

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED
REGISTERED OFFICE: 404, SHEKHAWATI COMPLEX, STATION ROAD, JAIPUR

Dear Shareholders,

Sub: Green Initiative in Corporate Governance Rajasthan Tube Manufacturing Company Limited ("RTMCL")

This is to inform you that the Ministry of Corporate Affairs ('MCA'), Government of India has taken a "Green Initiative" In the Corporate Governance by permitting paperless compliances by companies (vide its Circular No. 17/2011 dated : April 21, 2011 and Circular No.18/2011 dated April 29, 2011) and clarified that a company will be deemed to have complied with the provisions of Sections 53 and 219(1) of the Companies Act, 1956, in case documents like notice, annual report etc. are sent in electronic form to its Members, subject to compliance with the conditions stated therein.

Accordingly, RTMCL proposes to send henceforth all communications / documents including the Notice calling the Annual General Meeting, Annual Reports etc. in electronic mode to those Members who have registered their email address(es) with their Depository Participant (DP") and made available to us by the Depository.

Please note that the said documents will be uploaded on the website of the Company viz. **www.rajtube.com** for your ready reference.

We, therefore, invite all our shareholders to contribute to the cause by registering their email address with the DP or inform their e.mail address at **beetal@beetalfinancial.com** duly quoting your DP ID & Client ID/ Folio Number(s).

Please note that as a Member of the Company, you are always entitled to request and receive, free of cost, a copy of the Annual Report of the Company and other documents in accordance with the provisions of the Companies Act, 1956.

We look forward to your continued and encouraging support to this unique initiative by the MCA. Thanking you and assuring you of our best attention at all times,

Yours faithfully,

For Rajasthan Tube Manufacturing Company Limited

(Sunil Kumar Jain)
Director

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

BOARD OF DIRECTORS:

SHRI HARISH CHAND JAIN (CHAIRMAN & MANAGING DIRECTOR)

SHRI SUNIL KUMAR JAIN

SHRI DEEPESH JAIN

SHRI MAHENDRA KUMAR JAIN

AUDITORS:

PRAMOD & ASSOCIATES
CHARTERED ACCOUNTANTS
JAIPUR.

CORPORATE ADVISOR

V M & ASSOCIATES
COMPANY SECRETARIES
JAIPUR

BANKERS:

STATE BANK OF BIKANER & JAIPUR

SHARE TRANSFER AGENT

BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD.,
BEETAL HOUSE , 3rd FLOOR,
99, MADANGIR,
BEHIND LOCAL SHOPPING CENTRE,
NEAR DADA HARSUKH DAS MANDIR,
NEW DELHI .

REGISTERED OFFICE:

404, SHEKHAWATI COMPLEX,
STATION ROAD, JAIPUR

WORKS:

28-37, JATAWALI MOD, MAHARKALA ROAD, DEHRA,
Teh.: CHOMU, Distt. JAIPUR (Raj.) 303702

E-MAIL ID FOR INVESTORS

GRIEVANCE - (1) scores@beetalfinancial.com
(2) rajtube@hotmail.com

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

NOTICE

Notice is hereby given that the 26th Annual General Meeting of RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED will be held at ANOKHA GAON, Near Road No.14, Vishwakarma Industrial Area, Sikar Road, Jaipur on Friday the 28th September, 2012 at 10 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Statement of Profit & Loss for the year ended on 31st March, 2012, Balance Sheet as on that date, the Directors' Report and Auditors' Report thereon.
2. To appoint Directors in place of Shri Deepesh Jain, who retires by rotation and being eligible, offer himself for reappointment.
3. To appoint Auditors of the company and to fix their remuneration from the conclusion of this meeting until the conclusion of the next Annual General Meeting, M/s Pramod & Associates, Chartered Accountants, Jaipur, the retiring auditors of the company are eligible for reappointment.

SPECIAL BUSINESS

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

"RESOLVED THAT in accordance with the provision of section 314 and all other applicable provisions; if any, of the companies Act 1956, consent of the company be and is hereby accorded to hold and continue to hold the place of profit by Shri Pradeep Jain w.e.f. 01st August, 2012 on a revised total monthly remuneration of Rs.40000/-
5. To consider and if thought fit to pass with or without modification the following resolution as a Special resolution:

"RESOLVED THAT in accordance with the provision of section 314 and all other applicable provisions; if any, of the companies Act 1956, consent of the company be and is hereby accorded to hold and continue to hold the place of profit by Shri Sourabh Jain w.e.f. 01st August, 2012 on a revised total monthly remuneration of Rs.40000/-

Registered Office :
404, Shekhawati Complex,
Station Road, JAIPUR

Dated : 13th August, 2012

By order of the Board

(SUNIL KUMAR JAIN)
DIRECTOR

Notes :

