Rajasthan Tube
Manufacturing Company Limited

Date: July 28, 2026

To,
The Manager,
Corporate Services Department,
BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai, Maharashtra - 400 001

Scrip Code: 530253, Security Id: RAJTUBE

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Extraordinary General Meeting of Members of Rajasthan Tube Manufacturing Company Limited ("the Company")

This is to inform you that the Extra Ordinary General Meeting ("EGM") of the Company is scheduled to be held on Thursday, August 20, 2026 at 03.00 P.M. (IST) through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") in accordance with relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India time to time.

The attached Notice of the EGM of the Company containing inter alia, details for e-voting and attending EGM through VC/OA VM will be sent only by mail to all those shareholders whose email addresses are registered with the Company/ Depository Participants as on Friday, July 24, 2026 and will also be available on the Company's website at https://www.rajtube.com/.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The e-voting shall –

Commence	Monday, August 17, 2026 (from 9.00 A.M. IST)
End	Wednesday, August 19, 2026 (up to 5.00 P.M. IST)

The Board has fixed Thursday, August 13, 2026 as the "Cut-off Date" for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the EGM or to attend the EGM.

Ms. Prachi Bansal, Practicing Company Secretary having Membership no. A43355, of Institute of Company Secretaries of India has been appointed by the Board of Directors ("Board") of the Company to act as the Scrutinizer of the ensuing Extraordinary General Meeting pursuant to the provisions of Section 108 and other applicable provisions if any of the Companies Act, 2013.

This is for your information and records please.

Thanking You
Yours Faithfully

FOR RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

PANKAJ JAIN Digitally signed by PANKAJ JAIN
Date: 2026.07.28 20:49:21 +05'30'

PANKAJ JAIN
WHOLE TIME DIRECTOR
DIN: 11098222
DIN: 02218545

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

CIN: L27107RJ1985PLC003370
Registered Office: 28-37, Bnake Bihari Industrial Area, Dehra, Teh. Chome, Jaipur, Rajasthan, 303806, India,
Tel No: +91-9828311222; **E-mail:** rajtube@hotmail.com; **Web:** https://www.rajtube.com/

NOTICE

NOTICE is hereby given to the Shareholders (the "Shareholders" or the "Members") of Rajasthan Tube Manufacturing Company Limited ("Company") that an Extra-Ordinary General Meeting ("EGM") of the Company will be held on Thursday, August 20, 2026 at 03.00 p.m. through Video Conferencing / Other Audio Visual Means to transact the following business:

1) **ISSUANCE OF WARRANTS ON A PREFERENTIAL BASIS AND MATTERS RELATED THEREWITH**

To consider and, if thought fit, to pass (s), the following Resolution as a ***Special Resolution****:*

"**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("**FEMA**"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("**SEBI**") and/or any other statutory or regulatory authorities, including the BSE Limited (the "**Stock Exchange**") of which the equity shares of the Company having face value of Re. 1/- (Indian Rupee One) each ("**Equity Shares**") are listed (hereinafter collectively referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchange) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorised to accept, the consent of the Members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches, upto **6,21,00,000 (Six Crore Twenty One Lakh)** warrants, each exercisable into, or exchangeable for, 1 (one) fully paid up equity share of the Company of face value of Re. 1/- each ("**Warrants**") at a price of Rs. **15**/- (Rupees Fifteen only) each payable in cash ("**Warrants Issue Price**"), aggregating up to Rs. **93,15,00,000 (Rupees Ninety Three Crore and Fifteen Lakh only)**, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to identified persons, as specified below (hereinafter referred to as "**Proposed Allottees**"), by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the "**Preferential Issue**").

Sr. No.	Name of allottes	Category	No. of Warrants
1	Urvashi Jeetendra Gehi	Public	8,00,000
2	Piya Jeetendra Gehi	Public	8,00,000
3	Pawan Kishin Gehi	Public	4,00,000
4	Khusbhoo Pavan Gehi	Public	4,00,000
5	Usha Kishin Gehi	Public	8,00,000
6	faiza f siddiqui	Public	1,00,000
7	Sangita Shankarrao Satav	Public	5,00,000
8	Sonal Sandeep Satav	Public	2,00,000
9	Nidhi Naresh Nandu	Public	49,00,000
10	Atul Dhandharia	Public	27,00,000
11	Romeo Pulasaria	Public	9,00,000
12	Ajay Shyam Kumar	Public	18,00,000
13	Neeru A Kumar	Public	18,00,000
14	Rajesh Kirtikumar Modi	Public	13,00,000
15	Pooja Jayesh Goragandhi	Public	4,00,000
16	Manali Kirit Bhuva	Public	9,00,000
17	Yash Ramesh Brahmbhatt	Public	8,00,000
18	ESPS Finserve Pvt Ltd	Public	25,00,000
19	ESPS Capital Pvt Ltd	Public	25,00,000
20	Wordexx Ventures Pvt Ltd	Public	25,00,000
21	RAJ Kumar Singh	Public	10,00,000
22	Shweta Ashok Singh	Public	15,50,000
23	Maa Pahari Mercantiles Private Limited	Public	15,00,000
24	Cicago Commodities Private Limited	Public	20,00,000
25	Pahari Mata Commodities Pvt Ltd	Public	20,00,000
26	Verve Global Services Private Limited	Public	15,00,000
27	Tsm Finance Services Private Limited	Public	10,00,000
28	Thought Rain Advisory Services Pvt Ltd	Public	15,00,000
29	Arvind Shikharchand Jain	Public	5,00,000
30	Hirak Sheth	Public	5,00,000
31	Indrajit Maruti Gole	Public	5,00,000
32	Sumita R Agarwal	Public	6,00,000
33	Shamal Ankush Yadav	Public	5,00,000
34	Anurag Bhutra	Public	5,00,000
35	RSWM PRIVATE LIMITED	Public	6,00,000
36	Santosh Kumar Singh	Public	5,00,000
37	Rajwant Parmanand Singh	Public	3,00,000
38	Jyoti	Public	1,00,000
39	Prakashsingh H Rajpurohit	Public	1,00,000
40	Manish Kumar HUF	Public	5,00,000
41	Vaibhav Sharma	Public	5,00,000
42	Revati Holdings Private Limited	Public	20,00,000
43	Pushpa Bhaju	Public	15,00,000
44	Hema Lakshman	Public	15,00,000
45	Dinesh Muddu Kotian	Public	5,00,000
46	Seema Surana	Public	1,00,000
47	Hitesh Kumar Loonia HUF	Public	10,00,000
48	Chanchal	Public	35,00,000
49	OM Prakash Mahawar	Public	25,50,000
50	Sohan Lal Ahuja and Sons HUF	Public	12,50,000
51	Kamlesh Sharma	Public	20,50,000
52	Kiran Kantilal Sheth	Public	9,00,000
53	Manjesh Dubey	Public	5,00,000
TOTAL			**6,21,00,000**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "**Relevant Date**" for the purpose of determination of the floor price for the issue and allotment of Warrants is **Tuesday, July 21, 2026**, being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting. i.e. Thursday, August 20, 2026.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

