

**TAMILNADU STEEL TUBES LTD.**

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Phones: 2855 5653 / 2855 5673; Fax: 091-044-2855 5643

**CIN: L27110TN1979PLC007887**

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Web: [www.tamilnadusteeltubesltd.com](http://www.tamilnadusteeltubesltd.com)

**39<sup>th</sup> ANNUAL GENERAL MEETING**

**NOTICE**

**NOTICE** is hereby given that the **Thirty Ninth Annual General Meeting** of the Members of **TAMILNADU STEEL TUBES LTD** will be held on **Thursday, the 20<sup>th</sup> September, 2018** at **10.00 A.M.** at Rani Seethai Hall, No. 603, Anna Salai, Chennai- 600 002, to transact the following Businesses:

**ORDINARY BUSINESS:**

**Item No.1:** To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year Ended 31<sup>st</sup> March, 2018, together with the Reports of the Board of Directors and Auditors thereon.

**Item No.2:** To appoint a Director in place of Mr. M.T. Elumalai (DIN: 01278399) who retire by rotation and being eligible, offer himself for re-appointment.

**SPECIAL BUSINESS**

**Item No. 3: Ratification of Remuneration to Cost Auditor:**

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

**“RESOLVED THAT** pursuant to the Provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to FCMA Latha Venkatesh, Cost Accountant (Firm Registration No.101017), appointed by the Board of Directors as Cost Auditor to conduct the Audit of the Cost Records of the Company for the Financial year ending 31<sup>st</sup> March 2019, amounting to Rs. 80,000/- (Rupees Eighty Thousand only) plus Taxes as applicable and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit, be and are hereby ratified and confirmed.”

**Item No. 4: Ratification of Revised Remuneration of Mr. Rakesh Goyal (DIN: 00990310) as the Managing Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, upon recommendation of the Board of Directors, Nomination and Remuneration Committee and Audit Committee

the consolidated remuneration of Mr. Rakesh Goyal be and is hereby revised to Rs. 2,50,008/- per month.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year(s), during the tenure of Mr. Rakesh Goyal as Managing Director of the Company, the above mentioned remuneration be paid to Mr. Goyal as minimum remuneration subject to the approval of Central Government, if necessary.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or Officer to give effect to the resolution hereof.”

**Item No. 5: Re-appointment of Mr. Mahaveer Singh (DIN: 01907248) as the Whole-time Director of the Company.**

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

**“RESOLVED THAT** pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to approval of the Central Government and such other consents and permission as may be required, Mr. Mahaveer Singh (DIN 01907248) be and is hereby re-appointed as Whole-Director of the Company for a further period of 3 years commencing from Jun 1, 2018 to May 30, 2021 at a consolidated remuneration of Rs.1,65,000/- per month inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance based rewards/ incentives, on the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed be and between the Board/ Nomination and Remuneration Committee.

**“RESOLVED FURTHER THAT** in event of no profits or inadequacy of profits, in any financial

year, during the currency of term of Mr. Mahaveer Singh, the Company shall pay the existing remuneration as minimum remuneration by way of salary, perquisites and / or allowance, performance based rewards/ incentives exceeding the limit laid down in Schedule V to the Companies Act, 2013, as applicable to the Company or such other limits, as may be prescribed by the Central Government from time to time as to minimum remuneration and in compliance with provisions stipulated therein subject to the prior approval of the Central Government if and to the extent necessary"

