



TAMILNADU STEEL TUBES LTD.

Regd. Office: Mercury Apts., 1st 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 / tnt.share@yahoo.in / contact@tamilnadusteeltubesltd.com

website: www.tamilnadusteeltubesltd.com

38th ANNUAL GENERAL MEETING NOTICE

NOTICE is hereby given that the **THIRTY EIGHT ANNUAL GENERAL MEETING** of the Members of **TAMILNADU STEEL TUBES LTD** [CIN No.L27110TN1979PLC007887] will be held on Monday, the 4th September, 2017 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 March 31, 2017, and the Reports of 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.

Item NO.3 To appoint a Director in place of Mr. Mahaveer Singh (DIN :01907248) who retire by rotation and being eligible, offer himself for re-appointment.

Item NO. 4 To appoint a Director in place of Mr. Bivashwa Das (DIN : 07352655) who retire by rotation and being eligible, offer himself for re-appointment.

Item No. 5: Appointment of Statutory Auditors.

To consider and, if thought fit, to pass with or without modification(s), 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 and 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 Abhay Jain & Co., Chartered Accountants (FRN No:000008S) be and is hereby appointed as the Statutory Auditors of the Company for a term of five years commencing from the conclusion of this Annual General Meeting till the conclusion of the 43rd Annual General Meeting to be held in 2022 (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus service tax, out-of-pocket expenses etc. as may be mutually agreed upon by the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee Thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."



SPECIAL BUSINESS

Item No.6 Appointment of Mr. M.J.Lakshmi Narasimha Rao as Independent Director

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

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force), Mr M.J.Lakshminarasimha Rao, (DIN: 01275880) who was appointed as an Independent Director of the Company with effect from 25.09.2014 and who holds office up to this Annual General Meeting till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. M. J. Lakshminarasimha Rao (DIN: 01275880) for the office of Director of the Company, be and is hereby appointed as an Non Executive Independent Director of the Company for a period of 5 (Five) years with effect from 4th September 2017 and he shall be liable to retire by rotation.

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.

Item No.7 Appointment of Mr. Rajesh Sai Iyer, as Independent Director

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

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force), **Mr. Rajesh Sai Iyer (DIN: 05353374)** in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose **Mr. Rajesh Sai Iyer (DIN: 05353374)** for the office of Director of the Company, be and is hereby appointed as an Non Executive Independent Director of the Company for a period of 5 (Five)years with effect from 4th September 2017 and he shall be liable to retire by rotation.

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.



Item No.8 Appointment of Mrs Renuka Ramesh as Small Shareholder Director

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

“RESOLVED THAT pursuant to the provisions of section 151 of the Companies Act, 2013, and Rule 7 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and subject to the approval of small shareholders Mrs. Renuka Ramesh (DIN :07904904), be and is hereby appointed as a small shareholder director on the Board of Directors of the Company for a period of three years with effect from 4th September 2017, whose period of appointment shall not be liable to retire by rotation, in the manner as prescribed in the Act.”

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.

Item No. 9. 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(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to CMA. 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 31st March 2018, amounting to Rs. 80,000/- (Rupees Eighty Thousand only) as also the payment of Service Tax 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. 10 Authorizing Board of Directors and KMPs for e-filing and compliance purposes:

“RESOLVED THAT the Board of Directors of the Company in addition with other KMPs be and are hereby authorized to sign digitally before the authorities concerned viz. ROC, State and Central Govt., and other Statutory Authorities ; and do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolutions.”

By Order of the Board

PLACE : CHENNAI
DATE : 05.08.2017

KAMALA LOCHAN RAY
Company Secretary
(M. No. 34369)

REGISTERED OFFICE:

Mercury Apartments, First Floor
No. 65, Pantheon Road
Egmore, CHENNAI- 600 008.



NOTE:

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of the Business under item No.2 to 7 of the accompanying Notice are 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 (SEBI Regulations).
3. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in the Meeting instead of himself and a proxy need not be a member of the Company.

In order that the appointment of a proxy is effective, the instrument appointing a proxy must be received at the Regd. Office of the Company not later than 48 Hours before the commencement of the Meeting i.e. 10.00 a.m. on Saturday, the 2nd September 2017.

4. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than 10 % of the total share capital of the Company carrying voting rights . A Member holding more than 10 % of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
5. 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
6. 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.
7. 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.
8. 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.
9. The Register of Members and Share Transfer Books of the Company will be closed from 28.08.2017 to 04.09. 2017 (both days inclusive)
10. Members holding shares in the electronic form are requested to intimate immediately any Change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to



advise any change in their address or bank mandates immediately to the company Registrars Share Transfer Agents – M/s Cameo Corporate Services Limited.