a) the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.

b) the minimum amount of Rs. 23,28,75,000/- (Rupees Twenty Three Crore Twenty Eight Lakh and Seventy Five Thousand only), which is equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant ("**Warrant Subscription Amount**"). The Warrant holders will be required to make further payments of Rs. 69,86,25,000/- (Rupees Sixty Nine Crore Eighty Six Lakh and Twenty Five Thousand only), which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to subscribe to equity share(s) of the Company ("**Warrant Exercise Amount**").

c) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;

d) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of respective allotment thereof, in accordance with the applicable law;

e) the equity shares allotted upon exercise of the Warrants shall be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;

f) the Warrants shall not carry any voting rights until they are exercised and equity shares are allotted and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;

g) the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form, subject to receipt of the relevant Warrant Exercise Amount from the Warrant holder to the designated bank account of the Company;

h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and Warrant Subscription Amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;

i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;

j) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

i. to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
ii. to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchange for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
iii. to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
iv. to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
v. to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchange, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
vi. to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
vii. to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may

be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

2) TO CONSIDER AND APPROVE THE REGULARISATION OF ADDITIONAL DIRECTOR (NONEXECUTIVE & INDEPENDENT) MR. MAHENDRA SONI (DIN: 11046273) BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY

*To consider and if thought fit, to pass the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations"), as amended from time to time, and the Articles of Association of the Company and based on the recommendation and approval of Nomination and Remuneration Committee and that of Board of Directors of the Company ("the Board"), Mr. Mahendra Soni (DIN: 11046273) who was appointed as an Additional Director (Non-Executive & Independent) with effect from May 30, 2026 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of consecutive five years upto May 29, 2031, subject to the renewal of Independent director databank registration certificate.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application/intimation to Stock Exchange, filing of requisite documents with the relevant regulatory/statutory authorities, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/ difficulties that may arise without being required to seek any further consent or approval of the members.

3) TO CONSIDER AND APPROVE THE REGULARISATION OF ADDITIONAL DIRECTOR (NONEXECUTIVE & INDEPENDENT) MR. RANJIT KUMAR PANDEY (DIN: 02632421) BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY

*To consider and if thought fit, to pass the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”), as amended from time to time, and the Articles of Association of the Company and based on the recommendation and approval of Nomination and Remuneration Committee and that of Board of Directors of the Company (“the Board”), Mr. Ranjit Kumar Pandey (DIN: 02632421) who was appointed as an Additional Director (Non-Executive & Independent) with effect from May 30, 2026 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of consecutive five years upto May 29, 2031, subject to the renewal of Independent director databank registration certificate.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application/intimation to Stock Exchange, filing of requisite documents with the relevant regulatory/statutory authorities, Depositories and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions/ difficulties that may arise without being required to seek any further consent or approval of the members.

4) **TO ADOPT AMENDED MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013**

*To consider and if thought fit, to pass the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and reenactment thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and subject to such other necessary statutory approvals and modifications if any, on the recommendation of Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to alter and adopt a new set of the Memorandum of Association of the Company in substitution for, and to the exclusion of, the existing Memorandum of Association.

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, which is based on the provisions of the erstwhile Companies Act, 1956, be and is hereby altered to align it with the provisions of the Companies Act, 2013, including the realignment of the Object Clause and the Liability Clause in accordance with Table A of Schedule I of the Companies Act, 2013.

RESOLVED FURTHER THAT it is hereby noted that the aforesaid alteration is only for the purpose of bringing the Memorandum of Association in conformity with the provisions of the Companies Act, 2013 and there shall be no change in the existing main objects of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall deem to include any of its duly constituted Committee thereof) and Key Managerial Personnel be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board."

5) TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013

*To consider and if thought fit, to pass the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 5, 14, and 15 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) read with the rules made thereunder (collectively, the "Companies Act"), and the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and in order to bring the Articles of Association of the Company in conformity with the requirements of the Companies Act and subject to such approval, consent, permission, if any, as may be required, and as may be agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to alter and adopt a new set of Articles of Association ("AOA"), in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT, the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall deem to include any of its duly constituted Committee thereof) and Key Managerial Personnel be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary or expedient in their absolute discretion to give effect to this resolution, including undertaking necessary corporate actions with any and all statutory and regulatory authorities including Ministry of Corporate Affairs, making applications, filings, submissions and representations to any statutory or regulatory authority including the Ministry of Corporate Affairs, and to accept such modifications or alterations to this resolution as may be required by the Registrar of Companies or any other authority, without requiring further approval of the members of the Company.