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

**NOTE:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
2. In respect of items 2 to 4, a statement giving additional information on the Directors seeking appointment/re-appointment is annexed herewith as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
3. **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**
4. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.**
5. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
6. Corporate Members intending to send their authorized representation to attend the Annual General Meeting, pursuant to sec. 113 of the Companies Act 2013, are requested to send the Company, a certified true copy of the relevant Board Resolution together with specimen signatures of those representatives authorized under the said Resolution to attend and vote on their behalf at the Meeting.
7. Members, Proxies, Authorized representatives are requested to bring to the Meeting the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.
8. In case of Joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the Meeting.
9. Relevant documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to date of the Meeting.
10. The Register of Members and Share Transfer Books of the Company will be closed from 14.09.2018 to 20.09. 2018 (both days inclusive).
11. Members holding shares in dematerialized form are requested to intimate any changes pertaining to their name, address, registered email id, bank details, NECS mandates, nominations, power of attorney, etc. to their Depository Participant. Changes intimated to the Depository Participant will be automatically reflected in the Company's records. Members holding shares in physical form are requested to intimate any of the above mentioned changes, along with the request for merging of folio etc., to the Company's Registrar and Share Transfer Agents – M/s Cameo Corporate Services Limited.
12. For the purpose of availing Nomination facility, members holding shares in dematerialized form are required to lodge the nomination with their Depository Participant and members holding shares in physical form are required to fill and submit Form SH-13 (available on request) with the Company's Registrar and Transfer Agents- M/s Cameo Corporate Services Limited.
13. 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 dematerialized form should inform their DP and Members holding shares in physical form should inform the Share Transfer Agents (M/s. Cameo Corporate Services Ltd.)
14. **Members holding shares in physical form are requested to consider converting their holding to dematerialized form as trading in physical shares is not feasible and also to eliminate all the risks associated with such physical shares. Members can contact the Company or the Company's Registrar and Transfer Agents- M/s Cameo Corporate Services Limited, for assistance in this regard.**
15. The Company does not have the unpaid or unclaimed dividends declared up to financial years 2016-17 and no dues to pay from time to time on due dates, to the investor Education and Protection ( the IEPF) established by the Central Government.

16. A Route Map showing directions to reach the Venue of the 39<sup>th</sup> AGM is given at the end of this Notice as per the requirements of the Secretarial Standards-2 on "General Meeting".

**Process and manner for voting through Electronic Means:**

**General Information:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44(1) of SEBI (Listing Obligation and disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facilities to its Members in respect of the business to be transacted at the 39<sup>th</sup> Annual General Meeting. The company has engaged the services of NSDL as Authorized Agency to provide e-voting facility. It is clarified that it is not mandatory for a Member to vote using remote e-voting facility. In order to facilitate those Members who do not wish to use e-voting facility, the company is enclosing a Ballot Form. Resolutions passed by Members through e-voting or ballot forms are deemed to have been passed as if they have been passed at the Annual General Meeting (AGM).
- II. The facility for e-voting shall also be made available at the AGM those members who have not cast their votes earlier.
- III. The members who have cast their vote by remote e-voting or by Ballot Form prior to the Annual General Meeting may also attend the AGM but shall not be entitled to cast their vote again.
- IV. Members can opt for only one mode of voting i.e. either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Forms shall be treated as invalid.
- V. In case a Member is desirous of obtaining a duplicate Ballot Form, he/she may send e-mail to [tnt.share@yahoo.in](mailto:tnt.share@yahoo.in) by mentioning their Folio No. / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer Mr. V.S. Sowrirajan (FCS 2368 / CP 6482), Company Secretary in Practice, not later than Tuesday, the 19<sup>th</sup> Sep. 2018 (05.00 p.m.) Ballot Forms received after this date will not be treated as valid.
- VI. The remote e-voting period commences on September 17, 2018 at 10:00 a.m. and ends on September 19, 2018 at 5:00 p.m. During this period members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date of 13.09.2018, may cast their vote by remote e-voting. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The Voting rights of Members shall be in proportion of the paid up equity share capital of the Company as on the cut-off date of September 13, 2018.

Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to vote. If a person was a Member on the date of the Book Closure as aforesaid but has ceased to be a Member on the cut-off date, he / she shall not be entitled to vote. Such person should treat this Notice for information purpose only.

- Value. The Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility or by a Ballot earlier will be allowed to vote electronically at the Meeting with the assistance of the representatives of NSDL.

Mr. V.S. Sowrirajan (FCS 2368 / CP 6482) Company Secretary in Practice, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- Value. The Scrutinizer shall submit his report to the Chairman. The results declared along with the Report of the Scrutinizer shall be placed on the website of the Company – [www.tamilnadusteeltubesltd.com](http://www.tamilnadusteeltubesltd.com), and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in this behalf. The results shall also be uploaded on the BSE Listing Portal.
- Value. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on date of Annual General Meeting i.e. on Thursday, September 20, 2018.