11. 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 (Cameo Corporate Services Ltd.)

12. The Company does not have the unpaid or unclaimed dividends declared up to financial years 2015-16 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.

13. Members holding shares in single name are advised to make a nominations in the respect of their Shareholding in the Company. The nomination form can be downloaded from the Company's website: www.tamilnadusteeltubesltd.com Members holding shares in physical form should file their nomination forms with the Share Transfer Agents Cameo Corporate Services Ltd, Subramaniam Bldg., No. 2, Club House Road, Chennai-600 002, whilst those Members holding shares in dematerialized mode should file their nomination with their DP.

14. A Route Map showing directions to reach the Venue of the 38th 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 sub clause (1) & (2) of Clause 44 of SEBI Regulations, the Company is pleased to offer e-voting facilities to its Members in respect of the business to be transacted at the 38th AGM. 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 AGM 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 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 Friday, the 2nd Sep. 2017 (05.00 p.m.) Ballot Forms received after this date will not be treated as valid.

VI. The remote e-voting period commences on 31.08.2017 (10:00 a.m.) and ends on 03.09.2017(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 27.08.2017, may cast their vote by remote e-voting. The remote e-voting module will be disabled by NSDL & CDSL for voting thereafter.

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, i.e. 27.08.2017.

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.

VII. The Member 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.

VIII. 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, and on the website of NSDL 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.

IX. 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 Monday, the 4th Sep. 2017.

The process and manner for remote e-voting:

For members whose email addresses are registered with the Company / Depositories:

Those Members, whose valid email IDs are registered with the Company Depository Participant(s) will receive an email from NSDL.

(ii) Open the e-mail and thereafter open the attached PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(iii) Browse the following [URL:https://www.evoting.nsdl.com](https://www.evoting.nsdl.com)



-
- (iv) Click on Shareholder – Login
 - (v) Insert user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (vi) Password change menu will appear. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vii) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (viii) Select “EVEN” of “Tamilnadu Steel Tubes Ltd.”
 - (ix) Now you are ready for remote e-voting as Cast Vote page opens.
 - (x) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (xi) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) who wish to cast their votes through remote e-voting are required to send a 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 scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

For Members whose email addresses are not registered with the Company / Depositories: Members will receive a Ballot Form along with the Annual Report. They have two options:

To opt for e-voting by using the Initial password that is provided in the enclosed Ballot Form. Follow all steps from Sl. No.(i) to (xiii) above, to cast vote.

OR

To opt for casting their vote in physical form, by filling in the Ballot Form and posting it to the address mentioned in the enclosed prepaid Business Reply Envelope.

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

Members may also send their queries relating to e-voting to user manual available at the downloads section of 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.

iv) 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 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 or contact NSDL at toll free No. 1800-222-990.

By Order of the Board

PLACE: CHENNAI
DATE : 05.08.2017

KAMALA LOCHAN RAY
Company Secretary
(M. No. 34369)

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.**

ANNEXURE TO THE ITEM 2, 3, 4, 6, 7 and 8 OF THE NOTICE DATED 05.08.2017

DETAILS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

[as per SEBI (LODR) Regulations 2015]

Name	Mr.M.T.Elumalai	Mr.Mahaveer Singh	Mr.Bivashwa Das	Mr. M.J. Lakshmi Narasimha Rao
D. I. N.	01278399	01907248	07352655	01275880
Date of Birth	05.04.1958	20.09.1958	23.05.1984	12/07/1938
Qualification	B.A	B.E	B.E	B.Com. Hons.
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.	A Graduate Having vast experience in steel industry particularly in Marketing over 12 years	A qualified chartered Account ant and had held various positions in Public Sector Financial Institutions till he switched over to Independent practice in 1989, and continues in practice



Date of First appointment	23.09.2015	29.06.1994	07.12.2015	10.03.1993
Name of the companies in which he holds Directorship of Boards	NIL	NIL	NIL	1.Indo Asia Finance Limited (From 31.12.2014) 2.Nahar Finance & Leasing Limited (From 18.02.2016)
Name of the Companies in which he hold membership of the Committees of the Board	NIL	NIL	NIL	1.Indo Asia Finance Limited (From 31.12.2014) 2.Nahar Finance & Leasing Ltd. (From 18.02.2016)
No. of shares held in the Company	NIL	NIL	NIL	NIL
Nationality	Indian	Indian	Indian	Indian

