

**NOTICE**  
**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**

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

**41<sup>st</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Forty First Annual General Meeting of the Members of TAMILNADU STEEL TUBES LTD will be held on Tuesday, the 22<sup>nd</sup> September, 2020 at 10.00 A.M. Indian Standard time (IST), through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), at the Regd. Office of the Company Mercury Apartments 1<sup>st</sup> Floor, No. 65 Pantheon Road, Egmore Chennai 600 008, Tamil Nadu (Deemed Location) to transact the following Business:

**ORDINARY BUSINESS:**

**Item No.1:** To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year Ended 31st March, 2020, together with the Reports of the Board of Directors and Auditors thereon.

**SPECIAL BUSINESS**

**Item No. 2: To consider and if though fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution**

**"RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and in accordance with the provisions of Section 152, 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013,, Mr Bivashwa Das, Director, who retire by rotation and eligible for re-appointment and seeking for the same, the consent of the members be and is hereby accorded for the re-appointment of Shri Bivashwa Das (DIN:07253655) as a Whole Time Director of the Company for a further period of 5 years, with effect from 7<sup>th</sup> November 2020 with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting.

**RESOLVED FURTHER THAT** the remuneration payable to Shri Bivashwa Das shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Shri Bivashwa Das (DIN:07253655) Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

**RESOLVED FURTHER THAT** Shri Bivashwa Das, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

**Item No. 3: To consider and if though fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution**

**"RESOLVED THAT** Pursuant to the recommendation of the Nomination and Remuneration

Committee and approval of the Board of Directors of the Company, and in accordance with the provisions of Section 152, 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, or reenactment thereof) read with Schedule V of the Companies Act, 2013, Mr MT Elumalai, Director, who retire by rotation and eligible for re-appointment and seeking for the same, consent of the members be and is here by accorded for the re-appointment of Shri M.T. Elumalai (DIN:01278399) as a Whole Time Director of the Company for a further period of 5 years, with effect from 22<sup>nd</sup> September 2020, (i.e) from the conclusion of this 41<sup>st</sup> AGM till the conclusion of 46<sup>th</sup> AGM, with the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting.

**RESOLVED FURTHER THAT** the remuneration payable to Shri M.T. Elumalai (DIN:01278399) shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Shri M.T. Elumalai (DIN:01278399) Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board / Committee to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

**RESOLVED FURTHER THAT** Shri M.T. Elumalai (DIN:01278399) Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution.

**Item No.4: To consider and if though fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

**Resolved that** in accordance with the Provisions of Sec.151 read with Schedule IV of the Companies Act 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 or any amendment thereto or modification thereof this Meeting hereby approves the appointment of Mrs. Jyothi Satish (DIN: 08829015) as an Independent Director, representing small shareholders for a period of three years from 22<sup>nd</sup> September 2020, (i.e ) from the conclusion of this 41<sup>st</sup> AGM till the conclusion the 44<sup>th</sup> AGM or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes rules regulations or guidelines.

**Item No. 5. Appointment and fixation 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), M/s Latha Venkatesh & Associates, Cost Accountants (Firm Registration No.101017), Prop. CMA Latha Venkatesh (M.No.27953) recommended by the Board of Directors at their meeting held on 14.08.2020 was reappointed as Cost Auditor to conduct the Audit of the Cost Records of the Company for the Financial year ending 31st March 2021, and fixing remuneration 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 confirmed and the same be placed before the members for their approval at the ensuing 41<sup>st</sup> AGM to be held on 22<sup>nd</sup> September 2020.

**Item No. 6: Approval of related party transaction under section 188 of the companies act, 2013 and regulation 23 of SEBI (LODR) regulations, 2015.**

**To Sell/Lease, the Company's Factory Surplus Lands about 6.5 Acres, situated at Plots : B-10, & C-13 Indl. Complex, MM Nagar-603 209, Kancheepuram Dt.**

**To consider and if thought fit, to pass with or without modifications, the following Resolution as a "Special Resolution".**

**RESOLVED THAT** the Company's Factory Surplus Lands about 6.75 Acres situated at B-10 & C-13, Industrial Complex, MM Nagar-603 209, Kancheepuram Dist., be and is hereby approved to execute under "Lease" or to "Sell" to Mrs Durga Devi Goyal, mother of Shri.Rakesh Goyal the Managing Director, No. 18, Murrays Gate Rd., Alwarpet Chennai-18, since we have followed the arms length procedure and with a view to augment the income of the Company by gainfully Selling or / Leasing the vacant land in accordance with the norms of the Company and other Statutory compliances like Shareholders' approval at the A.G.M.

**RESOLVED FURTHER** that the consideration amount as well as Interest Free amount towards the said Lease or / Sale of the Factory Lands, be utilized by the Company for its developments in the competitive Market in Steel Industry and to overcome the present difficult situation being faced by the Company i.e. without any financial assistance either from any Financial Institutions or from Banks.

**FURTHER RESOLVED** that the matter be placed before the ensuing Annual General Meeting as a "Special Resolution" with appropriate Explanatory Statement.

No other Directors except Sri Rakesh Goyal, are interested in the Resolution.

**NOTE:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), setting out material facts concerning the business under Item No.2-6 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company has opined that the special business under Item No.2, to 6, being considered unavoidable, be transacted at 41<sup>st</sup> Annual General Meeting (AGM) of the Company.
2. In respect of items 3 to5, 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.

