



TAMILNADU STEEL TUBES LIMITED

MFRS. & EXPORTERS OF : MS & GI, SQUARE & RECTANGLE STEEL PIPES

REGD. OFF : MERCURY APARTMENTS, 1st FLOOR, 65, PANTHEON ROAD, EGMORE, CHENNAI - 600 008.
PHONE : 28555653, 28555673, 28555733 FAX : 28555643 Web : www.tamilnadusteeltubesltd.com
E-MAIL : tnstl@vsnl.net / contact@tamilnadusteeltubesltd.com / tnt.share@yahoo.in CIN : L27110TN1979PLC007887

TNT/2023-24/221

28.08.2023

B.S.E Limited
Dept. of Corporate Services
P.J. Towers, Dalal Street,
Fort, Mumbai - 400 001

Dear Sirs,

Sub : TAMILNADU STEEL TUBES LTD. - BSE Scrip Code : 513540
Submission of AGM Notice, Annual Report 2022-23 - 44th AGM (20.09.2023)

Pursuant to REG.34 of the SEBI (LODR) Regulations 2015, we submit herewith the Annual Report 2022-23 for the Financial Year 2022-23 along with AGM Notice.

The Annual Report 2022-23 is being dispatched / sent to all the Shareholders by the permitted mode(s) e-mail and is also on the company's website.

We request you to kindly take the same on record.

Thanking You,

Yours Faithfully,
For TAMILNADU STEEL TUBES LTD.


K SURESH
COMPANY SECRETARY
ACS 34656

Encl.



TAMILNADU STEEL TUBES LIMITED

Symbol for superior quality for Black and GI pipes since 1979

44th ANNUAL REPORT 2022-23



Corporate Information

Mr. Bivashwa Das
Managing Director
Mr. N. Sudharsan
Whole time Director
Mr. M.T. Elumalai
Whole time Director
Mr. Ram Asish Singh

Whole time Director
Mr. Rajesh Sai Iyer
Independent Director
Mrs. Renuka Ramesh
Independent Director
Mrs Jyothi Satish
Independent Director
Mr. R.V. Sathyanarayanan
Independent Director

Board Committees #

Audit Committee:

Mr. Rajesh Sai Iyer
Mrs. Jyothi Satish
Mrs. Renuka Ramesh
Mr. N. Sudharsan

Nomination and Remuneration Committee:

Mrs. Jyothi Satish
Mr. Rajesh Sai Iyer
Mrs. Renuka Ramesh

CSR Committee:

Mr. Rajesh Sai Iyer
Mr. M.T. Elumalai
Mr. Ram Asish Singh
Mr. Bivashwa Das

Risk Management Committee:

Mr. Rajesh Sai Iyer
Mr. N. Sudharsan
Mr. Bivashwa Das

Stakeholders Relationship Committee:

Mr. Rajesh Sai Iyer
Mrs. Jyothi Satish
Mrs. Renuka Ramesh
Mr. N. Sudharsan
Mr. M.T. Elumalai

Health, Safety, Env. & Women Protection Committee

Mrs. Jyothi Satish
Mrs. Renuka Ramesh
Mr. RV Sathyanarayanan
Mr. Bivashwa Das

Independent Directors' Meeting

Mr. Rajesh Sai Iyer
Mrs. Jyothi Satish
Mrs. Renuka Ramesh
Mr. R.V. Sathyanarayanan

Chief Financial Officer

Mrs. G Chitra

Statutory Auditors:

M/s. DPV & Associates, Chartered Accountants
'Sri Ranga'

No. 151, First Floor, Mambalam High Road, T.Nagar
Chennai - 17

Cost Auditor:

M/s. Latha Venkatesh & Associates

Secretarial Auditor

Mr. V.S. Sowrirajan
Practicing Company Secretary

Internal Auditor:

Ms. N. Neerja, FCA

Compliance Advisors:

- a) Ms. Sobana Pranesh, FCS
- b) M/s. MPVR & Associates
- c) M/s. Veritas Consulting

GST Audit:

Mr. TMN Kesavan, CA

Legal Advisor

Mr. P.R. Shankar, Advocate
Supreme Court of India, New Delhi

Corporate Identification Number (CIN)

L27110TN1979PLC007887

Website

www.tntpipes.com

Registrar & Share Transfer Agent:

M/s. Cameo Corporate Services Limited
Subramanian Building
No.1, Club House Road, Chennai - 600 002
Ph: +91 44 4002 0723, 4002 0700

Fax: +91 44 4002 0129

E-mail: murali@cameoindia.com
investor@cameoindia.com

Registered Office:

Mercury Apartments, 1st Floor,

65, Pantheon Road,
Egmore, Chennai-600 008

E-mail: tnt.share@yahoo.in
contact@tntpipes.com

Ph: +91 44 28555653/ 28555673

Factory:

B-10, Industrial Complex,
Maraimalai Nagar- 603 209
Kancheepuram District
Ph: +91 44 27452233

Bankers

City Union Bank
Indian Bank

Executive Officers

Mr. K Suresh
Company Secretary & Compliance Officer

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Board of Directors



Mr. Bivashwa Das
Managing Director



Mr. N. Sudharsan
Whole-time Director



Mr. M.T. Elumalai
Whole-time Director



Mr. Ram Ashish Singh
Whole-time Director



Mrs. Renuka Ramesh, CA.
Independent Director



Mr. Rajesh Sai Iyer, CMA.
Independent Director



Mrs. Jyothi Satish, CMA.
Independent Director



Mr. RV Sathya Narayanan
Independent Director

About the Report

Scope and Boundary of Reporting and Reporting Period

At TNT, we believe in an integrated approach that prioritizes growth, sustainability, innovation, and inclusive development. Our Integrated Report 2022-23 provides important information to all our stakeholders, including our performance, governance, material risks and opportunities, strategy, and future prospects.

This report covers risk management, and material information related to our strategy and business model, operating context, stakeholder interests, and governance. Our goal is to create long-term value for our stakeholders in an ethical manner, using various forms of capital available to us and pursuing value- accretive activities.

The Report also covers financial and non-financial information and activities of TNT for the period April 1, 2022 to March 31, 2023, while the financial information has been audited by M/s. DPV & Associates, Chartered Accountants.

Financial and Non-Financial Reporting

We aim to provide information that goes beyond financial aspects and includes non-financial performance, opportunities, risks and outcomes that are associated with our key stakeholders and have a significant impact on our ability to create value

Reporting Principles

The Report is prepared in line with the Companies Act, 2013 (and the Rules made there under), Indian Accounting Standards, SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Secretarial Standards.

Forward-looking Statements

Certain statements in this Report relating to our business operations and prospects may be forward-looking statements. These statements can be identified by usage of words such as 'believes', 'estimates', 'anticipates', 'expects', 'intends', 'may', 'will', 'plans', 'outlook' and other words of similar meaning in connection with a discussion of future operating or financial performance. These forward-looking statements are dependent on assumptions, data or methods that may be incorrect or imprecise and hence may be incapable of being realized. Such statements are not guaranteed of future operating, financial and other results, but constitute our current expectations based on reasonable assumptions. The Company's actual results could materially differ from those projected in any forward-looking statements due to various future events, risks and uncertainties some of which are beyond our control. We do not assume any obligation to update or revise any forward looking statements, whether as a result of new information, future events or otherwise.

Target Readers

Our primary aim with this report is to provide investors, both current and potential, with the information they require. However, we have also endeavored to present this information in a manner that is relevant to other key stakeholders, including our customers, regulators, employees, at large.

Frameworks, Guidelines and Standards

We have prepared this report according to the Comprehensive option of GRI Standards.

This report also aligns with

- The Companies Act, 2013 (and the rules made there under)
- Task Force on Climate-related Financial Disclosures (TCFD)
- National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVG-SEE)
- Indian Accounting Standards
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Secretarial Standards issued by the Institute of Company Secretaries of India

Data Integrity

Our goal is to ensure the accuracy, reliability, comparability, and comprehensibility of the information we provide. To achieve this, we use internal software to collect and analyze financial and non-financial data for inclusion in the report. We maintain strict internal controls during the data collection and analysis process, which is then internally verified and externally audited before being presented in the Report.