Name	Mr Rajesh Sai Iyer	Mrs.Renuka Ramesh
Director Identification No. (DIN)	05353374	07904904
Date of Birth	23.10.1968	29.08.1968
Qualification	B.Com., MBA (Fin)	B.Com., FCA,DISA
Experience (including expertise in specific functional area) / Brief Resume	Practicing as Cost Accountant for the past 7 years and continues in practice.	A qualified Chartered Accountant for more than 10 years and continues in practice
Date of First appointment	04.09.2017	04.09.2017
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



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6 – Re- Appointment of Mr.M.Lakshmi Narasimha Rao as Independent Director

At the Annual General Meeting held on 25th September 2014, Mr M.J.Lakshmi Narasimha Rao was appointed as an Independent Director for term of three years from his date of appointment i.e. from 25.09.2014 to 24.09.2017. Since his tenure is nearing completion, the Board of Directors, on the basis of recommendation from the Nomination and Remuneration Committee propose to re-appoint him as an independent director for a further period of 5 years commencing from 25th September 2017.

A brief resume of Mr M.J.Lakshmi Narasimha Rao is attached herewith. Mr.M.J.Lakshmi Narasimha Rao has submitted a declaration to the Company to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act. The Board is of the opinion that Mr.M.J. Lakshmi Narasimha Rao continues to fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Non-Executive Independent Director. The Company has received a notice, in writing, from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of for the office of Non-Executive Independent Director of the Company.

Since Mr M.J.Lakshmi Narasimha Rao is above the age of 70 years (he is now aged 79 years), this resolution is proposed to be passed as a Special Resolution. Brief resume and other details of the Independent Director whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith as **Annexure**

Except Mr.M.Lakshmi Narasimha Rao, no other director or Key Managerial Personnel is interested or concerned in this resolution.

Item No. 7 – Appointment of Mr. Rajesh Sai Iyer, as Independent Director

The Board of Directors, on the basis of recommendation from the Nomination and Remuneration Committee propose to appoint **Mr. Rajesh Sai Iyer** as an independent director for a further period of 5 years commencing from 4th September 2017.

A brief resume of Mr **Rajesh Sai Iyer** is attached herewith. He has submitted a declaration to the Company to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act. The Board is of the opinion that Mr. **Rajesh Sai Iyer** fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Non-Executive Independent Director. The Company has received a notice, in writing, from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of for the office of Non-Executive Independent Director of the Company.

Brief resume and other details of the Independent Director whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith as **Annexure - 1**.

Except **Mr Rajesh Sai Iyer**, no other director or Key Managerial Personnel is interested or concerned in this resolution.



Item No. 8- Appointment of Mrs Renuka Ramesh as Small Shareholder Director

The tenure of the existing Small Shareholder Director, Mr. Gopal Singh is coming to an end and it is proposed to appoint Mrs. Renuka Ramesh as a small shareholder director for a period of 3 years from 4th September 2017.

The Company has received on 24.07.2017 a notice from 1968 small shareholders, being not less than one-tenth of the total number of small shareholders, proposing the name of Ms.Renuka Ramesh, for being appointed as a small shareholders Director to represent on the Board of Directors of the company.

Mrs. Renuka Ramesh has provided his consent to his appointment and a declaration that he meets the criteria of independence as provided in section 149 (6).A copy of the notice received in this behalf is sent herewith.

The tenure of office of Mrs. Renuka Ramesh if elected, will be for a period of 3 years w.e.f. 4th September 2017 whose period of appointment shall not be liable to retire by rotation,

Statement received from Mrs. Renuka Ramesh indicating her Director Identification Number, the declaration confirming that she is not disqualified to become a director and her consent to act as director of the company is annexed to this Notice

None of the other directors or the Key Managerial Personnel is interested or concerned in the resolution.

Item No. 9: Ratification of Remuneration to Cost Auditor

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of CMA Latha Venkatesh (Firm Regn. No. 101017), Cost Accountant, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018. 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. 9 of the Company's Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending 31st March '17.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board commends the Ordinary Resolution set out at Item No:9 for the approval of Members



Item No.10 Authorizing Board of Directors and KMPs for e-filing and compliance purposes:

Pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the company, on the recommendation of the Audit Committee, and subject to the shareholders' approval at the ensuing AGM to be held on 04.09.2017, the Board of Directors of the Company in addition with other KMPs be and are hereby authorized to sign digitally before the authorities concerned viz. ROC, State and Central Govt., and other Statutory Authorities ; and do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolutions.”

Accordingly the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Company's Notice, to offer or invite to avail loans from the financial institutions as may be required by the company from time to time for a year from the date of passing this resolution.

None of the Directors/Key Managerial Personnel of the company/relatives are in any way concerned or interested financially or otherwise in Resolution set out at Item No: 10 of the Notice.

The Board commends the Ordinary Resolution set out at Item No: 10 for the approval of Members