

JAIN TUBE COMPANY LIMITED

CIN: L25111DL1964PLC004235

Registered Office: B-292, Office No. 202, Second Floor, Chandra Kanta Complex, New Ashok Nagar, New Delhi – 110096, India;

Tel. No.: +91-7428860315;

Email: jaintubes.india@gmail.com; Website: www.jaintubes.in

NOTICE OF POSTAL BALLOT

(NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED, READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED.)

Dear Shareholders,

Notice is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**“Companies Act”**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“Management Rules”**) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022 and Circular No. 11/2022 dated December 28, 2022 (**“MCA Circulars”**), the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (**“Delisting Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the members of Jain Tube Company Limited (**“Company”**), to consider and if thought fit to pass the resolution set out herein below as a special resolution through postal ballot by remote e-voting process (**“e-voting”**) in accordance with Regulation 11 of the Delisting Regulations and other applicable laws.

The proposed resolution along with the explanatory statement, pursuant to Section 102 of the Companies Act and other applicable laws, pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended. Only members of the Company as on **February 24, 2023** (i.e., the cut-off date) are entitled to vote, and any other person who is not a member of the Company shall treat this Notice for information purposes only.

The Company is sending this Notice in electronic form to those shareholders whose email-ids are registered with the company or registrar or their depository accounts and physical copy of the postal ballot notice, explanatory statement and postal Ballot Form will be dispatched to shareholders in the permitted mode whose email ids are not available with the company / Registrar. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the rules framed there under, the Company has extended the remote e-voting facility for its members, to enable them to cast their votes electronically. The instructions for remote e-voting are appended to the Notice. The members can vote on resolution through remote e-voting facility. Assent or

dissent of the members on the resolution mentioned in the Notice would be taken through the remote e-voting system and through submission of postal ballot form. This notice is also available on the website of the Company at www.jaintubes.in.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 (Act) read with Rule 22 of the (Management and Administration) Rules, 2014 (including any modification(s) and re-enactment(s) thereof for the time being in force), the Board of Directors of the Company (**“Board”**) appointed V Hari & Co., Practicing Company Secretary (M. No. 3552, CP No.8244), Company Secretaries, as the scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner. The voting will commence on Wednesday, March 1, 2023 at 9:00 a.m. (IST) and will end on Thursday, March 30, 2023 at 5:00 p.m. (IST).

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR RE-APPOINTMENT OF SH. NITIN AGRAWAL AS NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A TERM OF 5 CONSECUTIVE YEARS

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

“RESOLVED THAT pursuant to Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Nitin Agrawal (DIN: 07783253), who was appointed as an Independent Director and who holds office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5(five) consecutive years, on the Board of the Company.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

By Order of the Board
For **Jain Tube Company Limited**

SD/-
Sushil Jain
Director
DIN 00323952

Date: 27.02.2023

Place: Delhi

Notes:

Member(s) can opt only one mode for voting i.e. either by Physical Ballot or remote e-voting. In case you are opting for e-voting, then do not vote by physical ballot also and vice-versa. However, in case member(s) cast their vote both by Physical Ballot & e-voting, then voting done through e-Voting shall prevail and voting done by Postal Ballot shall be treated as invalid.

1. A member desiring to exercise his vote by Postal Ballot may complete this postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope before the close of working hours (5.00 p.m.) of Thursday, March 30, 2023.

The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.

2. The self-addressed Business reply envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified in point (1) above.
4. The postal Ballot form must be completed and signed by the member as per the specimen signature registered with the company/ Depository participant.
5. Incomplete/Unsigned and incorrect postal Ballot form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
6. In case the shares are held by Body Corporate/ trust, the duly completed Postal Ballot form should be accompanied by a certified true copy of the Board Resolution/ authorization together with the attested specimen signature of the authorised signatories.
7. V. Hari & Co., Practicing Company Secretary (M. No. 3552, CP No. 8244), Company Secretaries, New Delhi, has been appointed as the Scrutinizer to scrutinize the Postal Ballots/voting through electronic means. Members are requested to notify immediately any change in their address and E – Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110 055.
8. Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s Alankit Assignments Limited, Registrar and Transfer Agents of the Company.

Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically.

