

NOTICE
TAMILNADU STEEL TUBES LTD.

Regd. Off : Mercury Apts., 1st Floor, No. 65, Pantheon Road, Egmore, Chennai-8

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CIN: L27110TN1979PLC007887

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www.tntpipes.com

43rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Forty Third Annual General Meeting** of the Members of TAMILNADU STEEL TUBES LTD will be held on **Tuesday, the 27th September, 2022 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 1st Floor, No. 65 Pantheon Road, Egmore, Chennai 600 008, Tamil Nadu (Deemed Location) to transact the following business:

ORDINARY BUSINESS:

Item No. 1

Approval of Accounts 2021-22 - Ordinary Resolution

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

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2022, together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2

Appointment of Statutory Auditors - Ordinary Resolution

To consider and if thought fit to **pass** with or without modifications the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 139 read with The Companies [Audit and Auditors] Rules, 2014 and other applicable provisions [including any modification or re-enactment thereof] if any, of the Companies Act, 2013, M/s. DPV & ASSOCIATES No.151, “SRIRANGA”, Mambalam High Road T.Nagar CHENNAI - 600 017, Firm Registration No. 011688S, be and are hereby appointed as the Statutory Auditors of the Company to hold the office for the term of five years beginning from the conclusion of the ensuing 43rd Annual General Meeting till the conclusion of the 48th Annual General Meeting of the Company to be held in the year 2027 on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company”.

FURTHER RESOLVED THAT any director of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolutions.”

Item No.3**Re-appointment of Whole Time Director Mr M.T.Elumalai(DIN- 01278399) who retire by rotation - Ordinary Resolution**

To consider and if thought fit to pass with or without modifications(s) the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 152 of the Companies Act 2013 (ACT) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 (including any statutory modification(s) and enactments (s) thereof for the time being in force the consent of the members be and is hereby accorded for the appointment of Shri MT Elumalai, as a whole time director of the company for a period of three years from 13.08.2022 to 12.08.2025 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. M.T.ELUMALAI as specified on the Explanatory Statements pursuant to the provisions of Sec 102 (1) of the companies act, 2013 annexed to this Notice.”

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

Item No.4**Re-appointment of Director Mr.N.Sudharsan(DIN- 08562284) who retire by rotation: Ordinary resolution**

To consider and if thought fit to pass with or without modifications(s) the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 152 of the Companies Act 2013 (ACT) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 (including any statutory modification(s) and enactments (s) thereof for the time being in force the consent of the members be and is hereby accorded for the appointment of Shri N.SUDHARSAN as a Whole-time director of the company for a period of three years from 13.08..2022 to 12.08.2025 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.N. SUDHARSAN (DIN:08562284) as specified on the Explanatory Statements pursuant to the provisions of sec 102 (1) of the companies act, 2013 annexed to this Notice.”

RESOLVED FURTHER THAT the remuneration payable to Shri. N. SUDHARSAN (DIN:08562284) 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 the Board be and is hereby authorized to do all such acts, deeds, and things as may be considered necessary, usual or expedient to give effect to the aforesaid resolution.

SPECIAL BUSINESS

Item No.5

**Re-appointment of Independent Director Mr.Rajesh Sai Iyer (DIN- 05353374)
Special Resolution**

To consider and if thought fit to pass with or without modifications(s) the following resolution as a Special Resolution.

RESOLVED THAT in accordance with the provisions of Section 149(10) 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) Regulations 2015, or any amendment thereto or modification thereof, for the time being in force the consent of the members be and is hereby accorded for the re-appointment of Mr. Rajesh Sai Iyer (DIN: 05353374) as an Independent Director of the Company for a further period of five years from 04.09.2022 to 03.09.2027 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes rule, regulations or guidelines.

Item No.6

Appointment and Fixation of Remuneration to Cost Auditor - Ordinary Resolution

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 consent of the members be and is hereby accorded for the appointment M/s. Latha Venkatesh & Associates, Cost Accountants (Firm Registration No.101017) as Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year 2022-23, with a remuneration of 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.”

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

Item No.7:

SALE OF LAND/FIXED IMMOVABLE ASSETS - Special Resolution. Approval for Registration of Sale deed under section 180(1) (a) of Companies Act, 2013. To Sell lease or otherwise dispose of the whole or substantially whole of the Company's Land.

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 180(1) (a) 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 members be and is hereby accorded for approval of Registration of Sale deed confirming the Agreement to sell /Lease transfer, assign or otherwise dispose of 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 3,04,640 Equity Shares - 5.94%] 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, as per the arm's length basis acceptance of the Consideration offered by her for the Sale of Land, since the last few years AGM Approval has been approved, but the Sale Deed has not been executed. As per the Income Tax Rules and Companies Act 2013, further approval from the Shareholders is mandatory and hence the matter is being placed before the ensuing AGM to be held on 27.09.2022 for Shareholders' approval.

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

Item No.8:

TRANSFER OF EMD AMOUNT FROM Mrs. DURGA DEVI GOYAL TO Mr. RAKESH GOYAL, (HER ONLY SON - LEGAL HEIR), ON ACCOUNT OF HER AGE-RELATED ISSUE - Special Resolution

Approval for Transfer of EMD Amount Rs. 13,19,76,191 in the name of Mrs. Durga Devi Goyal to Mr. Rakesh Goyal.

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

RESOLVED THAT the consent of the members be and is hereby accorded to transfer the Lease deposit amount of Rs. 13,19,76,191 (Rupees Thirteen Crores Nineteen Lakhs Seventy-six thousand one hundred ninety-one only) received by the Company towards Leasing of Company's Land to Mrs. Durga Devi Goyal more fully described in the Explanatory Statement, be and is hereby transferred to the name of Mr. Rakesh Goyal, subject to the production of Registered Family Settlement Deed to be executed by Mrs. Durga Devi Goyal in favour of her son Mr. Rakesh Goyal, transferring her estates in favour of Mr. Rakesh Goyal.

Item No.9

TRANSFER OF LEASE/SALE OF LEASE HOLD LANDS IN FAVOUR OF Mr. RAKESH GOYAL FROM Mrs. DURGA DEVI GOYAL, HER ONLY LEGAL HEIR ON ACCOUNT OF HER AGE-RELATED ISSUE - Special Resolution:

Approval for transfer of Lease/Sale of Leasehold Lands in favour of Mr. Rakesh Goyal from Mrs. Durga Devi Goyal

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

RESOLVED THAT the consent of the members be and is hereby accorded to transfer the leasehold lands measuring about 2,82,482 Sq.ft. (more fully described in the explanatory Statement) held in the name of Mrs. Durga Devi Goyal be transferred to Mr. Rakesh Goyal (her Legal heir as well as Ex-Managing Director) subject to the production of Registered Family Settlement Deed to be executed by Mrs. Durga Devi Goyal in favour of her son Mr. Rakesh Goyal transferring her estates in favour of Mr. Rakesh Goyal. This matter is being placed before this 43rd AGM for approval of the same by the members.

FURTHER RESOLVED THAT necessary steps are taken for transfer of Lease Deed/Agreement to sell, in the name of Mr. Rakesh Goyal, before the authorities concerned till the completion / regularisation of documentation.

Item No.10:

LOANS AND BORROWINGS - Special Resolution

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 addition to the earlier resolution passed in this regard and pursuant to Section 180(1)(c) and 180(2) 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 Shareholders be and is hereby accorded to borrow Loan Amount up to Rs. 25 Crores (Rupees Twenty-Five Crores Only) from Banks / Financial Institutions, 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),

NOTE:

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.3 to 10 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company has opined that the special business under Item No. 5, to 10, being considered unavoidable, be transacted at the 43rd Annual General Meeting (AGM) of the Company.

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.

E-Voting Procedure:

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 audiovisual 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 thereat 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.tntpipes.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 and www.nseindia.com respectively 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.

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 24.09.2022 at 10.00 A.M. and ends on 26.09.2022 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) 20.09.2022 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 20.09.2022.

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 demote mode with NSDL.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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.NSDLand 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 & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal</p>

Computer or on a mobile. Once the home 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 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 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.
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[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 evoting@nsdl.co.in 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 helpdesk.evoting@cDSLindia.com 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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 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 prompted.
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 yssowrirajan@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at 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

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. If you are an Individual shareholder 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 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 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. The same will be replied by the company suitably.

Item No.3:

Re-Appointment of Mr.MT.Elumalai - Whole Time Director

Mr.M T Elumalai (DIN:01278399) whole time Director is retiring by rotation. Considering his rich experience in the technical side, the Nomination and Remuneration committee at their meeting held on 13.08.2022 recommended to reappointment him for a further period of three years 13.08.2022 to 12.08.2025, subject to the approval of the Shareholders at the ensuing Annual General Meeting to be held on 27.09.2022, and as such the matter is being placed before the ensuing AGM of the company for Shareholders' approval.

Item No.4:

Appointment of Mr.N.SUDHARSAN as Whole Time Director

Mr.N.SUDHARSAN (DIN:08562284) whole time Director is retiring by rotation. He has possessed rich experience in handling various matters related statutory authorities. The Nomination and Remuneration committee at their meeting held on 13.08.2022 recommended to re-appoint him as a Whole time Director to the Company for a further period of three years from 13.08.2022 to 12.08.2025 subject to the approval of the Shareholders at the ensuing Annual General Meeting to be held on 27.09.2022, and as such the matter was placed before the ensuing AGM of the company for Shareholders' approval.

Item No.5:

Re - Appointment of Independent Director Mr.Rajesh Sai Iyer

Mr.Rajesh Sai Iyer (DIN:05353374) was appointed as an Independent Director for a period of five years from 04.09.2017 to 03.09.2022. His term will expire on 03.09.2022. He has possessed rich experience in the manufacturing industry. He is also a Cost Accountant. The Nomination and remuneration committee at their meeting held on 13.08.2022 recommended to reappoint him as an Independent Director for a further period of five years from 04.09.2022 to 03.09.2027, and as such the matter is being placed before the ensuing AGM of the company for Shareholders' approval by passing Special Resolution under Sec.149(10) of the Companies Act 2013.

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 at their Meeting held on 13.08.2022, 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 2022-23 with a remuneration of 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 and payable to them.

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

Item No. 7

Approval for Registration of Sale deed under section 180(1)(a) Companies act, 2013. To Sell lease or otherwise dispose of the whole or substantially whole of the Company's Land.

The Company has already entered into registered Agreement to sell/Lease with Mrs. Durga Devi Goyal mother of Mr. Rakesh Goyal (Ex-Managing Director) as detailed below

Total Area Leased out as per the following Registered Lease Deeds:

S.No.	Doc. No.	Doc. Dt.	Details	SRO	Area (Sft.)
01	12286/2011	09.12.2011	Plot C-13	Chengalpattu	1,61,868
02	4812/2015	22.04.2015	Plot B-10	Chengalpattu	66,600
03	5591/2017	18.05.2017	Plot B-10	Chengalpattu	5,279
			Plot B-10	Chengalpattu	12,580
			Plot C-13	Chengalpattu	26,550
04	10026/2019	19.08.2019	Plot B-10	Chengalpattu	9,605
					2,82,482

Previously, it was a related party transactions under Section 188 of the Companies Act 2013 i.e. transaction between the Company and Mrs. Durga Devi Goyal (Mother of Mr. Rakesh Goyal the Ex-Managing Director). Previously, we got approval from the Shareholders and now we require approval from the Shareholders by way of Special Resolution which is necessary under section 180 (1) (a) of the Companies Act 2013, to Sell/Lease or otherwise dispose of the Company's Land.

Item No.8

TRANSFER OF EMD AMOUNT FROM Mrs. DURGA DEVI GOYAL TO Mr. RAKESH GOYAL

Special Resolution:

Approval for transfer of EMD Amount Rs. 13,19,76,191 in the name of Mrs. Durga Devi Goyal to Mr. Rakesh Goyal.