By the order of the Board of Directors
For Rajasthan Tube Manufacturing Company Limited

Sd/

Saurabh Prydarshi
Company Secretary & Compliance Officer
Membership No. A41223

Date: July 24, 2026
Place: Jaipur

RAJASTHAN TUBE
Manufacturing Company Limited

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secret arial St andard on General Meet ings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at https://www.rajtube.com/. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

8. The remote e-voting facility will be available during the following period:

Commencement of e-voting	Monday, August 17, 2026 (from 9:00 A.M. IST)
End of e-voting	Wednesday, August 19, 2026 (up to 5:00 P.M. IST)

9. The Board of Directors have appointed Prachi Bansal, Practicing Company Secretary (M. No.: A43355) as the Scrutinizer.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on August 17, 2026 at 09:00 A.M. and ends on August 19, 2026 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 13, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 13, 2026

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store   Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have 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.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 to vjmrahul@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. 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.

3. 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 download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Deputy Manager at pritamd@nsdl.com / evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of

PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rajtube@hotmail.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to rajtube@hotmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at rajtube@hotmail.com The same will be replied by the company suitably.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Board of Directors of the Company ("Board") at their Meeting held on July 24, 2026, approved raising of funds aggregating upto Rs. 93,15,00,000/- (Rupees Ninety Three Crore Fifteen Lakh only) by way of issuance of upto 6,21,00,000 (Six Crore Twenty One Lakh only) warrants, each exercisable into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Re. 1/- each ("Warrants") at a price of Rs. 15/- each payable in cash ("Warrants Issue Price"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months from the date of allotment of Warrants, to identified persons (referred to as the "Proposed Allottees"), by way of a preferential issue, as specified in the table below, through private placement offer (the "Preferential Issue").

Sr. No.	Name of allottes	Category	No. of Warrants
1	Urvashi Jeetendra Gehi	Public	8,00,000
2	Piya Jeetendra Gehi	Public	8,00,000
3	Pawan Kishin Gehi	Public	4,00,000
4	Khusbhoo Pavan Gehi	Public	4,00,000
5	Usha Kishin Gehi	Public	8,00,000
6	faiza f siddiqui	Public	1,00,000
7	Sangita Shankarrao Satav	Public	5,00,000
8	Sonal Sandeep Satav	Public	2,00,000
9	Nidhi Naresh Nandu	Public	49,00,000
10	Atul Dhandharia	Public	27,00,000
11	Romeo Pulasaria	Public	9,00,000
12	Ajay Shyam Kumar	Public	18,00,000
13	Neeru A Kumar	Public	18,00,000
14	Rajesh Kirtikumar Modi	Public	13,00,000
15	Pooja Jayesh Goragandhi	Public	4,00,000
16	Manali Kirit Bhuva	Public	9,00,000
17	Yash Ramesh Brahmbhatt	Public	8,00,000
18	ESPS Finserve Pvt Ltd	Public	25,00,000
19	ESPS Capital Pvt Ltd	Public	25,00,000
20	Wordexx Ventures Pvt Ltd	Public	25,00,000
21	RAJ Kumar Singh	Public	10,00,000
22	Shweta Ashok Singh	Public	15,50,000
23	Maa Pahari Mercantiles Private Limited	Public	15,00,000
24	Cicago Commodities Private Limited	Public	20,00,000
25	Pahari Mata Commodities Pvt Ltd	Public	20,00,000
26	Verve Global Services Private Limited	Public	15,00,000
27	Tsm Finance Services Private Limited	Public	10,00,000
28	Thought Rain Advisory Services Pvt Ltd	Public	15,00,000
29	Arvind Shikharchand Jain	Public	5,00,000
30	Hirak Sheth	Public	5,00,000
31	Indrajit Maruti Gole	Public	5,00,000
32	Sumita R Agarwal	Public	6,00,000
33	Shamal Ankush Yadav	Public	5,00,000
34	Anurag Bhutra	Public	5,00,000
35	RSWM PRIVATE LIMITED	Public	6,00,000
36	Santosh Kumar Singh	Public	5,00,000
37	Rajwant Parmanand Singh	Public	3,00,000
38	Jyoti	Public	1,00,000
39	Prakashsingh H Rajpurohit	Public	1,00,000
40	Manish Kumar HUF	Public	5,00,000
41	Vaibhav Sharma	Public	5,00,000
42	Revati Holdings Private Limited	Public	20,00,000
43	Pushpa Bhaju	Public	15,00,000

Sr. No.	Name of allottes	Category	No. of Warrants
44	Hema Lakshman	Public	15,00,000
45	Dinesh Muddu Kotian	Public	5,00,000
46	Seema Surana	Public	1,00,000
47	Hitesh Kumar Loonia HUF	Public	10,00,000
48	Chanchal	Public	35,00,000
49	OM Prakash Mahawar	Public	25,50,000
50	Sohan Lal Ahuja and Sons HUF	Public	12,50,000
51	Kamlesh Sharma	Public	20,50,000
52	Kiran Kantilal Sheth	Public	9,00,000
53	Manjesh Dubey	Public	5,00,000
TOTAL			**6,21,00,000**

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue. In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of the Members of the Company by way of Special Resolution is required to issue warrants by way of private placement on a preferential basis. Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the Members is being sought for the raising of funds aggregating upto Rs. 93,15,00,000 (Rupees Ninety Three Crore and Fifteen Lakh only), by way of issuance of upto 6,21,00,000 (Six Crore Twenty One Lakh only) warrants, each exercisable into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Re. 1/- each at a price of Rs. 15/- each payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.

Necessary information / details in respect of the proposed Preferential Allotment of Equity Shares in terms of Sections 42 and 62 of the Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Chapter V of the SEBI ICDR Regulations are as under:

1. **Relevant Date**

   The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Warrants to be issued is ***Tuesday, July 21, 2026*** i.e. being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting. i.e. Thursday, August 20, 2026.

2. **Particulars of the Preferential Issue including date of passing of Board Resolution**

   The Board, at its Meeting held on July 24, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 6,21,00,000 (Six Crore Twenty one Lakh only) Warrants to the Proposed Allottees, each at a price of Rs. 15/- per Warrant (including a premium of Rs. 14/- per Warrant), aggregating up to Rs. 93,15,00,000 (Rupees Ninety Three Crore and Fifteen Lakh only), for a cash consideration, by way of a preferential issue on a private placement basis.

3. **Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued**

   Upto 6,21,00,000 (Six Crore Twenty One Lakh only) Warrants, at a price of Rs. 15/- per Warrant (including a premium of Rs. 14/- per Warrant) aggregating up to Rs. 93,15,00,000 (Rupees Ninety Three Crore and Fifteen Lakh only), such price being not less than the floor price as on the relevant date determined in accordance with the valuation report and the provisions of Chapter V of the SEBI ICDR Regulations.

4. **Objects of the Preferential Allotment**

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

a) Up to 75% (Seventy-Five Percent) of the Issue Proceeds will be utilized to meet out Working Capital requirements of the Company.

b) Up to 25% (Twenty-Five Percent) of the Issue Proceeds will be utilized for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as "General Corporate Purposes")

Utilization of Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No.	Particulars	Amount	Tentative Time Period up to which the amount shall be utilized
1.	Working Capital Requirements	74,52,00,000	Within 24 months from receipt of funds for the Warrants (as set out herein)
2.	General Corporate Purpose	18,63,00,000	

Given that the Preferential Issue is for Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 24 months from the date of receipt of funds for the Warrants (as set out herein).

Interim use of Proceeds

Our Company, in accordance with the policies formulated pursuant to the applicable laws, rules, regulations and guidelines, and as described in this Notice, shall have the flexibility to deploy the Gross Proceeds towards the objects of the issue as set out above. Pending utilisation of the Gross Proceeds for the aforesaid purposes, the Company intends to temporarily invest and/or deposit the Gross Proceeds only with Scheduled Commercial Banks included in the Second Schedule of the Reserve Bank of India Act, 1934, or in such other permitted instruments as may be allowed under the applicable laws.

5. **Monitoring of utilisation of funds**

Since the proceeds from the Issue are not more than Rs.100 Crores, in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 the company would not require to appoint the Monitoring Agency to monitor the use of proceeds of this preferential issue in due course.

6. **Basis on which the floor price of preferential issue has been arrived at and justification for the price (including premium, if any)**

The value of preferential issue of Equity Share Warrants of Rajasthan Tube Manufacturing Company Limited has been determined as per the Valuation Report prepared by A. N Gawade, Registered Valuer having IBBI Registration No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, behind café Good Luck, Deccan Gymkhana, Pune-411004 being made in accordance with the requirements of the SEBI (ICDR) Regulations.

The value per share arrived is Rs. 14.20/- (Rupees Fourteen Point Two Zero only) as per the above-mentioned valuation report. The price at which the Equity Share Warrants are being issued is Rs. 15/- (Rupees Fifteen) which is higher than the price determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations.
The valuation report shall be available electronically for inspection without any fee by the members from the date of circulation of this notice upto the closure of remote e-voting and will also be made available on the Company's website and can be accessed at https://www.rajtube.com/

Since the Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 Trading Days prior to the Relevant Date, it is not required to re-compute the issue price per Equity Share and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.

7. **Amount which the company intends to raise by way of such securities**

Aggregating up to Rs. 93,15,00,000/- (Rupees Nine Three Crore Fifteen Lakh only)

8. **The class or classes of persons to whom the allotment is proposed to be made**

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who are in the category of public.

9. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.**

During the financial year 2025-26 & 2026-27, the Company has not made any allotment on preferential basis.

10. **Maximum number of securities to be issued**

The Resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto Rs. 93,15,00,000 (Rupees Ninety Three Crore and Fifteen Lakh only) by way of issuance of upto 6,21,00,000 (Six Crore Twenty One Lakh only) warrants, each exercisable into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Re. 1/- each at a price of Rs. 15/- each payable in cash.

Minimum amount of Rs. 23,28,75,000/- (Rupees Twenty Three Crore Twenty Eight Lakh and Seventy Five Thousand only), which is equivalent to 25% (twenty five percent) of the Warrants Issue Price ("**Warrant Subscription Amount**") shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 69,86,25,000/- (Rupees Sixty Nine Crore Eighty Six Lakh and Twenty Five Thousand only) for each Warrant, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s) ("**Warrant Exercise Amount**").

11.Intent of the promoters, promoter group, directors or key managerial personnel or senior management of the Company to subscribe to the offer

Apart from the Proposed Allottees, none of the promoters, members of the promoter group, Directors or Key Managerial Personnel or Senior Management of the Company intend to subscribe to the offer.

12.Shareholding pattern of the Company before and after the Preferential Allotment: -

Sr No	Category	Pre-issue#		Current Issue of Warrants	Post-issue*	
		No of shares held	% of shareholding		No of shares held	% of shareholding
A	**Promoters and Promoter Group**					
1	**Indian**					
	Individual	75,71,130	16.80%	-	75,71,130	7.06%
	Bodies corporate	0	0.00%	0	-	0.00%
	Sub-total	75,71,130	16.80%	0	75,71,130	7.06%
2	**Foreign promoters**	**0**	0.00%	0	-	0.00%
	Sub-total (A)	**75,71,130**	16.80%		**75,71,130**	**7.06%**
B	**Non-promoters' holding**					
1	**Institutional investors**	-	0.00%	-	-	0.00%
2	**Non-institution**					
	Private corporate bodies	40,41,464	8.97%	1,96,00,000	2,36,41,464	22.06%
	Indian public	2,86,53,930	63.57%	3,97,50,000	6,84,03,930	63.82%
	Non Resident indians	9,86,046	2.19%	-	9,86,046	0.92%
	HUF	0	0.00%	27,50,000	27,50,000	2.57%
	Others	38,25,430	8.49%	-	38,25,430.00	3.57%
	Sub-total	**3,75,06,870**	83.20%	-	**9,96,06,870**	92.94%
	Sub-total (B)	**3,75,06,870**	83.20%		**9,96,06,870**	**92.94%**
	GRAND TOTAL	**4,50,78,000**	**100.00%**		**10,71,78,000**	**100.00%**

 # The Pre-issue shareholding pattern is as on June 30, 2026
** The Post-Issue Shareholding Percentage has been calculated based on the fully diluted postissue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.*

13. Time frame within which the Proposed Preferential Issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the Resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

14. Principal terms of assets charged as securities

Not applicable.

15. Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

Tenure: The Warrants shall be exercisable into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

Lock-in: The Warrants and the equity shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations.

Rights: The Warrants shall not carry any voting rights until they are exercised into equity shares.

Exercise of Warrants and other related matters:

a. The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Re. 1 (Indian Rupee One only) each, in one or more tranches.
b. The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.
c. The Warrant holder shall pay the Warrant Exercise Amount for the relevant Warrants it proposes to exercise, and the Company shall, upon receipt of such payment in the designated bank account, in accordance with applicable law, to issue and allot equity shares (to the Warrant holder in lieu of the relevant Warrants.
d. The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchange for listing the equity shares allotted to the Warrant holder pursuant to exercise of the Warrants. All equity shares (upon exercise of the Warrants) shall be credited into the Warrant holder's demat account.

16. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees

Sr. No.	Name of the Proposed Allottees	Name of the beneficial owners of proposed allottees of share warrants
1	ESPS Finserve Pvt Ltd	1. Ashok Kumar Singh 2. Devjeet Chakraborty
2	ESPS Capital Pvt Ltd	1. Ashok Kumar Singh 2. Sanjay Kumar Singh
3	Wordexx Ventures Pvt Ltd	1. Santosh Dubey 2 .Shweta Ashok Singh

4	Maa Pahari Mercantiles Private Limited	1. Dhawal Jawaharmal Chandan 2. Dilip Kumar J Chandan 3. Rajesh Kumar Chandan 4. Pravin Kumar Chandan 5. Anekant Arvind Jain
5	Cicago Commodities Private Limited	1. Dhawal Jawaharmal Chandan 2. Dilip Kumar J Chandan 3. Rajesh Kumar Chandan 4. Pravin Kumar Chandan 5. Anekant Arvind Jain
6	Pahari Mata Commodities Pvt Ltd	1. Dhawal Jawaharmal Chandan 2. Dilip Kumar J Chandan 3. Rajesh Kumar Chandan 4. Pravin Kumar Chandan 5. Anekant Arvind Jain
7	Verve Global Services Private Limited	1. Dhawal Jawaharmal Chandan 2. Dilip Kumar J Chandan 3. Rajesh Kumar Chandan 4. Pravin Kumar Chandan 5. Anekant Arvind Jain 6. Sachin Ramchandra Vadgave
8	Tsm Finance Services Private Limited	1. Anekant Arvind Jain
9	Thought Rain Advisory Services Pvt Ltd	1. Anekant Arvind Jain
10	RSWM Private Limited	1. Ramesh Kumar Arora 2. Neelam Arora 3. Punit Arora
10	Revati Holdings Private Limited	1. Lakshman Srinivasan
11	Manish Kumar HUF	1. Manish Kumar
12	Hitesh Kumar Loonia HUF	1. Hitesh Surendra Loonia
13	Sohan Lal Ahuja and Sons HUF	1. Sohan Lal Ahuja

17. The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:

Name	Pre-Preferential Issue of Warrants		No. of warrants to be issued	Post-Preferential Issue of Warrants	
	No. of Equity Shares held	% held		No. of Equity Shares held*	% held**
Urvashi Jeetendra Gehi	1,38,725	0.31%	8,00,000	9,38,725	0.88%
Piya Jeetendra Gehi	1,00,941	0.22%	8,00,000	9,00,941	0.84%
Pawan Kishin Gehi	0	0.00%	4,00,000	4,00,000	0.37%
Khusbhoo Pavan Gehi	5,647	0.01%	4,00,000	4,05,647	0.38%
Usha Kishin Gehi	3,15,000	0.70%	8,00,000	11,15,000	1.04%
Faiza F Siddiqui	0	0.00%	1,00,000	1,00,000	0.09%
Sangita Shankarrao Satav	1,57,076	0.35%	5,00,000	6,57,076	0.61%
Sonal Sandeep Satav	3,41,964	0.76%	2,00,000	5,41,964	0.51%
Nidhi Naresh Nandu	67,483	0.15%	49,00,000	49,67,483	4.63%
Atul Dhandharia	0	0.00%	27,00,000	27,00,000	2.52%
Romeo Pulasaria	0	0.00%	9,00,000	9,00,000	0.84%
Ajay Shyam Kumar	0	0.00%	18,00,000	18,00,000	1.68%
Neeru A Kumar	0	0.00%	18,00,000	18,00,000	1.68%
Rajesh Kirtikumar Modi	0	0.00%	13,00,000	13,00,000	1.21%
Pooja Jayesh Goragandhi	0	0.00%	4,00,000	4,00,000	0.37%
Manali Kirit Bhuva	26,417	0.06%	9,00,000	9,26,417	0.86%

