly professional in approach and is overseeing the marketing department of the Company and is instrumental in taking the products of the Company to overseas markets. He is exploring new avenues to augment the turnover of the company. The Company expects its turnover to expand manifold under his able guidance and leadership.

Directorships held in other public companies : NIL

Memberships/Chairmanship of committees of other public companies : NIL

Number of Shares held in the Company: 129300 Equity Shares of Rs.10/- each

Mr. Naresh Kumar Bansal, aged 61 years, is the Managing Director of the Company and is an entrepreneur with dynamic vision and sharp business acumen. He is a graduate in law and has been in the Industry of manufacturing of "Steel Tubes" for more than 30 years. He is well versed with the technical aspects of manufacturing of steel tubes and is competent enough to customize the production according to the requirements of the customers. He controls the entire production and dispatches of the company and oversees the production & planning departments of the Company. Apart from it, he is also overseeing the financial affairs of the Company and is responsible for the Financial Planning and fund-raising.

Directorships held in other public companies : NIL

Memberships/Chairmanship of committees of other public companies : NIL

Number of Shares held in the Company: 742800 Equity Shares of Rs.10/- each

Mr. Bharat Bhushan Sahny is the Independent Non Executive Director of our Company. Shri Sahny had graduated in commerce from Sri Ram College of Commerce, Delhi. In 1962, he joined the stock broking business. He also held the position of Director on the Board of Delhi Stock Exchange Limited for 27 years. He also held the position of Vice President and President in "DSE" and was instrumental in getting online Trading started in "Delhi Stock Exchange". During his tenure as "President" of Delhi Stock Exchange, the daily turnover touched record time high at Rs. 1000 crores. He also held the position of Chairman of "Investors Awareness Committee" for many years and was instrumental in promoting investment culture in North India by conducting investor awareness seminars at multiple places.

Directorships held in other public companies :

- Potential Investments and Finance Limited

Chairmanship/ Memberships of committees of other public companies

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|---|---|
| 1. Chairman of the Shareholders'/Investors' Grievance Committee | } Potential Investments and Finance Limited |
| 2. Member of Audit Committee | |
| 3. Member of Nomination & Remuneration Committee | |

Number of Shares held in the Company : NIL

Mr. Rajendra Prasad Khanna, aged 66 years, is a qualified Electrical Engineer and has a rich experience of more than 40 years in steel tubes industry in various companies at different levels. The Company believes that it will be able to immensely benefit from its rich experience in the steel tubes industry.

Directorships held in other public companies: NIL

Memberships/Chairmanship of committees of other public companies: NIL

Number of Shares held in the Company: NIL

Ms. Hannya Dhir, aged 38 years, is a well qualified Management Consultant having obtained post graduate degree in Commerce. She joined M/s Finwiz Capital Services Private Limited in the year 2007. She is well versed in the field of finance and management.

Directorships held in other public companies: NIL

Memberships/Chairmanship of committees of other public companies: NIL

Number of Shares held in the Company: NIL