



Annual Report 2018-19

RIDDHI STEEL AND TUBE LIMITED



Board of Directors: Shri Rajesh R. Mittal Managing Director Smt. Preeti R. Mittal Director & CFO	Bankers: City Union Bank Ltd. HDFC Bank Ltd.
Independent Directors: Mr. Paras Kumarpal Shah Mr. Saurin Shailesh Shah Mr. Kirankumar Mushaddilal Agarwal	Registered Office 83/84, Village - Kamod, Piplaj Pirana Road, Post –Aslali Ahmedabad – 382427 Gujarat E-mail: info@riddhitubes.com Website: http://www.riddhitubes.com
Company Secretary & Compliance Officer Mr. Devansh G Gala	Secretarial Auditor Mr. Siddharth N. Maniar Practicing Company Secretary Ahmedabad
Statutory Auditor Jigar Shah and Associates Chartered Accountants Ahmedabad	Registrar & Transfer Agent Karvy Fintech Private Limited Hyderabad, India Tel: +91-40-67162222 Website: www.karisma.karvy.com SEBI Registration No: INR000000221
Audit Committee Mr. Paras K. Shah, Chairman Mr. Kirankumar M. Agarwal, Member Mr. Saurin S. Shah, Member	Stock Holder Relationship Committee Mr. Paras K. Shah, Chairman Mr. Kirankumar M. Agarwal , Member Mr. Saurin S. Shah, Member
Nomination And Remuneration Committee Mr. Paras K. Shah, Chairman Mr. Kirankumar M. Agarwal, Member Mr. Saurin S. Shah, Member	Corporate Identification Number L27106GJ2001PLC039978 Scrip Code: RSTL/540082 ISIN : INE367U01013



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RIDDHI STEEL AND TUBE LIMITED

CIN: L27106GJ2001PLC039978

83/84, Village Kamod, Piplaj-Pirana Road, Ahmedabad 382427

Tel. No.– 079-29700922 Website: www.riddhitubes.com email: Info@riddhitubes.com

NOTICE of 18th Annual General Meeting

NOTICE is hereby given that the 18th Annual General Meeting of RIDDHI STEEL AND TUBE LIMITED will be held on Monday, September 30, 2019 at 04.00 P.M. at the Registered office of the company at 83/84, Village Kamod, Piplaj-Pirana Road, Ahmedabad 382427, to transact the following business:

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ORDINARY BUSINESS

1. To receive, consider and adopt Audited Financial Statements for the Financial Year ended on 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.

2. To Re-appoint a Director Mrs. Preeti R. Mittal (DIN 01594555) who retires by rotation and being eligible offers herself for Re-appointment.

3. To pass the following Resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Jigar Shah & Associates, Chartered Accountants, (FRN 128263W) be and are hereby appointed as Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this 18th Annual General Meeting till the conclusion of the 23rd Annual General Meeting to be held in the year 2024, at such remuneration plus out-of-pocket expenses and applicable taxes, as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. To pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 (3) and all other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Mayur C. Undhad & Co., Cost Accountants in practice, having Firm Registration Number 103961 appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2019-20, being Rs 22,000/- (Rupees Twenty Two Thousand Only) plus taxes applicable and reimbursement out of pocket expenses incurred by them, in connection with the aforesaid audit are and is hereby ratified and confirmed.”

For and on behalf of the Board
For **Riddhi Steel and Tube Limited**

RajeshKumar Mittal
Managing Director
DIN 00878934

Date: September 04, 2019
Place: Ahmedabad



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights.

2. A member holding more than 10% of the total Share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 83/84, VILLAGE KAMOD, PIPLAJ-PIRANA ROAD, AHMEDABAD 382427, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE ANNUAL GENERAL MEETING.

Proxy/ Representation letter submitted on behalf of the Companies, Body Corporates Societies etc. must be supported by an appropriate resolution/authority, as applicable. A Proxy Form is attached herewith.

4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

5. Members, Proxies and Authorised Representatives are requested to carry to the meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and client ID/ Folio No.

6. In case of Joint-holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item no. 4 of the Notice, is annexed hereto.

8. The Company's Registrar & Share Transfer Agents (RTA) are:

Karvy Fintech Pvt. Ltd.

Karvy Selenium Tower B, Plot Nos. 31 & 32 Financial District

Nanakramguda, Serilingampally Mandal, Hyderabad - 500032

Phone: +91 040 67162222 Email: kishore.bv@karvy.com | Website: www.karvyfintech.com

All the correspondence with regard to transfer of shares etc. shall be addressed to them directly.

9. The Register of Members and Share Transfer Books will remain closed from 21st September 2019 to 30th September 2019 (both days inclusive) for the purpose of 18th AGM and enforcement thereof.

10. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and XC as per SEBI (ICDR) Regulation, 2009 will be exempted from E-Voting provisions. Your Company is covered under Chapter XB and listed on SME platform of BSE Limited. Therefore Company is not providing E-Voting facility to its shareholders.

11. Pursuant to the provision of Section 72 of the Companies Act, 2013, members can avail facility for nomination in respect of shares held by them. All the members are holding shares in electronic form are, therefore, requested to contact their respective Depository Participant for availing this facility.

12. Members are requested to bring their copy of Annual Report and the Attendance Slip which is duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. with them at the Annual General Meeting as a measure of economy as the same will not be supplied again at the meeting.

13. All documents mentioned in the accompanying notice are open for inspection at the registered office of the Company between 10 am to 4 pm on all working days except Saturday and Sunday up to and including the date of this Annual General Meeting.



14. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards the Greener Environment and to receive all documents, Notices, including Annual Reports and other communications of the Company, investors should register their Email Address with RTA if shares are held in physical mode or with the depository participants if the shares held in electronic mode.

15. Electronic Copy of the Notice of the 18th Annual General Meeting (AGM) along with Attendance slip, Proxy Form, and Annual report for F.Y. 2018-19, is being sent to all the members whose email ids are registered with the Company/ Depository Participant(s)/ RTA for communication purposes, unless any member has requested for a physical copy of the same.

For members who have not registered their email address, physical copy of the Annual Report for F.Y.2018-19 and Notice of AGM are being sent in the permitted mode. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send request to the Company's investor email id: compliance@riddhitubes.com.

Shareholders are requested to please note that all the queries should be given in writing to the company at compliance@riddhitubes.com before 48 hours of the annual general meeting.

16. Members may also note that the notice of the 18th AGM and the Annual Report for the Financial year 2018-19 will also be available on the Company's website www.riddhitubes.com for download from 6th September, 2019 onwards. The physical copy of the aforesaid documents will be available at the Company's registered office in Ahmedabad for inspection during normal business hours on all working days except Saturday, upto and including the date of AGM.

17. Members are requested to notify any change in their postal/ mail or email address:
To their depository participants (DP's) in respect of the shares held in demat form
To the Registrar and Share Transfer Agent (RTA), aforesaid mentioned address.

18. Members may please note that no gifts, gift coupons, or cash in lieu of gifts will be distributed at meeting.

19. Route Map showing directions to reach the Venue of the 18th Annual General meeting is annexed herewith.

20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company.

21. Voting procedure-

a) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting will be able to exercise their right at the meeting through ballot paper. The record Date for determining the members who are entitled to vote through ballot Paper process will be as per the data available with NSDL and CDSL at the end of business hours on 20th September 2019, only Members as on the record date would be entitled to vote at the meeting.

b) CA Mr. Rathin Majmudar, Proprietor of Rathin Majmudar & Co., Chartered Accountants, has been appointed as the Scrutinizer to scrutinize the voting in a fair and transparent manner.

c) The Scrutinizer shall after the conclusion of voting at the general meeting, will count the votes cast at the meeting in the presence of at least two witnesses and shall make, within a period not exceeding 48 hours from the conclusion of meeting, a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

d) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed.

e) The Chairman shall, at the end of discussion on the resolutions in AGM on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.



**Annexure to Notice Explanatory Statement.
(Pursuant to Section 102(1) of the Companies Act, 2013)**

Item No. 4

The Board of Directors, at its meeting held on 04th September, 2019, on recommendation of the Audit Committee meeting held on 04th September, 2019, approved the appointment of M/s Mayur C. Undhad & Co., Cost Accountants (Firm Registration No. 103961) as the Cost Auditors of the Company for the financial year 2019-20 at remuneration of Rs.22,000/- (Rupees Twenty Two Thousand only) plus Service Tax & reimbursement of out-of-pocket expenses for conducting the audit of the cost accounting records of the Company for issuing the compliance report on cost accounting records maintained. Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 ("the Act"), requires the Board to appoint an individual, who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor on the recommendations of the Audit committee, which shall also recommend remuneration for such cost auditor and such remuneration shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2018-19 as set out in the resolution for the aforesaid services to be rendered by them.

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

The Board of Directors recommends the Resolution set out at Item No. 4 of the Notice for approval by the Members to be passed as an Ordinary Resolution.