**CDSL e-Voting System – For Remote e-voting and e-voting during AGM/EGM**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and

MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.tamilnadusteeltubesltd.com](http://www.tamilnadusteeltubesltd.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

#### **THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on 19<sup>th</sup> September 2020 10:00 A.M and ends on 21<sup>st</sup> September 2020 5 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 15<sup>th</sup>

September 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company. Or,

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Tamil Nadu Steel Tubes Ltd., on which you choose to vote.

- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [\*\*tnt.share@yahoo.in\*\*](mailto:tnt.share@yahoo.in)
2. For Demat shareholders -, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [\*\*tnt.share@yahoo.in\*\*](mailto:tnt.share@yahoo.in)

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their

respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

#### **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE 41ST ANNUAL GENERAL MEETING ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

#### **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **[tnt.share@yahoo.in](mailto:tnt.share@yahoo.in)** , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

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

#### **Item No.2:**

The Members at the 36th Annual General Meeting held on 23rd September, 2015 approved the appointment of Mr. Bivashwa Das as Whole time Director of the Company for a period of five years with effect from November 07, 2015. Mr. Bivashwa Das is completing his present term on November 06<sup>th</sup>, 2020. The Board of Directors pursuant to the recommendation of Nomination and Remuneration Committee, in their meeting held on 14<sup>th</sup> August 2020 reappointed Mr. Bivashwa Das who retire by rotation, for a period of five years from 7<sup>th</sup> November 2020 , which is further subject to requisite approval from the shareholders at the ensuing AGM and in accordance with the applicable provisions of the Companies Act, 2013.

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

The Members at the 38th Annual General Meeting held on 4th September, 2017 approved the appointment of Mr. M.T. Elumalai as Whole time Director of the Company for a period of three years with effect from the said date. Mr.T.Elumalai has completed his present term on 21st September 2020. The Board of Directors pursuant to the recommendation of Nomination and Remuneration Committee, in their meeting held on August 14, 2020 reappointed Mr. M.T Elumalai who retire by rotation, as Whole Time Director of the Company with effect from 22nd September 2020, for a term of 5 years, which is further subject to requisite approval from the shareholders at the ensuing AGM and in accordance with the applicable provisions of the Companies Act.

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

According to the Provisions of Companies Act 2013, Sec.151, Every Listed Company may have one Director Elected by Small Shareholders. Rule 7(1) The Companies (Appointment and Qualification of Directors) Rules 2014 provides that the Company can suo motu appoint such Directors and such appointed Director will be considered as independent Director. Accordingly we have appointed Mrs. Renuka Ramesh as Independent Director representing Small Shareholders for a period of three years from 4<sup>th</sup> September 2017, and it was necessitated to fill the vacancy of Independent Directory representing Small Shareholders. The Board recommended Mrs. Jyothi Satish, as Independent Director representing Small Shareholders for a period of three years from 22<sup>nd</sup> September 2020.



### Item No.5:

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the reappointment and remuneration of M/s Latha Venkatesh & Associates (Firm Regd. No. 101017) Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021. 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 approved 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. 5 of the Company's Notice for appointment and fixation of the remuneration payable to the Cost Auditor for the Financial Year ending 31st March 2021. None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

### Item No.6

In accordance with Regulation 23 of SEBI (LODR) Regulations, 2015 ("Regulations"), all material related party transactions shall be placed for approval of the shareholders in the General Meeting.

The Board of Directors of the Company based on the recommendations of the Audit Committee, considered this at its meeting held on August 14, 2020, and recommended this to Shareholders for their approval. Accordingly, the approval of the shareholders by way of **Special Resolution** is sought under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 to enable the Company to enter into related Party Transactions. The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows: Our Statutory auditor has quantified the related party transaction during the year 2019-2020 and detailed statement was annexed herewith in Annexure – VIII AOC 2 Related party transactions. Accordingly, the details of all related party transactions entered and are still subsisting are given here in below for approval of the shareholders

Sl. No	Name of the related party	Nature of Relationship	Nature of transaction	Area
1	Mrs. Durga Devi Goyal	Mother	Lease /Ageement to sell/sell property	6.75 acres.

Except Mr. Rakesh Goyal, Managing Director, 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.

Regd. Office

Mercury Apartment, 1st Floor,  
65 Pantheon Road Egmore  
Chennai 600 008

By Order of the Board  
For Tamil Nadu Steel Tubes Ltd

T.Elumai  
Executive Director.

## 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 of the notice.**

### **1. 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>Bivashwa Das</b>	<b>MT.Elumalai</b>	<b>Ms. Jyothi Sathish</b>
DIN	07352655	01278399	08829015
Date of Birth	23.05.1984	20.09.1958	20.05.1971
Qualification	B. A	B. A	Cost Accountant
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 in depth knowledge over 15 years in the Steel Industry. He is responsible for overseeing the operations of the Unit.	A professional and a qualified CMA having experience over 10 years. In various industry. He has a rich experience over 10 years in Cost & Management Accounting.
Date of First appointment	07.11.2015	23.09.2015	22.09.2020
Name of the companies in which he holds Directorship of Boards	NIL	NIL	NIL
Name of the Companies in which he holds membership of the Committees of the Board	NIL	NIL	NIL
No. of shares held in the Company	NIL	NIL	NIL
Nationality	Indian	Indian	Indian