**The process and manner for remote e-voting:**

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

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**A detail on Step 1 is mentioned below:**

**How to Log-into 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :

- 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. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use 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, your 'initial password' is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN,your name and your registered address.
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.

**A detail on Step 2 is given below:**

#### **How to cast your vote electronically on NSDL e-voting**

1. After successful login at step 1, you will be able to see the Home Page of e-Voting. Click on e-Voting. Then click on Active Voting Cycles.
2. After click on Active Voting Cycles,, You will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **Additional Information:**

In case Members have any queries relating to remote e-voting, they are requested to refer to the "Frequently Asked Questions (FAQs) for Members" and "Remote e-voting User Manual for Members" available at the downloads section at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Members may also send their queries relating to e-voting to user manual available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

If a Member is already registered with NSDL for remote e-voting then he/she can use his/her existing user ID and password/PIN for casting your vote.

The Members are requested to update their mobile numbers and e-mail ids in the user profile details of the Folio which may be used for sending future communication/s to them.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 27.08.2017., may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user



ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User details / Password" option available on [www.evoting@nsdl.co.in](http://www.evoting@nsdl.co.in) or contact NSDL at toll free No. 1800-222-990.

#### **Registration / Updating of E-Mail IDs and Bank Details:**

Members are requested to support "Green Initiative" by registering their e-mail address with the company, if not already done.

Those members who have changed their e-mail ID are requested to register their new e-mail ID with the Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to maintain Bank details of its Members for the purpose of payment of Dividends etc. **Members are requested to register / update their bank details with the Company in case shares are held in physical form and with their depository Participants as well as the Company where shares are held in dematerialized mode, to enable expeditious credit of the dividend to their bank accounts electronically through ACH/ NECS.**

#### **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No.3:**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of CMA Latha Venkatesh (Firm Regd. No. 101017) Cost Accountant, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2019. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Company's Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending 31<sup>st</sup> March 2019. None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

##### **Item No.4**

The term of office of Five (5) years of Mr. Rakesh Goyal (**DIN: 00990310**), Managing Director, started from 16.03.2016. The shareholders of the Company had also approved remuneration of Mr. Rakesh Goyal at the 37<sup>th</sup> Annual General Meeting of the Company for a period of Five years commencing subject to the approval of Central Government/ Special Resolution in case of inadequate profit. Approval was accorded to pay Rs.1,83,333/- per month.

The Ministry of Corporate Affairs vide its Notification dated 12<sup>th</sup> September, 2016 brought changes in the

provisions under Schedule V of the Companies Act, 2013 relating to Appointment and Remuneration of Managerial Personnel by increasing the limits of yearly remuneration basis effective capital.

As the existing approval for payment of remuneration to Mr. Rakesh Goyal is valid upto 15.03.2021, it is proposed to seek the approval of the shareholders by way of Special Resolution for payment of remuneration to him for Rs. 2,50,008/- per month for the remaining period of his tenure.

Pursuant to the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held on 14<sup>th</sup> August, 2018 approved the remuneration as stated in Item No. 4 of the Notice. Further, the Board of Directors recommends the resolution stated in the said Item for the approval of members of the Company by way of Special Resolution.

Except Mr. Rakesh Goyal and their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said Resolution.

##### **Item No.5**

The tenure of Mr. Mahaveer Singh, Whole time Directors will expire on May 30, 2018. It is proposed to reappoint them for a period of 3 years, from Jun 1, 2018 to May 30, 2021.

Subject to the approval of the Shareholders of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company had vide resolutions passed in a Board Meeting, approved the re-appointment of Mr. Mahaveer Singh as Whole-time Directors of the Company with effect from Jun 1, 2018, to May 30, 2021. It is proposed to appoint him and approve their remuneration as Whole-time Directors. A brief profile of Mr. Mahaveer Singh, in terms of the LODR, is provided elsewhere in the Notice.