Name	Pre-Preferential Issue of Warrants		No. of warrants to be issued	Post-Preferential Issue of Warrants	
	No. of Equity Shares held	% held		No. of Equity Shares held*	% held**
Yash Ramesh Brahmbhatt	1,48,684	0.33%	8,00,000	9,48,684	0.89%
ESPS Finserve Pvt Ltd	0	0.00%	25,00,000	25,00,000	2.33%
ESPS Capital Pvt Ltd	0	0.00%	25,00,000	25,00,000	2.33%
Wordexx Ventures Pvt Ltd	0	0.00%	25,00,000	25,00,000	2.33%
RAJ Kumar Singh	0	0.00%	10,00,000	10,00,000	0.93%
Shweta Ashok Singh	0	0.00%	15,50,000	15,50,000	1.45%
Maa Pahari Mercantiles Private Limited	0	0.00%	15,00,000	15,00,000	1.40%
Cicago Commodities Private Limited	0	0.00%	20,00,000	20,00,000	1.87%
Pahari Mata Commodities Pvt Ltd	0	0.00%	20,00,000	20,00,000	1.87%
Verve Global Services Private Limited	16,000	0.04%	15,00,000	15,16,000	1.41%
Tsm Finance Services Private Limited	34,000	0.08%	10,00,000	10,34,000	0.96%
Thought Rain Advisory Services Pvt Ltd	0	0.00%	15,00,000	15,00,000	1.40%
Arvind Shikharchand Jain	0	0.00%	5,00,000	5,00,000	0.47%
Hirak Sheth	0	0.00%	5,00,000	5,00,000	0.47%

Name	Pre-Preferential Issue of Warrants		No. of warrants to be issued	Post-Preferential Issue of Warrants	
	No. of Equity Shares held	% held		No. of Equity Shares held*	% held**
Indrajit Maruti Gole	0	0.00%	5,00,000	5,00,000	0.47%
Sumita R Agarwal	0	0.00%	6,00,000	6,00,000	0.56%
Shamal Ankush Yadav	0	0.00%	5,00,000	5,00,000	0.47%
Anurag Bhutra	0	0.00%	5,00,000	5,00,000	0.47%
RSWM Private Limited	0	0.00%	6,00,000	6,00,000	0.56%
Santosh Kumar Singh	0	0.00%	5,00,000	5,00,000	0.47%
Rajwant Parmanand Singh	0	0.00%	3,00,000	3,00,000	0.28%
Jyoti	0	0.00%	1,00,000	1,00,000	0.09%
Prakashsingh H Rajpurohit	0	0.00%	1,00,000	1,00,000	0.09%
Manish Kumar HUF	0	0.00%	5,00,000	5,00,000	0.47%
Vaibhav Sharma	0	0.00%	5,00,000	5,00,000	0.47%
Revati Holdings Private Limited	30,000	0.07%	20,00,000	20,30,000	1.89%
Pushpa Bhaju	23,99,000	5.32%	15,00,000	38,99,000	3.64%
Hema Lakshman	2,70,000	0.60%	15,00,000	17,70,000	1.65%
Dinesh Muddu Kotian	290	0.00%	5,00,000	5,00,290	0.47%
Seema Surana	0	0.00%	1,00,000	1,00,000	0.09%

Name	Pre-Preferential Issue of Warrants		No. of warrants to be issued	Post-Preferential Issue of Warrants	
	No. of Equity Shares held	% held		No. of Equity Shares held*	% held**
Hitesh Kumar Loonia HUF	2,30,041	0.51%	10,00,000	12,30,041	1.15%
Chanchal	21,65,000	4.80%	35,00,000	56,65,000	5.29%
OM Prakash Mahawar	10,50,161	2.33%	25,50,000	36,00,161	3.36%
Sohan Lal Ahuja and Sons HUF	0	0.00%	12,50,000	12,50,000	1.17%
Kamlesh sharma	0	0.00%	20,50,000	20,50,000	1.91%
Kiran Kumar Kantibhai Sheth	0	0.00%	9,00,000	9,00,000	0.84%
Manjesh Dubey	0	0.00%	5,00,000	5,00,000	0.47%

Note:

** The number of shares mentioned in this column have been calculated assuming all the Warrants issued to the proposed allottees will be converted fully.*

*** Assuming full conversion of 6,21,00,000 Warrants into equivalent number of Equity Shares under present Preferential Issue*

There will be no change in the composition of the Board nor any change in the control of the Company consequent to the Proposed Preferential Issue.

18. Contribution being made by the promoters, promoter group or directors either as part of the Preferential Issue or separately in furtherance of objects

Sr. No.	Name of the Allottee	Category of the allottee	Contribution being made by subscription of warrants assuming full conversion (in ₹)
1	Chanchal	Non-Executive Director	5,25,00,000
TOTAL			**5,25,00,000**

19. Undertakings: -

a. The Company is eligible to make the Preferential Allotment to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;

b. The Company, it's Promoters, Promoter Group and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations is not applicable;

c. None of its Directors or promoters, promoter group are fugitive economic offenders as defined under the ICDR Regulations;

d. The Company does not have any outstanding dues to SEBI, Stock Exchange or any of the depositories;

e. The Company has obtained the Permanent Account Numbers (PAN) of all the proposed allottees.

f. The Company shall be making application seeking in-principal approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of a special resolution;

g. The Company is in compliance with the conditions for continuous listing;

h. The proposed allottees, promoter and promoter group has not sold any of the equity shares during 90 trading days preceding the relevant date;

i. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;

j. No person belonging to the promoters/ promoter group has previously subscribed to any warrants of the company during the last one year;

k. The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public

l. As the Equity Shares have been listed for a period of more than ninety trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

m. The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.

n. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

o. As the amount for which the funds are being raised by way of preferential issue on a private placement basis does not exceed Rs. 100 crores, our Company has not appointed any monitoring agency to monitor the use of proceeds.

20. Report of a registered valuer

The price of the Equity Shares has been determined taking into account the valuation report of a registered valuer, namely Mr. A.N. Gawade, Independent Registered Valuer (IBBI Registered Valuer No. IBBI/RV/05/2019/10746) having its office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune – 411004.

21. Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter

Sr. No.	Name of allottes	Current Status	Proposed Status
1	Urvashi Jeetendra Gehi	Public	Public
2	Piya Jeetendra Gehi	Public	Public
3	Pawan Kishin Gehi	N/A	Public
4	Khusbhoo Pavan Gehi	Public	Public
5	Usha Kishin Gehi	Public	Public
6	faiza f siddiqui	N/A	Public
7	Sangita Shankarrao Satav	Public	Public
8	Sonal Sandeep Satav	Public	Public
9	Nidhi Naresh Nandu	Public	Public
10	Atul Dhandharia	N/A	Public
11	Romeo Pulasaria	N/A	Public
12	Ajay Shyam Kumar	N/A	Public
13	Neeru A Kumar	N/A	Public
14	Rajesh Kirtikumar Modi	N/A	Public
15	Pooja Jayesh Goragandhi	N/A	Public
16	Manali Kirit Bhuva	Public	Public
17	Yash Ramesh Brahmbhatt	Public	Public
18	ESPS Finserve Pvt Ltd	N/A	Public
19	ESPS Capital Pvt Ltd	N/A	Public
20	Wordexx Ventures Pvt Ltd	N/A	Public
21	RAJ Kumar Singh	N/A	Public
22	Shweta Ashok Singh	N/A	Public
23	Maa Pahari Mercantiles Private Limited	N/A	Public
24	Cicago Commodities Private Limited	N/A	Public
25	Pahari Mata Commodities Pvt Ltd	N/A	Public
26	Verve Global Services Private Limited	Public	Public
27	Tsm Finance Services Private Limited	Public	Public
28	Thought Rain Advisory Services Pvt Ltd	N/A	Public
29	Arvind Shikharchand Jain	N/A	Public
30	Hirak Sheth	N/A	Public
31	Indrajit Maruti Gole	N/A	Public
32	Sumita R Agarwal	N/A	Public
33	Shamal Ankush Yadav	N/A	Public
34	Anurag Bhutra	N/A	Public
35	RSWM PRIVATE LIMITED	N/A	Public
36	Santosh Kumar Singh	N/A	Public
37	Rajwant Parmanand Singh	N/A	Public
38	Jyoti	N/A	Public
39	Prakashsingh H Rajpurohit	N/A	Public
40	Manish Kumar HUF	N/A	Public
41	Vaibhav Sharma	N/A	Public
42	Revati Holdings Private Limited	Public	Public
43	Pushpa Bhaju	Public	Public
44	Hema Lakshman	Public	Public
45	Dinesh Muddu Kotian	Public	Public
46	Seema Surana	N/A	Public
47	Hitesh Kumar Loonia HUF	Public	Public
48	Chanchal	Public	Public
49	OM Prakash Mahawar	Public	Public

Sr. No.	Name of allottes	Current Status	Proposed Status
50	Sohan Lal Ahuja and Sons HUF	N/A	Public
51	Kamlesh Sharma	N/A	Public
52	Kiran Kantilal Sheth	N/A	Public
53	Manjesh Dubey	N/A	Public

22. Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable

23. Lock-in period

The Warrants allotted pursuant to this Resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

24. Certificate of Practicing Company Secretary

The Certificate from Ms. Prachi Bansal, Company Secretary in Practice (Membership No. ACS 43355, CP 23670) certifying that the preferential issue is being made in accordance with the requirements contained in the ICDR Regulations, is hosted on the Company's website and can be accessed at https://www.rajtube.com/ to facilitate online inspection by the Members.

25. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its Promoters, Promoter group and directors is a wilful defaulter or fraudulent borrower:

Neither the Company nor any of its promoters, promoter group and directors is a wilful defaulter or fraudulent borrower or a fugitive economic offender and thus is not required to make disclosures as specified in Schedule VI of SEBI ICDR Regulations.

26. Other disclosures

a. During the period from April 01, 2025 until the date of Notice, the Company has not made any Preferential Issue of equity shares.
b. The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

All material terms of the Preferential Allotment have been set out above.

In terms of Section 62(1)(c) read with Section 42 of the Act and rules framed thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI ICDR Regulations, the issue of Warrants by way of Preferential Approval requires approval of the Members by way of a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and the Shareholders.

The Board recommends Special Resolution as set out at Item No. 1 of the Notice for approval of the members.

Other than the proposed allottees, none of the Promoters, Directors and Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, in the resolution.

ITEM NO. 2

The members be informed that based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on May 30, 2026 had appointed Mr. Mahendra Soni (DIN: 11046273) as Additional Director (Non-Executive, Independent) of the Company.

Now, based on the recommendation of the Nomination and Remuneration Committee, and of the Board, it is proposed to regularize the appointment of Mr. Mahendra Soni and appoint him as the Independent Director of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years, effective from May 30, 2026.

In the opinion of the Board, Mr. Mahendra Soni fulfills the conditions specified in the Act for appointment as an Independent Director and his appointment as such would be in the interest of the Company taking into consideration Mr. Mahendra Soni's professional qualifications and expertise. He meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect. In the opinion of the Board, Mr. Mahendra Soni is independent of the management.

The Company has received all statutory disclosures / declarations, including:

1. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014
2. 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 Act
3. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations.
4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority,
5. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company.

The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Mr. Mahendra Soni (DIN: 11046273) for the office of Director of the Company.

As per the provisions of Section 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members. Accordingly, approval of the Members is being sought for the appointment of Mr. Mahendra Soni as an Independent Director of the Company by way of a Special Resolution.

As required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Notice.

Your directors recommend the aforesaid Resolution for approval by the Members by way of a Special Resolution.

Except Mr. Mahendra Soni and his relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the proposed Special Resolution.

ITEM NO. 3

The members be informed that based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on May 30, 2026 had appointed Mr. Ranjeet Kumar Pandey (DIN: 02632421) as Additional Director (Non-Executive, Independent) of the Company.

Now, based on the recommendation of the Nomination and Remuneration Committee, and of the Board, it is proposed to regularize the appointment of Mr. Ranjeet Kumar Pandey and appoint him as the Independent Director of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years, effective from May 30, 2026.

In the opinion of the Board, Mr. Ranjeet Kumar Pandey fulfills the conditions specified in the Act for appointment as an Independent Director and his appointment as such would be in the interest of the Company taking into consideration Mr. Ranjeet Kumar Pandey's professional qualifications and expertise. He meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect. In the opinion of the Board, Mr. Ranjeet Kumar Pandey is independent of the management.