Feedback

We value feedback on our report and strive to provide information that is relevant and useful for stakeholder decision-making. If you have any queries or suggestions, please do not hesitate to reach out to us at www.tntpipes.com

Managing Director's Message

This year, as we marked our 44th Year, we strengthened our commitment to building an even better TNT

Dear Shareholders,

A very warm Good Morning to each and every one of you. It gives me great pleasure to welcome you to the 44th Annual General Meeting of Tamilnadu Steel Tubes Limited. Like the previous two years, this AGM too is being hosted on a digital platform. The digital platform enables more shareholders from across the Nation to participate in the AGM. However, I miss the warmth and bonhomie of our personal interactions. I sincerely hope that next year, we will be able to switch to a hybrid mode, which will combine the best of both physical and digital modes.

The year 2022 has been challenging for each one of us. The second wave of the COVID-19 pandemic had a significant impact on lives, livelihoods, and business. I would like to start by expressing my deepest appreciation to all, particularly all our front-line workers who have worked tirelessly to ensure the safety of our people and communities.

It's heartening to see that the world has almost overcome the COVID-19 pandemic. However, there is uncertainty again owing to heightened geopolitical tensions and global risks. There is severe economic stress in many parts of the State. Rising steel prices are impacting everyone. High inflation and supply disruptions threaten to trigger a global recession.

Amidst this widespread unpredictability, India stands tall as a beacon of growth and stability. The Government's skilful management of the pandemic, and pragmatic approach in dealing with the ensuing economic challenges, have helped India emerge stronger than before, wiser than before, and more resilient than before.

The most profound lesson that the nation has learnt from the pandemic is: Greater the adversity, greater still is humanity's inner strength to conquer it, provided we care for each other.

This prompts me to reiterate the core philosophy of TNT, the Philosophy of We Care. We care for our employees and their families. We care for all our stakeholders - customers & shareholders.

BUSINESS AND FINANCIAL PERFORMANCE

Let me now speak about the business and financial performance of your company in FY 2022-23. TNT has continued to make all-round progress across its businesses.

Indian businesses are slowly gaining steady momentum with increase in capital expenditure, capacity building, good real estate demand, government push for infrastructure spending and the recent launch of Gati Shakti scheme. Tier II and III cities have become front runners in driving demand across sectors. We are finally entering an era of inclusive, bottom-up transformation.

OUR COMMITMENT TO LANDMARK CLIMATE ACTION

TNT has also taken several measures to reduce CO2 emissions, such as reducing the clinker factor, improving Air Quality reducing Thermal and Electrical Energy (TEE) intensity, implementing Waste Heat Recovery System (WHRS) and increasing the Water consumption by introducing new technologies.

CONSOLIDATING OUR GREEN EFFORTS

We have also taken the initiative to lead and share sustainability learning's with industry peers. We have been a part of the Steel Industry Initiative (SI) in India, and are now also a part of the Sothern Steel Tubes Association (STTASSO). All our activities and reporting methodologies associated with initiatives in climate, water, circular economy, and biodiversity align with the SOUTHERN STEEL TUBES ASSOCIATION charter, thereby ensuring continuity and uniformity across the sector.

PERFORMANCE IN PERSPECTIVE

During the year, we reported net sales of Rs.92.06 Crores and net profit of Rs.0.53 Crore. We could ensure healthy cash flows due to rigorous working capital management.

STRONG COMMUNITY RELATIONS FOR INCLUSIVE GROWTH

We continue to drive value creation with a focus on sustainability, innovation, and inclusivity. TNT continues to work in the areas of quality education, health, sanitation, women empowerment and HIV/AIDS that improve the quality of lives. This year, we have spent some amount on community development efforts, benefiting more than 10 people, residing in nearby villages in the vicinity of our plants.

OUR FOUNDATION FOR A BETTER TOMORROW

This year, as we marked our 45th Founder's Day, we strengthened our commitment to build an even better Company. TNT has maintained its reputation of being a pioneering brand with a history of 'category-first' innovations that have gone on to set new benchmarks. Optimized and cleaner production methods, a vast range of innovative products, more mainstream use of various circular methods are all trends that will influence and steer our onward journey.

We remain indebted to our large family of stakeholders for their unstinting support during these troubled times. As always, their faith makes us stronger and ambitious to achieve more. We remain committed to make an even bigger difference by re imagining and improving our work, investing in our people and cementing a sustainable future.

I have always believed that the interests of an institution must always override those of any individual or family.

Keeping this in mind, we will create a robust architecture for tomorrow's TNT to ensure that it remains a united, well-integrated and secure institution even as we develop our existing businesses and add new growth engines. This architecture will maximise the synergies among all our existing and new businesses.

We have already put in place a fail-safe governance system to ensure accountability at all levels. We will keep on improving this system on a continuous basis to protect the interests of all our stakeholders.

Therefore, even as I continue to provide hands-on leadership to your company as before, my existing team of leaders and I, along with our Board of Directors, will dedicate ourselves to making TNT more robust, more resilient, more purpose-driven, and truly future-ready, so that, in the near term, TNT more than doubles its value by the end of its Golden Decade in 2028, and thereafter continues to grow ever more rapidly.

This is my solemn commitment to all of you and I would like you to judge me and my existing and new leadership team by our performance. In this noble mission of TNT to serve India and Humanity, I seek your continued support.

Acknowledgements

I would like to thank the Central and State Governments, shareholders, investors, lenders, suppliers and customers for their consistent and resolute support. I thank all my colleagues on the Board for their oversight in this crucial phase of our growth, their support, and immense encouragement. I have special words to acknowledge the collective efforts of the entire TNT team, working tirelessly to create and sustain a best Industry.

Here's wishing you all a healthy, safe, and productive year ahead.

Thank you!

CHENNAI
20.09.2023

BIVASHWA DAS
Managing Director

THE “TNT” VISION	Sustain TNT’s position as one of South India’s most valuable company through best class of performance, creating growing value for the Company’s stakeholders.
THE “TNT” MISSION	To enhance the wealth generating capability of the enterprise in an environment, delivering superior and sustainable stakeholder value.
CORE VALUES	<p>TNT’s Core Values are aimed at developing a customer-focused, high-performance organization which creates value for all its stakeholders:</p> <p>Trusteeship</p> <p>As professional managers, we are conscious that TNT has been given to us in “trust” by all our stakeholders. We will actualize stakeholder value and interest on a long-term sustainable basis.</p> <p>Customer Focus</p> <p>We are always customer focused and will deliver what the customer needs in terms of value, quality and satisfaction.</p> <p>Respect for People</p> <p>We are result oriented, setting high performance standards for ourselves as individuals and teams.</p> <p>We will simultaneously respect and value people and uphold humanness and human dignity.</p> <p>We acknowledge that every individual brings different perspectives and capabilities to the team and that a strong team is founded on a variety of perspectives.</p> <p>We want individuals to dream, value differences, create and experiment in pursuit of opportunities and achieve leadership through teamwork.</p> <p>Excellence</p> <p>We do what is right, do it well and win. We will strive for excellence in whatever we do.</p> <p>Innovation</p> <p>We will constantly pursue newer and better processes, products, services and management practices</p>

CORPORATE STRATEGIES

Nation Orientation

We are aware of our responsibility to generate economic value for our stakeholders. In pursuit of our goals, we will make no compromise in complying with applicable laws and regulations at all levels.

TNT is a board-managed professional company, committed to creating enduring value for the stakeholders. It has a rich organizational culture rooted in its core values of respect for people and belief in the empowerment. Its philosophy of all-round value creation is backed by strong corporate governance policies and systems.

TNT's corporate strategies are:

- Create multiple drivers of growth by developing business that best matches organizational capabilities in domestic markets.
- Continue to focus on the latest technology for galvanized and stainless-steel pipes production
- Benchmark the health of each branded product comprehensively across the criteria of Market Standing, Profitability and Internal Vitality
- Enhance the competitive power of the portfolio through synergies derived by blending the diverse skills and capabilities residing in TNT's business.
- Create distributed leadership within the organization by nurturing talented and focused top management teams for the businesses.
- Continuously strengthen and refine Corporate Governance processes and systems to catalyst the entrepreneurial energies of management by striking the golden balance between executive freedom and the need for effective control and accountability

Preamble

TNT's Code of Conduct is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct.

CODE OF CONDUCT

Philosophy

TNT recognizes society as an important stakeholder in this enterprise and therefore it is part of our responsibility to ensure that the organization is managed in a manner that protects and furthers the interests of our stakeholders.

Corporate Governance Policy

The Corporate Governance Policy is the apex level instrument guiding conduct of the affairs of the Company and clearly delineates the roles, responsibilities and authorities of the key entities in the governance structure of the Company

Good Corporate Citizenship

We recognize society as an important stakeholder in this enterprise and therefore it is part of our responsibility to practice good corporate citizenship.

Personal Conduct

All directors, senior management and employees are expected to demonstrate exemplary personal conduct by adhering to ethical manners such as transparency, audit ability, avoidance of conflict of interest, protection of confidential information and by leading an example.

Waivers

Any waiver of any provision of this Code of Conduct for a director, senior management or employee must be placed for approval before the Company's Board of Directors / Corporate Management Committee, as appropriate.

Non-Adherence

Any instance of non-adherence of this Code of Conduct should be brought to the attention of the immediate reporting authority with copies to the relevant Divisional Chief Executive / Head of Corporate Department and the Head of Corporate Human Resources.

Duties of Independent Directors

The duties of Independent Directors of the Company, as laid down under Schedule IV to the companies Act, 2013 in pursuant to Clause 49 of the Listing Agreement with Stock Exchange

Whistle-blower Policy

It encourages Directors and employees to bring to the Company's attention, instances of unethical behaviour, actual or suspected incidents of fraud or violation of the Company's Code

In the 43 years of the company's operations, its products and services have been used in raising mega structures and iconic landmarks that symbolize a nation in progress.

TNT has played a meaningful role in the nation building process, providing quality building materials and services and sharing its expertise - touching the lives of generations of people in cities, towns and villages. Its presence has been vital in raising mega structures like dams, canals, irrigation schemes, power plants, ports, roads and railways besides enabling urban transformation with skyscrapers, flyover & bridges, airports and metro rail projects.

An indefatigable workforce supported by an extensive network of channel partners who cater to a vast number of individual house builders has marked TNT as a brand to trust for durability.

BUILDING INDIA

As the government moves ahead with plans for greater investments in infrastructure development, Smart Cities and urban transformation, the company has also revved up its capability to provide quality building materials and services to match the engineering excellence that go into implementing ambitious projects necessary in these segments

MADE IN INDIA**Manufacturing Excellence**

TNT has been an unrivalled pioneer in South India's galvanized steel pipes and MS pipes industries. Its facilities for the manufacture of stainless steel, galvanized steel and

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

BUILDING INNOVATIVENESS

TNT stainless steel and galvanized steel pipes and MS pipes plants are capable of meeting specific needs of customers

- beginning with the basic requirement of engineering units, builder, government agencies, automobile and textile industries and challenging demands of mega projects for water transport and other scaffolding projects, roofing projects and other specialized applications.

TNT's team of engineers, shop floor associates and workers are considered among the best in the industry. The plants follow a strict regimen of safety management protocols.

Excellence in Stainless steel, Galvanized steel pipes and MS pipes

TNT's unique track record of innovative research and development has led to its recognition as a pioneer and trendsetter with several breakthroughs in stainless steel, galvanized steel pipes and MS pipes over the years and more recently to include many new products that have widened its portfolio of value-added varieties of galvanized steel pipes and MS pipes.

Hallmark of Quality - Steel Pipe

ERW-G.I., BLACK & GALVANIZED

TNT has been a trend setter in South India's steel industry. TNT has been the brand of choice for cities and villages as well as enduring structures for infrastructure and steel industry. Our range of steel pipes is marketed by a vast countrywide distribution network of over 100 dealers and more than 500 retailers.

Product Development

TNT manufactures various sizes of pipes - Square, Rectangular and also having facility to produce Stainless Steel Pipes for special applications -supplied in bulk for large areas. We have an assortment of special applications. Product Development is a vital role in our endeavor for customer excellence, enabled by a focus on applied research and innovation that drives quality, process improvement and application.

Quality

TNT demonstrates a tradition of providing trustworthy and consistent quality through the application of modern technology to meet the needs and preferences of a nationwide customer base in the steel industry. TNT factory has the state-of-the-art process control instrumentation, quality control systems and testing laboratories manned by qualified personnel. As a result of this unwavering focus on quality, TNT pipes' specifications exceed statutory standards.

Customer Excellence: We do our utmost to create a unique experience for our customers. We do what it takes to see that the customer experiences value in everything we do - in our products, in our service, in our communication, in every transaction and in every interface involving the customer. This customer centric approach demands that we offer superior products, superior logistics and superior service.

An young and dynamic sales force manages the frontline engagement with customers. They work with a large contingent of dedicated channel partners who are in turn complemented by an extensive network of retailer outlets that makes it easy to reach the masses of South India who make up our main customers.