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The proxy form duly completed and stamped must reach the Registered Office of the company at 404, Shekhawati Complex, Station Road, Jaipur not less than 48 hours before the time of holding the aforesaid meeting.
 2. Shareholders are requested to advise the company immediately of any change in their addresses.
 3. The Register of Members and Share Transfer Books of the Company will remain closed from 26th September, 2012 to 28th September, 2012 (both dates inclusive).
 4. Members are requested to quote their folio numbers in all their correspondence.
 5. Members are requested to bring their copies of Annual Report to the meeting.
 6. The shareholders desiring any information as regards accounts are requested to write to the Company at an early date so as to enable the Management to keep information ready.
 7. Members are requested to bring with them the attendance slip and hand it over at entrance duly signed by them.
 8. Information provided as per clause 49VI(A) of the listing Agreement
The following are the details of the Directors seeking Reappointments or recommended to be appointed as Director. Shri Deepesh Jain has been director of the company since January, 2003. He is member of company's Directors audit, Remuneration and shareholders, grievance committee. He has Vast experience of 10 years in the field of Finance & Liason With Govt. Department.
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EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT 1956

The following Explanatory statements pursuant to section 173 of the Companies Act, 1956 set out all material facts relating to the special business mentioned in the accompanied notice dated 13th August, 2012.

Item Nos. 4 :

Shri Pradeep Jain is an existing employee of the company and he is relative of directors of the company in accordance with schedule 1A of the Companies Act, 1956. According to the section 314 of the companies Act, 1956 read with director's relatives (office of place of profit) Rules, 2003 inter alia provides that no relative of Director shall hold any office or place of profit in the company which carries a total monthly remuneration of not less than Rs. 10000/- except with the prior consent of the company by a special resolution. Shri Pradeep Jain is an employee of the company on a monthly remuneration of Rs. 15000/- and increment as been given to Shri Pradeep Jain w.e.f. 1st August, 2012 by increasing total monthly remuneration of Rs.40000/- per month according to the above said provision it require approval from member of the company. Hence the resolution is put up for your consideration. None of the director except Shri Harish Chand Jain, are interested in this resolution.

Item No.: 5

Shri Sourabh Jain is an existing employee of the company and he is relative of directors of the company in accordance with schedule 1 A of the Companies Act, 1956 read with director's relatives (office of place of profit) Rules, 2003 inter alia, provides that no relative of Director shall hold any office or place of profit in the company which carries a total monthly remuneration of not less than Rs.10000/- except with the prior consent of the company by a special resolution. Shri Sourabh Jain is an employee of the Company on a monthly remuneration of Rs.15000/-and increment has been given to Shri Sourabh Jain w.e.f.1st August,2012 by increasing total monthly remuneration to Rs.40000/- per month according to the above said provision it require approval from member of the company. Hence the resolution is put up for your consideration. None of the director except Shri Harish Jain are interested in this resolution.

RAJASTHAN TUBE MANUFACTURING COMPANY LIMITED

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting their 26th Annual Report on the operations of your company together with audited statement of accounts for the year ended on 31st March, 2012.

1. FINANCIAL RESULTS:

	(Rs.in lacs)	
	For the year ended on 31.3.2012	For the year ended on 31.3.2011
Total Sales & Other Income	9557.54	7585.37
Profit Before Interest & Depreciation	299.92	218.55
Interest	176.42	141.81
Profit Before Depreciation	123.50	76.74
Profit on sale of Fixed Assets	-	93.92
Depreciation	28.27	28.39
Net Profit before Taxation	95.23	142.27
Provision for Taxation	25.00	18.00
Deferred Tax (Net)	(2.26)	12.20
Net Profit after Taxation	72.49	112.07
Balance brought forward from previous year	385.07	323.00
profit available for appropriation	457.56	435.07
Transfer to General Reserve	50.00	50.00
Balance carried to Balance Sheet	407.56	385.07

2. DIVIDEND:

Your Directors are unable to recommend any dividend during the year under review in order to keep funds for future plans.

3. GENERAL RESERVE :

The Company propose to transfer Rs.50,00,000 to the General Reserve out of the amount available for appropriations.

4. YEAR IN RETROSPECT:

During the year under review, the sales and other income during the year increased to Rs.9557.54 Lacs as compared to Rs.7585.37 Lakh in the previous year. The Profit after tax during the year was Rs.72.49 lacs as compared to Rs.112.07 lacs in the previous year.

5. MANAGMENT DISCUSSION & ANYLYSIS REPORT:

(a) INDUSTRY STRUCTURE & DEVELOPMENT :

Activities of your company come under the category of steel tube industry. With the increased activity in housing and agriculture. the future of the steel tube industry shall continue to remain encouraging.

(b) OPPORTUNITIES, THREATS RISK & CONCERNS:

Presently major requirements of pipes in Rajasthan are being met through units situated outside Rajasthan. The pipes manufactured by the company would be able to compete effectively in the market as they would have a clear price advantage over the other outside suppliers because of lower transportation cost benefits applicable to the company.

The company's product shall enjoy 4% price preference and 80% purchase preference in all Govt. & semi Govt. organisation of Rajasthan Govt. Steel Tube and pipe industry is expected to show good prospects in view of increased availability of H.R.Coils being basic raw material to manufacture M.S.Steel Tube.