For and on behalf of the Board
For **Riddhi Steel and Tube Limited**

RajeshKumar Mittal
Managing Director
DIN 00878934

Date: September 04, 2019
Place: Ahmedabad



Annexure to the Item No. 3 of the Notice

Details of the Directors seeking Appointment / Re-appointment in the Forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Name of Director	Mrs. Preeti Mittal
Date of Birth	23rd January 1973
Nationality	Indian
Qualifications	Under Graduate
Expertise in Specific functional areas	Expertise in the business and industry
Date of Appointment on Board	08/01/2016
Directorship held in other companies	Riddhi Procon Private Limited
	Riddhi Spinners Private Limited
	Riddhi Tradelink LLP
Memberships/Chairpersonships of committees of Board	No Memberships / Chairmanships of Committees of other Companies
Number of shares held in the Company	2957004 Shares



Directors Report

To,
The Members
Riddhi Steel and Tube Limited
83/84, Village Kamod, Piplaj-Pirana Road,
Ahmedabad - 382427, Gujarat.

Your Directors are pleased to present their Eighteenth Boards Report with the Audited Financial statements for the year ended on 31st March, 2019.

I. Financial summary or highlights of performance of the Company:

(Amt in Rs.)

Particulars	2018-19	2017-18
Total Revenue	3,78,36,96,993	2,70,17,25,888
Profit/(Loss) before Depreciation and Tax	21,09,17,656	16,64,17,837
Less: Finance Cost	11,77,63,979	8,53,07,536
Less: Depreciation	3,51,21,407	3,28,19,216
Profit/(Loss) before Tax and Extra Ordinary Items	5,80,32,270	4,82,91,085
Less: Extra Ordinary Items	-	-
Less: Current Tax	1,80,00,000	1,59,66,482
Deferred Tax	(97,34,072)	9,57,377
Prior Period Tax	-	-
Add/Less: MAT credit Entitlement	-	-
Profit/(Loss) After Tax	4,97,66,342	3,13,67,226
Balance Carried to Balance Sheet	4,97,66,342	3,13,67,226
Paid up Capital	82902520	82902520
Reserves and Surplus	33,91,44,432	28,93,78,090

2. Certification ISO 9001:2015

Your Company has obtained the Quality Management Systems Certifications ISO 9001:2015 for manufacture and supply of ERW Pipes and Tubes, Hollow Sections and Allied products.

3. Share Capital:

The Paid up equity capital as on March 31, 2019 was Rs. 829.03 Lacs during the year under review. The Company has not issued any shares with differential rights as to dividend, voting or otherwise.

4. Dividend:

With a view to conserve resources and expansion of business, your Directors have thought it prudent not to recommend any dividend for the financial year under review.

5. State of Company's Affairs:

Your Company has achieved the Total Turnover of Rs. 3,78,36,96,993 during Financial Year 2018-19 as against the Turnover of 2017-18 Rs. 2,70,17,25,888 showing an increase of 40% over the Previous Year. The management puts continuous efforts to increase the efficiency and turnover. Similarly, the Net Profit of your Company during Financial Year 2018-19 is Rs. 4,97,66,342 as against the Net Profit of 2017-18 Rs. 3,13,67,226 showing hike of 58.60% over the Previous Year.



6. Deposits:

The Company has neither accepted nor renewed any deposits within the meaning of Companies (Acceptance of Deposits) Rules, 2014.

7. Transfer to Reserves:

Your company has not transferred any amount to reserves during the year under consideration.

8. Change in Nature of Business:

There was no change in nature of business during the year under review.

9. Internal Financial Controls

Adequate internal control systems commensurate with the nature of the Company's business, its size, and complexity of its operations are in place and have been operating satisfactorily. Internal control systems comprising policies and procedures are designed to ensure reliability off financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

10. Extracts of Annual Return

Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of companies (Management and Administration) Rules, 2014, the extract of Annual Return in the prescribed form i.e. Form MGT-9 is annexed herewith as "Annexure – C", which form part of annual report.

11. Declaration by Independent Directors:

The Company has received and takes on record the declarations received from the Independent Directors of the Company in accordance with the Section 149(6) of the Companies Act, 2013 confirming their independence and Regulation 25 of the Listing Regulations.

12. Details of the Directors and Key Managerial Personnel:

During the year under review following were the changes during the year.

1. Resignation of Mr. Shankar Prasad Bhagat w.e.f. 07.04.2019 from the post of Independent Director of the Company.
2. Appointment of Mr. Kirankumar Agarwal as the Independent Director of the Company w.e.f. 07.04.2019.

Further none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

13. Conservation of Energy, Technological Absorption, Foreign Exchange Earnings and Outgo:

(a) Conservation of energy:

- Steps taken/ impact on Conservation of energy, with special reference to the following:
- Steps taken by the Company for utilizing alternate sources of energy - The Company has started for setting up of a Solar Panel at factory, in order to generate and use the electricity in the Factory. - Capital investment on energy conservation – as per the Financial Statements.