The proposed remuneration and terms and conditions of appointment of Mr. Mahaveer Singh (herein after referred to as the Whole-time Directors) are as given below:

- The Whole-time Directors shall perform his duties subject to the superintendence, control and direction of the Board of Directors of the Company.
- In consideration of the performance of his duties, the Whole-time Directors shall be entitled to receive remuneration as stated herein below:-

These resolutions do not constitute related party transactions under the provisions of Section 188 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014.

The remuneration payable to the above mentioned Director is given below:

i) Fixed Compensation:

The fixed Compensation will be of Rs.1,65,000/- per month.

The Annual Basic Salary and increments will be decided by the Nomination and Compensation Committee/Board of Directors depending on the performance of the Directors, the profitability of the Company and other relevant factors.

ii) Performance Linked Variable Remuneration (PLVR):

Performance Linked Variable Remuneration according to the Scheme of the Company for each of the financial years as may be decided by the Nomination and Compensation Committee / Board of Directors of the Company based on Economic Value Added (EVA) in the business and other relevant factors

and having regard to the performance of the above mentioned Directors for each year.

Except Mr. Mahaveer Singh, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said Resolution.

The General Information about the Company and details about the appointee is annexed herewith the Notice.

Regd. Office

By Order of the Board

Mercury Apartment,  
1<sup>st</sup> Floor,  
65 Pantheon Road  
Egmore  
**Chennai**  
**14.08.2018**

**Jyotiprakash Sahoo**  
**Company Secretary**  
**ACS 53189**

## **ANNEXURE TO THE NOTICE**

**Statement pursuant to the provisions of section ii of part ii of schedule v of the companies act, 2013 [including secretarial standard – 2 and SEBI (LODR) regulations, 2015, as applicable] in respect of item nos. 4 to 5 of the notice**

### **1. GENERAL INFORMATION:**

#### **(a) Nature of Industry:**

TNT is the manufacturer of galvanized steel pipes and MS steel pipes. Its facilities for the manufacture of stainless steel, galvanized steel and M.S. Steel pipes, which have state-of-the-art technology including a considerable degree of automated process control systems, demonstrate high performance levels and assure consistent quality to match class standards. The recently commissioned new stainless in the existing plant is in itself a showcase of South India's project and engineering excellence

#### **(b) Date or expected date of commencement of commercial production:**

The Company started its commercial production in the year 1979.

#### **(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable.

#### **(d) Financial performance based on given indicators:**

<b>Particulars</b>	<b>Current Year (2017-18)</b>	<b>Previous Year (2016-17)</b>
Total Income	90.70	80.68
Expenditure other than Interest and Depreciation	88.80	78.00
Profit before Interest, Depreciation and Tax	1.90	2.68
Interest (net)	0.49	0.58
Profit before Depreciation and Tax	1.41	2.10
Depreciation	0.34	0.30
Profit before Tax and Exceptional Items	1.07	1.80
Provision for Current Tax	0.35	0.47
Provision for Deferred Tax	0.02	0.16
Net Profit	0.70	1.17

### **2. details of directors retiring by rotation / seeking appointment/ re-appointment at the ensuing annual general meeting [as per SEBI (LODR) Regulation, 2015]**

<b>Name</b>	<b>Mr. M.T. Elumalai</b>	<b>Mr. Mahaveer Singh</b>
DIN	01278399	01907248
Date of Birth	05.04.1958	20.09.1958
Qualification	B.A	B.E
Experience (including expertise in specific functional area) / Brief Resume	A Graduate and has a work experience of over 20 years in the Steel Industry particularly in ERW Pipe.	A Graduate and having indepth knowledge over 25 years in the Steel Industry. He is responsible for overseeing the operations of the Unit.
Date of First appointment	23.09.2015	29.06.1994
Name of the companies in which he holds Directorship of Boards	NIL	NIL
Name of the Companies in which he hold membership of the Committees of the Board	NIL	NIL
No. of shares held in the Company	NIL	NIL
Nationality	Indian	Indian