9. A. Voting through electronic means (remote e-voting)
 - I. In case a Member receives an E-mail from CDSL [for members whose email IDs are registered with the Company / Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "JTCL E-voting.pdf" with your Client ID or Folio No. as pass word. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL <https://www.evoting.cdsl.co.in>.
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination

thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of e-voting opens. Click on e-voting : Active Voting Cycles.
 - (vii) Select “EVEN” of Jain tube company Limited
 - (viii) Now you are ready for e-voting as Cast Vote Page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders(i.e. other than individuals, HUF, NRI etc.) are requested to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csvhari@gmail.com or jaintubes.india@gmail.com with a copy marked to evoting@cdsl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM
 - ii) EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

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

III. If you are already registered with CDSL for e-voting then you can use your existing user ID and password / PIN for casting your vote.

IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

ITEM NO. 1:

Mr. Nitin Agrawal was appointed as an Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He holds office as an Independent Director of the Company up to May 18, 2022 (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Director, has recommended re-appointment of Mr. Nitin Agrawal for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Director and based on the recommendation of Nomination and Remuneration Committee, considered that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Nitin Agrawal as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Nitin Agrawal as an

Independent Director for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. May 19, 2022 to May 18, 2027.

Mr. Nitin Agrawal is a Non – Executive Independent Director of the Company. He joined the Board of Directors of the Company on 19.05.2017. Mr. Nitin Agrawal is the Chairman of Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

Mr. Nitin Agrawal is a Practising Chartered Accountant for last 20 years. He deals in Auditing, Taxation and Management Consultancy.

He does not have inter-se relationship with any other Director and Key Managerial Personnel (KMP) of the Company. Section 149 and Section 152 of the Companies Act, 2013 inter alia specifies that: (a) Independent Directors shall hold office for a term of upto five consecutive years, and shall be eligible for reappointment upto five years, subject to passing of special resolution by the Shareholders in General Meeting; and (b) An Independent Director shall not be liable to retire by rotation at the Annual General Meeting. The provisions further provide that the Independent Directors shall give a confirmation of independence and meeting of the prescribed criteria, as mentioned in Section 149(6) of the Companies Act, 2013. In terms of Section 149 and other applicable provisions of Companies Act, 2013, Mr. Nitin Agrawal, being eligible and offering himself for re-appointment, is proposed to be appointed as an Independent Director for 5 (five) consecutive years w.e.f. May 19, 2022 to May 18, 2027. The Company has received from Mr. Nitin Agrawal – (i) Intimation in Form DIR 8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub Section (2) of Section 164 of the Companies Act, 2013. (ii) A declaration to the effect that he meets the criteria of independence as provided under Sub Section (6) of Section 149 of the Companies Act, 2013. In the opinion of the Board, Mr. Nitin Agrawal fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for his re-appointment as an Independent Director of the Company and he is independent of the management. Copy of the draft letter for reappointment of Mr. Nitin Agrawal as an Independent Director would be available for inspection without any fee, by the members at the Registered Office and Corporate Office of the Company during normal business hours on any working day, excluding Sunday. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

Except **Mr. Nitin Agrawal**, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at **item No. 1**.

The Board recommends passing of the Resolution.

By Order of the Board
For **Jain Tube Company Limited**
SD/-
Sushil Jain
Director
DIN 00323952

Date: 27.02.2023

Place: Delhi

JAIN TUBE COMPANY LIMITED

CIN: L25111DL1964PLC004235

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POSTAL BALLOT FORM

Sl. No.

1.	Name(s) of Shareholder(s) (in block letters) (Including joint holders, if any)	
2	Registered address of the sole/first named Shareholder	
3	Registered Folio No. /DP. ID No. & Client ID No.* (*Applicable to investors holding shares in dematerialized form)	
4	Number of shares held	

5. I/We hereby exercise my/our vote in respect of the following special resolution to be passed through Postal Ballot for the business stated in the Notice dated 27.02.2023 of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate boxes below:

Item No.	No. of Shares	Description	Please mark the tick (✓) against assent or (X) dissent as the case may be in the box below.	
			I/We assent to the resolution	I/We dissent to the resolution
1		Special Resolution Re-appointment of Sh. Nitin Agrawal as Independent Director for a second term of 5 (five) consecutive years		

Place:

Date:

(Signature of shareholder(s))

Notes:

1. Last date for receipt of postal ballot form by Scrutinizer is Thursday, March 30, 2023 up to 5.00 P.M. Please read the instructions printed overleaf carefully before completing this form.

INSTRUCTIONS

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9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically.