

**NOTICE**  
**TAMILNADU STEEL TUBES LTD.**

Regd. Office: Mercury Apts., 1st Floor, No. 65, Pantheon Road, Egmore, Chennai-600008

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**42<sup>nd</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **Forty Second Annual General Meeting** of the Members of TAMILNADU STEELTUBESLTD will be held on **Thursday, the 23<sup>rd</sup> September, 2021 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:**

**1. Approval of Accounts 2020-21**

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2021, the Reports of the Board of Directors and the Auditors thereon, be and are hereby received and adopted.

**SPECIAL BUSINESS**

**2. Appointment of Mr. Bivashwa Das as Managing Director**

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of sec 196, 197, 203 Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) and subject to the approval of Central Government if any, the approval of the members be & is hereby accorded for the appointment of Mr. Bivashwa Das (DIN:07253655) as the Managing Director (Whole Time Key Managerial Personnel) of the Company for a term of 5 years commencing from 30/06/2021 till 30/06/2026 at a remuneration fixed by the Board on the recommendation of the Nomination & Remuneration Committee and on such terms and conditions mutually agreed upon by the Board and Mr. Bivashwa Das as specified on the Explanatory Statements pursuant to the provisions of sec 102 (1) of the companies act, 2013 annexed to this Notice.

**FURTHER RESOLVED THAT** the Board be & is hereby authorized to alter the terms & conditions of the appointment and/or remuneration as fixed by the Board, subject to the same not exceeding the limit as specified under section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).

**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 Mr Bivashwa Das (DIN:07253655) Managing 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 as decided by the board.

**RESOLVED FURTHER THAT** Mr Bivashwa Das , Managing 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.

### **3. Appointment of Mr. Ram Asish Singh - Whole Time Director**

**To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:**

**RESOLVED THAT** pursuant to the provisions of sec 196, 197, 203 Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) and subject to the approval of Central Government if any, the approval of the members be and is hereby accorded for the appointment of Mr. Ram Asish Singh (DIN: 09236352), as Whole Time Director, who holds office up to the date of this Annual General Meeting as a Whole Time Director of the Company for a term of 3 years commencing from 30/06/2021 till 30/06/2024 at a remuneration fixed by the Board on the recommendation of the Nomination & Remuneration Committee and on such terms and conditions mutually agreed upon by the Board and Mr. Ram Asish Singh as specified on the Explanatory Statements pursuant to the provisions of sec 102 (1) of the companies act, 2013 annexed to this Notice.

**FURTHER RESOLVED THAT** the Board be & is hereby authorized to alter the terms & conditions of the appointment and/or remuneration as fixed by the Board, subject to the same not exceeding the limit as specified under section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).

**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 Mr Ram Asish Singh (DIN: 09236352) 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 as decided by the board.

**RESOLVED FURTHER THAT** Mr Ram Asish Singh (DIN: 09236352) 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.

**4. Appointment of Independent Director: Mr.R.V.Sathyannarayanan**

**To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:**

**RESOLVED THAT** pursuant to the provisions of Sections 149 read with Schedule IV, 150, 152, 161 and other applicable provisions of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) of re-enactment thereof for the time being in force) and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr R V Sathyannarayanan (DIN: 08913315), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of Three years from 30th June 2021 to 30th June 2024 (both days inclusive).

**5. Confirmation of Appointment of Independent Director: Mrs. Renuka Ramesh**

**To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:**

**RESOLVED THAT** pursuant to the provisions of Sections 149 read with Schedule IV, 150, 152, and other applicable provisions of the Companies Act, 2013, the Rules thereunder, the appointment of Mrs Renuka Ramesh, (DIN 0790904) as an Independent Director, not liable to retire by rotation, for a period of 3 years from 06.02.2021 to 06.02.2024 as per the Resolution passed at the Meeting of the Board of Directors held on 06.02.2021, be and is hereby confirmed and the matter be placed before the ensuing Annual General Meeting for confirmation and approval of the same by the Members at the AGM.

**6. Appointment and Fixation of Remuneration to Cost Auditor:**

**To consider and if deemed fit, to pass, with or without modification(s), the following resolution 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 thereunder [including any statutory modification(s) or re-enactment thereof, for the time being in force], the remuneration to M/s. Latha Venkatesh & Associates, Cost Accountants (Firm Registration No.101017) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2021-22, amounting to Rs. 80,000/- (Rupees Eighty Thousand only) in addition to reimbursement of out-of-pocket expenses incurred in connection with the said audit but excluding taxes, as may be applicable, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

**7. Approval for Related Party Transactions under Section 188 of the Companies act, 2013 and regulation 23 of SEBI (LODR) regulations, 2015.**

**To consider and if deemed fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:**

**RESOLVED THAT**, pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and subject to such other approvals, consents, permissions, sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to enter into a contract to sell, lease, transfer, assign or otherwise dispose off the whole or part of the Company's Lands measuring about 6.75 Acres situated at Plots B-10 & C-13, Industrial Complex, MM Nagar-603 209, Chengalpattu Dist., to Mrs Durga Devi Goyal, mother of Mr Rakesh Goyal, [Ex-Managing Director, promoter holding 5.94% Shares (3,04,640 Equity Shares) at a consideration which is not less than the market value to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and Mrs Durga Devi Goyal.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or such other officer of the Company be and are hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution

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

#### **8. Borrowing in excess of Paid-up Capital and Free Reserves:**

**To increase the borrowing limits of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:**

**“RESOLVED THAT** in supersession of the earlier resolution passed in this regard and pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company or Committee thereof (the “Board”) to borrow such sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, such that the moneys to be borrowed by the Company at any point of time shall not exceed a sum of Rs 25 Crores (Rupees Twenty Five Crores Only);

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this 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 to 8 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 8, being considered unavoidable, be transacted at 42<sup>nd</sup> Annual General Meeting (AGM) of the Company.
2. In respect of items 2 to 6, 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.

### NSDL: E-Voting Instructions:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available for 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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 the Circulars issued by the Ministry of Corporate Affairs 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 EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM 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 Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM/AGM 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

08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 20.09.2021 at 10: 00 A.M. and ends on 22.09.2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 16.09.2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16.09.2021.

#### How do I vote electronically using NSDL e-Voting system?

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

#### Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home</li> </ol>

page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in

	progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 022- 23058738 or 022-23058542-43



**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to 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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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 etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system ?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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 promoted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vssowrirajan@gmail.com](mailto:vssowrirajan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to ( Ms.\_Soni Singh NSDL) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM 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 Members/ shareholders, who will be 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 in the EGM/AGM.
3. Members 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members 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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [tnt.share@yahoo.in](mailto:tnt.share@yahoo.in) The same will be replied by the company suitably.

## ANNEXURE TO THE NOTICE - STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No.2:

#### **Appointment of Mr. Bivashwa Das - As Managing Director**

In view of the retirement of Mr. Rakesh Goyal Managing Director (Whose five years term completed on 16.03.2021) The Board of Directors pursuant to the recommendation of Nomination and Remuneration Committee, in their meeting held on 30<sup>th</sup> June 2021, the appointment of Mr. Bivashwa Das as Managing Director, for a period of five years from 30<sup>th</sup> June 2021 to 30<sup>th</sup> June 2026, with a remuneration not exceeding the ceilings of Managerial Personnel and also as fixed by the Board 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.

Mr Bivashwa Das, was a Graduate and has a working experience of over 20 years in the Steel Industry particularly in ERW Pipe.

### Item No.3:

#### **Appointment of Mr. Ram Ashish Singh - Wholetime Director**

Mr. Ram Ashish Singh, holding DIN 09236352, was appointed by the Board of Directors ("Board"), on the recommendation of the Nomination and Remuneration Committee, as Wholetime Director of the Company with effect from 30<sup>th</sup> June 2021 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act"). The Company has received the requisite consent and disclosure forms from him and also necessary notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director.

Subsequent to the retirement of Mr Rakesh Goyal, Managing Director, and appointment of Mr Bivashwa Das as Managing Director in his place, it is necessitated to appoint one more whole-time director, 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. Pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, and the company has appointed Mr Ram Ashish Singh (DIN: 09236352) as whole time Director of the Company for a period of three years with effect from 30<sup>th</sup> June 2021 to 30<sup>th</sup> June 2024 with a remuneration not exceeding the ceilings of Managerial Personnel and also as fixed by the Board 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.

Mr. Ram Ashish Singh is not related to any of the other Directors and Key Managerial Personnel of the Company and their relatives.

### Item No.4:

#### **Appointment of Mr. R.V. Sathyanarayanan - Independent Director**

Mr. R.V Sathyanarayanan, holding DIN 08913315, was appointed, by the Board of Directors ("Board"), on the recommendation of the Nomination and Remuneration Committee, as an Independent Director of the Company with effect from 30<sup>th</sup> June 2021 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and holds office up to the date of the ensuing Annual General Meeting. The Company has received the requisite consent and disclosure forms from him and also necessary notice in writing from a Member under Section 160 of the Act proposing his candidature for office of Director.

Mr. R.V Sathyanarayanan does not hold any shares of the Company.

The other details relating to Mr. R.V Sathyanarayanan pursuant to the Secretarial Standard on General Meetings appear in the Annual Report under Directors' Profile, Corporate Governance Report and annexure thereto.

In the opinion of the Board, Mr. R.V Sathyanarayanan satisfies the criteria prescribed in the Act and Rules made thereunder for appointment as an Independent Director of the Company and that he is independent of the Management. Accordingly, the Board, on the recommendation of the Nomination and Remuneration Committee, recommends his appointment as an Independent Director for a term of three years, from the date of his appointment to the Board as an *Independent* Director (viz., from 30th June 2021). The draft letter of appointment setting out the terms and conditions of his appointment is available on the website of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board recommends the Resolution in relation to the appointment of Mr. R.V Sathyanarayanan as an Independent Director, for approval of the shareholders of the Company.

Except Mr R.V Sathyanarayanan, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the Resolution relating to his appointment as an Independent Director of the Company.

**Item No. 5:**

**Appointment of Mrs. Renuka Ramesh - Independent Director**

Mrs. Renuka Ramesh, holding DIN 07904904 has been appointed as an Independent Director by the Board of Directors ("Board"), on the recommendation of the Nomination and Remuneration Committee, as an Independent Director of the Company with effect from 6th Feb 2021 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") for a term of 3 years, from the date of her appointment (viz., from 6<sup>th</sup> Feb 2021 to 6<sup>th</sup> Feb 2024).

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, the Board recommends the Resolution in relation to the appointment of Ms. Renuka Ramesh as an Independent Director, for confirmation and approval of the shareholders of the Company at the ensuing AGM to be held on 23.09.2021

Except Mrs. Renuka Ramesh, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives, is concerned or interested, financially or otherwise, in the Resolution relating to her appointment as Independent Director of the Company.

#### Item No. 6:

##### **Appointment and fixation of Remuneration to Cost Auditor :**

In terms of the Companies (Cost Records and Audit) Rules, 2014, some of the products of the Company are covered under the requirement of conduct of audit of the cost records.

M/s. Latha Venkatesh & Associates (Firm Regd. No. 101017) were appointed by the Board of Directors, on the recommendation of the Audit Committee, as the Cost Auditors to conduct an audit of the cost records in respect of the products of the Company covered under cost audit for the financial year 2021-22 on the remuneration payable to them as per details furnished under Item no. 6 of the Notice of the Annual General Meeting.

In terms of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the shareholders of the Company. The Board recommends the Resolution for approval by the Shareholders of the Company.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolution.

#### Item No. 7

##### **Approval for Related Party Transactions under Section 188 of the Companies act, 2013 and regulation 23 of SEBI (LODR) regulations, 2015.**

##### **To Execute Sale Deed Registration :**

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 09, 2021, 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 per Audited Balance Sheet. A 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 and placed the same for approval of the shareholders.

Except Mr. Rakesh Goyal, Ex-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.

[Item No.8](#)

**Borrowing money in excess of paid up capital and free reserves.**

**Power to borrow money in excess of paid up capital, free reserves and securities premium account u/s 180 (c) of Companies Act 2013.**

The company has proposed for development of the Factory property/land about 2,00,000 Sq. Ft. (the excess land) for company's future expansion purpose, and therefore decided to avail loan/ financial assistance from Bank / Financial Institutions, upto Rs.25 Crores (Rupees Twenty five Crores) by offering as collateral security of the company's land documents.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 8 of the Notice.

By Order of the Board

**For Tamilnadu Steel Tubes Ltd**

Place: Chennai

Date : 09<sup>th</sup> August 2021

**C Muruganandam**  
Company Secretary



## ANNEXURE TO THE NOTICE

Statement pursuant to the provision of section 110 of part II of schedule 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.

Details of directors retiring by rotation/seeking appointment/re-appointment at the ensuing Annual General Meeting [as per SEBI(LODR)Regulation,2015]

Name	Mr. Bivashwa Das	Mr. RamAsish Singh
DIN	07352655	09236352
Date of Birth	23.05.1984	01.04.1961
Qualification	B. A	B.SC (Chem.)
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 in B.Sc (Chem.) and has a work experience of over 35 years in the Steel Industry particularly in ERW Pipe.
Date of First appointment	07.11.2015	30.06.2021
Name of the companies in which he holds Directorship of Boards	NIL	NIL
Name of the Companies in which he holds membership of the Committees of the Board	NIL	NIL
No. of shares held in the Company	NIL	NIL
Nationality	Indian	Indian

## ANNEXURE TO THE NOTICE

Name	Mrs. Renuka Ramesh	Mr.R.V.Sathyarayanan
DIN	07904904	08913315
Date of Birth	29.08.1968	29.05.1962
Qualification	B.Com.	B.A (Economics) M.Sc (Psy.)
Experience (including expertise in specific functional area) / Brief Resume	A Graduate in Commerce and practicing as Chartered Accountant having a vast experience in Auditing, for more than 20 years. She joined the Board originally on 04.09.2017, and after expiry of her tenure, she has been re-inducted to the Board on 06.02.2021 as Non-Executive - Independent Director	A Graduate in B.A (Economics),M.Sc (Psy.), Post Graduate in Personal Management & Industrial relations (PGDPMIR) & Law Graduate (LLB) and work experience of over 30 years in several roles & capacities, handled in Corporate Administration, Human Resources/ Industrial Relations
Date of First appointment	06.02.2021	30.06.2021
Name of the companies in which he holds Directorship of Boards	NIL	NIL
Name of the Companies in which he holds membership of the Committees of the Board	NIL	NIL
No. of shares held in the Company	NIL	NIL
Nationality	Indian	Indian