The Company has received all statutory disclosures / declarations, including:

1. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014
2. 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 Act
3. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations.
4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority,
5. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company.

The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Mr. Ranjeet Kumar Pandey (DIN: 02632421) for the office of Director of the Company.

As per the provisions of Section 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members. Accordingly, approval of the Members is being sought for the appointment of Mr. Ranjeet Kumar Pandey as an Independent Director of the Company by way of a Special Resolution.

As required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Notice.

Your Directors recommend the aforesaid Resolution for approval by the Members by way of a Special Resolution.

Except Mr. Ranjeet Kumar Pandey and his relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the proposed Special Resolution.

ITEM NO. 4

The existing Memorandum of Association ('MOA') of the Company is based on erstwhile Companies Act, 1956. The alteration of MOA is necessary to align the existing MOA with Companies Act 2013 ('Act'). The object clause and the liability clause of the existing MOA needs to be re-aligned as per Table A of Schedule I of the new Act. Further, the revision in the main objects of the company will provide a detailed description of the company's business activities for enhanced clarity along with the flexibility to undertake any future business activity as mentioned in the objects.

The Board of Directors at its Meeting held on July 24, 2026 has approved the adoption of amended MOA of the Company, subject to approval of the members of the Company and other necessary approval in this regard.

A copy of the proposed set of new MOA would be available for public inspection at the registered office of the Company and on the Company's website for electronic inspection up to the date of EGM.

In terms of Section 4 and 13 and other applicable provisions of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required to approve the adoption of new set of MOA of the Company.

None of the Directors and / or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested (financially or otherwise), in the proposed resolution set out in item No. 4. As per Section 102(2) of the Act, it is clarified that the proposed Resolution does not relate to or affect any other Company.

The Board recommends passing of the Resolution set out in Item No. 4 of this Notice, for approval by the Members by way of Special Resolution

ITEM NO. 5

The Board proposes to adopt a new set of Articles of Association to align the Company's governance framework with the latest provisions of the Companies Act, 2013 and the rules made thereunder, and other applicable statutory regulations.

The existing Articles contain several provisions and references that need to be changed in full conformity with the existing/ongoing law. The proposed new set of Articles are intended to provide better clarity, reflect updated statutory requirements, and ensure a more efficient and modern governance structure. Accordingly, approval of the shareholders is sought for replacing the existing Articles of Association with a new, updated set of Articles of Association.

The Board of Directors of the Company at its meeting held on July 24, 2026 approved the proposal to alter and adopt new set of the Articles of Association and recommended the same to the members for approval. A copy of existing Articles of Association and of the set of new Articles of Association with the proposed amendments are made available on the website of the Company https://www.rajtube.com/ and also available for inspection at the registered office of the Company on working days from 09:00 A.M. (IST) on Thursday, July 28, 2026, until 05:00 P.M. (IST) on Thursday, August 20, 2026.

Pursuant to the provisions of Section 14(1) of the Companies Act, as applicable, any amendment in Articles of Association requires approval of the members of the Company by way of special resolution.

None of the Directors, key managerial personnel, senior management and relatives of Directors, key managerial personnel and/or senior management (as defined in the Companies Act and SEBI ICDR Regulations) are in any way concerned or interested in the proposed resolution, except in the ordinary course of business.

By the order of the Board of Directors
For Rajasthan Tube Manufacturing Company Limited

Sd/

Saurabh Prydarshi
Company Secretary & Compliance Officer
Membership No. A41223

Date: July 24, 2026
Place: Jaipur

ANNEXURE TO ITEMS 2 and 3

Details of Directors seeking appointment/re-appointment at the forthcoming Extra-Ordinary General Meeting
[Pursuant to Secretarial Standard-2 on General Meetings and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of The Director	***Mahendra Soni***	***Ranjeet Kumar Pandey***
DIN	11046273	02632421
Date of Birth	13.10.1983	15.02.1970
Age		
Date of first appointment on Board	25.12.2025	30.05.2026
Qualifications	Bachelor in Commerce	Bachelor in Commerce and Law
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Possesses knowledge in finance, accounting, corporate administration and business management. His commercial acumen and understanding of financial and business operations enable him to contribute effectively to the strategic and governance functions of the Company.	Possesses knowledge in commerce, legal affairs, corporate governance and regulatory compliance. His qualifications and experience enable him to provide valuable guidance on legal, commercial and governance matters of the Company.
Expertise in specific functional area	Finance, Accounts, Business Administration and Corporate Management	Legal, Corporate Governance, Regulatory Compliance and Business Administration
Shareholding in the Company as on the date of notice	NIL	NIL
List of directorships held in Listed entities and other Companies	02	03
Terms and conditions of appointment/re-appointment	Proposed to be appointed as a Non-Executive Independent Director for a term in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company. He shall not be liable to retire by rotation during his tenure as an Independent Director.	Proposed to be appointed as a Non-Executive Independent Director for a term in accordance with the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company. He shall not be liable to retire by rotation during his tenure as an Independent Director.
Details of remuneration last drawn	Nil	Nil
Details of remuneration sought to be paid	As may be approved by the Board and shareholders from time to time, in accordance with	As may be approved by the Board and shareholders from time to time, in accordance with

	the provisions of the Companies Act, 2013.*	the provisions of the Companies Act, 2013.*
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL	NIL
Membership of Committees of other Boards	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Relationship Committee	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Relationship Committee
Number of Board meetings attended	2	2
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company.	Not related to any Director or Key Managerial Personnel of the Company.
Brief Profile	Mr. MAHENDRA SONI is qualified with B.COM (Rajasthan University) having PAN No.: BMSPS5273A	Mr. Ranjeet Kumar Pandey is qualified with B.COM & LLB from Ranchi college having PAN No.: AGVPP6972H