More units with similar facility may come up resulting in greater competition and lower price realisation.

Changed state Govt. policies may effect the profitability of the company .

The steel tube industry is subject to market cycle and as constituent of the industry. Your company is also exposed to these constituent . rise in price H.R. Coils, Zinc are also a matter of concern.

(c) SEGMENT :

The operations of the company is covered in one segment only i.e. steel tube segment.

(d) OUTLOOK :

Having regard to the prevailing circumstances your company visualizes a hopeful growth in the industry.

(e) INTERNAL CONTROL SYSTEM :

Your company maintain an internal control system in different areas like purchases billing for the jobs etc. moreover there are internal auditors who make a consent monitoring to have proper and sufficient care for maintenance of adequate accounting records required for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

(f) DEVELOPMENT : HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT :

Your Board has nothing to report on the development in human resource as well industrial relations front which have a material bearing on the business of the company.

(g) DISCLOSURE BY THE MANAGEMENT :

Your board has not received any disclosure by the management relating to any material. financial and commercial transactions where any of the managerial staff has personal interest that may have a potential conflict with the interest of the company at large.

6. FUTURE PROSPECTS:

Your Directors hope that during this year turnover and profit shall increase substantially due to better prospects of steel industry because of increasing steel price all over the world.

7. EXPANSION/DIVERSIFICATION

The company has also planned to diversify in rigid PVC PIPE project.

8. DISCLOSURE UNDER THE LISTING AGREEMENTS:

LISTING OF SHARES

Presently the equity shares of the company are listed at the following recognised Stock Exchanges.

- (i) The Jaipur Stock Exchange Limited ,Jaipur
- (ii) The Stock Exchange Mumbai,Mumbai.
- (iii)The Delhi Stock Exchange Association Limited,New Delhi.

The application of the company dated:10.06.1999 for delisting of shares from the The Delhi Stock Exchange Association Limited, New Delhi is still pending with the concerned Exchange.

The company has paid the annual listing fees for the year 2011-2012 to the stock exchanges except to stock exchange where the company has applied for delisting of shares of the company.

9. FIXED DEPOSITS:

The Company has not accepted any fixed deposit during the year under report.

10. DIRECTOR' RESPONSIBILITY STATEMENT:

In accordance with the provisions of section 217(2AA) of the Companies Act, 1956 your Directors confirm that :

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed;
- (ii)They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2012 and of the Profit of the Company for the year ended on that date;
- (iii) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) They have prepared the annual accounts on a going concern basis.

11. PARTICULARS OF EMPLOYEES:

Particulars of employees as required under section 217 (2A) of the Companies Act, 1956 read with companies particulars of employees rules, 1975 as amended and information as per Companies disclosure of particulars in the report of Board of Directors Rules, 1988 is Nil

12. PARTICULARS OF ENERGY CONSUMPTION ETC:

The information pursuant to sub-section 1(e) of the section 217 of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 is either nil or not applicable.

13. DIRECTORS:

Shri Deepesh Jain, Director of the Company retire by rotation at the forthcoming Annual General Meeting and being eligible offer himself for reappointment.

14. AUDITORS:

M/s Pramod & Associates, Chartered Accountants, Jaipur retire and being eligible, offer themselves for reappointment. The observations of the Auditors have been suitably dealt with in the notes on accounts.

15. CORPORATE GOVERNANCE :

Corporate Governance Report is set out as a separate Annexure-1 which forms part of this report.

16. SECRETARIAL COMPLIANCE CERTIFICATE :

As per the requirement of Section 383A of the Companies Act, 1956 and Companies (Compliance Certificate) Rules, 2001, the Company has obtained a Certificate from M/s V.M. & Associates, Company Secretaries in Whole-time Practice, Confirming that the Company has complied with the provisions of the Companies Act, 1956 and a copy of the Compliance Certificate is annexed to this Report.

17. CORPORATE GOVERNANCE CERTIFICATE :

As per Revised Clause 49 of the listing Agreement with the Stock Exchanges, the Compliance Certificate from Chairman and Managing Director and CFO is given as Annexure " III " to the Director Report.

18. CODE OF CONDUCT :

The Company has laid-down a code of conduct for all Board Members And senior management of the Company. All the Board members and senior management personal have affirmed compliance with the code of conduct. The code of conduct has posted on website of the Company i.e. [www. Rajtube.com](http://www.Rajtube.com)

19. ACKNOWLEDGEMENTS :

Your Directors are grateful to the Government authorities, financial institutions, bankers, business constituents for their continued co-operation and timely support to the company.

Your Directors also express their deep appreciation for the devoted services by workers, staff and executives at all levels of operations in achieving the results for the year.

Industrial relations continued to remain happy and cordial.

Registered office :
404, Shekhawati Complex,
Station Road, JAIPUR
Dated : 13th August, 2012

For and on Behalf of the Board

(HARISH CHAND JAIN)
CHAIRMAN & MANAGING DIRECTOR