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**CIN: L27110TN1979PLC007887**E-mail: [tnstl@vsnl.net](mailto:tnstl@vsnl.net) / [tnt.share@yahoo.in](mailto:tnt.share@yahoo.in) / [contact@tamilnadusteeltubesltd.com](mailto:contact@tamilnadusteeltubesltd.com)Website: [www.tamilnadusteeltubesltd.com](http://www.tamilnadusteeltubesltd.com)**Form No. MGT-11****PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):		
Registered Address:		
E-mail Id:	Folio No /Client ID	DP ID

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the **39<sup>th</sup>** Annual General Meeting of the Company, to be held on **Thursday, the 20<sup>th</sup> September, 2018**, at **10.00 a.m.** at Rani Seethai Hall, No. 603, Anna Salai, Chennai-600 002 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution(s)	Vote	
		For	Against
<b>Ordinary Resolution:</b>			
<b>1.</b>	Adoption of Annual Accounts, Statement of Profit & Loss, Balance Sheet, Report of Directors and Auditors for the Financial Year ended 31 <sup>st</sup> March, 2018.		
<b>2.</b>	Re-appointment of Director, Mr. M.T. Elumalai, who retire by rotation.		
<b>3.</b>	Ratification of Remuneration to Cost Auditor		
<b>Special Resolution:</b>			
<b>4.</b>	Ratification of Revised Remuneration of Mr. Rakesh Goyal (DIN: 00990310) as the Managing Director of the Company.		
<b>5.</b>	Re-appointment of Mr. Mahaveer Singh (DIN: 01907248) as the Whole-time Director of the Company.		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2018

<b>Affix Re.1 Revenue Stamp</b>
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Signature of the shareholder



**Note:**

- 1) This form of Proxy in order to be effective should be duly completed and deposited at Registered Office at Tamilnadu Steel Tubes Limited, 1<sup>st</sup> Floor, Mercury Apartment, 65, Pantheon Road, Egmore, Chennai-08, Tamilnadu, not less than 48 hours before the scheduled time of the meeting.
- 2) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as a proxy and such person cannot act as a proxy for any other person or shareholder.
- 3) It is optional to put a "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

**TAMILNADU STEEL TUBES LTD.**Regd. Office: Mercury Apts., 1<sup>st</sup> Floor, No. 65, Pantheon Road, Egmore, CHENNAI-600 008

Phones: 2855 5653 / 2855 5673; Fax: 091-044-2855 5643

**CIN: L27110TN1979PLC007887**E-mail: [tnstl@vsnl.net](mailto:tnstl@vsnl.net) / [tnt.share@yahoo.in](mailto:tnt.share@yahoo.in) / [contact@tamilnadusteeltubesltd.com](mailto:contact@tamilnadusteeltubesltd.com)Website: [www.tamilnadusteeltubesltd.com](http://www.tamilnadusteeltubesltd.com)**FORM No. MGT-12****POLLING PAPER**

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

<b>BALLOT PAPER</b>		
<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>
<b>1</b>	Name of First Named Shareholder (In Block Letters)	
<b>2</b>	Postal Address	
<b>3.</b>	Registered Folio No. or DP ID No. & Client ID No.	
<b>4</b>	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolutions in the following manner:

<b>Item No.</b>	<b>Description</b>	<b>No. of shares held by me</b>	<b>I Assent to the Resolution</b>	<b>I Dissent to the Resolution</b>
<b>Ordinary Resolution:</b>				
1.	Adoption of Annual Accounts, Statement of Profit & Loss, Balance Sheet, Report of Directors and Auditors for the Financial Year ended 31 <sup>st</sup> March, 2018.			
2.	Re-appointment of Director, Mr. M.T. Elumalai, who retire by rotation.			
3.	Ratification of Remuneration to Cost Auditor			
<b>Special Resolution:</b>				
4.	Ratification of Revised Remuneration of Mr. Rakesh Goyal (DIN:00990310) as the Managing Director of the Company.			
5.	Re-appointment of Mr. Mahaveer Singh (DIN: 01907248) as the Whole-time Director of the Company.			

Place:  
Date:**Affix Re.1  
Revenue  
Stamp**

Signature of the Shareholder

Signature of the shareholder/Proxy Holder