The Board of Directors noted that an amount of Rs. 13,19,76,191 was kept under the Head Lease Deposit in the Balance Sheet of our Company. This amount was received towards Leasing of Company's Land to Mrs. Durga Devi Goyal, mother of Mr. Rakesh Goyal Ex-Managing Director. The Lease Deposit amount was kept under deposit in the Name of Mrs. Durga Devi Goyal. Due to her old age and considering her present Health Conditions, she has requested the Company to transfer the Lease Deposit amount (EMD Amount) of Rs. 13,19,76,191 to the name of her son as well as Legal Heir Mr. Rakesh Goyal. Accordingly, the Lease deposit amount of Rs. 13,19,76,191 (Thirteen Crores Nineteen Lakhs Seventy-Six Thousand One Hundred Ninety-One Only) held in the name of Mrs. Durga Devi Goyal as per the company's records, be transferred to the name of Mr. Rakesh Goyal, subject to the production of Registered Family Settlement Deed transferring her estates in favour of Mr. Rakesh Goyal, and as such the matter is being placed before the ensuing AGM to be held on 27.09.2022

Item No. 09**TRANSFER OF LEASE/SALE OF LEASE HOLD LANDS IN FAVOUR OF Mr. RAKESH GOYAL FROM Mrs. DURGA DEVI GOYAL****Special Resolution:****Approval for transfer of Lease/Sale of Leasehold Lands in favour of Mr.RakeshGoyal from Mrs.Durga Devi Goyal**

The Company has leased out a portion of its lands (as detailed below) to Mrs.Durga Devi Goyal and she has requested to transfer the said leasehold lands in the name of her son Mr.Rakesh Goyal, in view of her old age (76 Years) and her present Health conditions. Hence, it is recommended to transfer the lease deed as per schedule, favouring Mr. Rakesh Goyal, subject to the production of Registered Family Settlement Deed transferring her estates in favour of Mr. Rakesh Goyal, and as such the matter is being placed before the ensuing AGM to be held on 27.09.2022, for approval of the same by the shareholders.

Total Area Leased to Mrs Durga Devi Goyal and to be transferred to Mr Rakesh Goyal.

S.No.	Doc. No.	Doc. Dt.	Details	SRO	Area (SFt.)
01	12286/2011	09.12.2011	Plot C-13	Chengalpattu	1,61,868
02	4812/2015	22.04.2015	Plot B-10	Chengalpattu	66,600
03	5591/2017	18.05.2017	Plot B-10	Chengalpattu	5,279
			Plot B-10	Chengalpattu	12,580
			Plot C-13	Chengalpattu	26,550
04	10026/2019	19.08.2019	Plot B-10	Chengalpattu	9,605
					2,82,482

Item No. 10**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 Twentyfive Crores only) by offering as collateral security of the company's land documents.The Board recommends the Special Resolution for approval by the Shareholders of the Company, at the ensuing AGM to be held on 27.09.2022.

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

By Order of the Board

For Tamilnadu Steel Tubes Ltd

C Muruganandam
Company Secretary
(M.No. A12232)

Place: Chennai
Date : 13.08.2022

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.

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

Name	Mr.MT.ELUMALAI	Mr.N.SUDHARSAN
D I N	01278399	08562284
Date of Birth	20.09.1958	28.08.1955
Qualification	B. A	B.Com
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.Com.and has a work experience of over 25 years in various and rich experience in Fund Raising and Project Management.
Date of First appointment	01.05.2002	14.08.2019
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	Mr. Rajesh Sai Iyer
DIN	07905221
Date of Birth	23.10.1968
Qualification	B.Com. MBA (Finance) ICWA
Experience (including expertise in specific functional area)/Brief Resume	A qualified Cost Accountant Practicing since 2012 having rich experience over thirty years and also vast knowledge in Cost Accounts and Company Law Matters and continuing his Cost Auditing to several Companies.
Date of First appointment	04.09.2017
Name of the companies in which he holds Directorship of Boards	NIL
Name of the Companies in which he holds membership of the Committees of the Board	NIL
No. of shares held in the Company	NIL
Nationality	Indian