Besides our standard offering, we promote an assortment of Premium products that incorporates enhanced technical features appropriate for different local conditions. Premium products are coming packed in tamper proof packaging.

A selection of routine studies and district survey ensures that we always have the pulse of our valued clientele. Frontline sales personnel spend time in retail outlets to gather insights into the buying process from in-store consumer behaviour. Tools like Net promoter Score and the E3 Model (Economic, Emotional & Ego) helps gauge dealer satisfaction and understand their needs.

Customer Service teams offer a range of Technical Services from providing basic product knowledge to retail buyers to customized and fee-based services for the large buyer. A variety of other technical seminars and training programmes conducted by our Customer Service teams allow useful engagements with experienced engineers.

Innovative & Future Ready

These and other such efforts seek to shape for the company a future as noteworthy as its past rendering it innovative and future ready in building sustainable solutions and enabling the people who can help make it happen.

Leadership & Governance

TNT is a professionally managed company with its core values based on ethics and good corporate citizenship. The Board of Directors comprises eminent professionals of unquestionable integrity, a majority of whom are Independent Directors. The Board endeavors to maintain the company's tradition of upholding the highest standards of Corporate Governance. The Managing Director oversees day to day working and operations of the Company with the help of other Whole-time Directors. Also, he is assisted by the Executive Committee (Ex-co) which includes the functional heads of Finance, Manufacturing, Marketing, Human Resources and Procurement. The Ex-co is responsible and accountable for overall business deliverables.

BRAND THAT CARES

Sustainable Business

Your Company rejoices in greening the environs around us. A deep concern for conservation of the earth's precious resources is integrated into all activities of our value chain from slitting to sales. We continuously explore ways to make our business eco-friendlier; from deploying clean works techniques to transforming Factory into lush forests or useful water bodies. We minimize the use of chemicals that gainfully utilize industrial wastes.

All this helps cut our carbon footprint down to a level that is best in class. We have been among the most sustainable companies and conducting sustainable business.

A Caring Company:

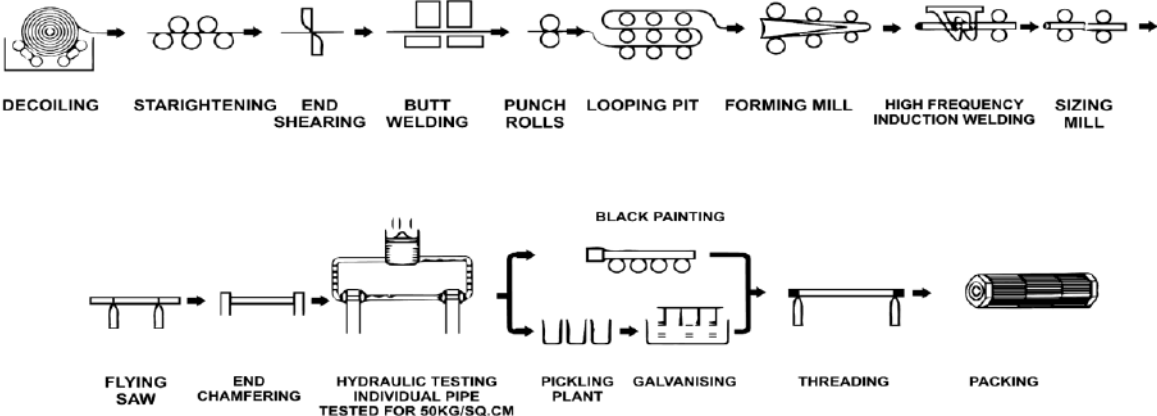
We partner with the rural community living around our operations to improve the quality of their lives. In their well-being lies our license to operate.

People-Architects of Success:

The company's Human Resource function incorporates effective engagements with all levels of employees with a view to ensure that the workforce is close knit, motivated and ready to excel in the marketplace.

Efforts continued to make sure that training and leadership development processes are designed to enhance technical and functional capabilities, with special focus on nurturing young talent. This will help us meet emerging challenges and keep the organization's talent pool effervescent and future ready.

MACHINE LAY-OUT OF TAMILNADU STEEL TUBES LIMITED AT FACTORY LOCATED AT MARAIMALAI NAGAR



FINANCIAL HIGHLIGHTS

1. NET SALES, OPERATING EBITDA & OPERATING EBITDA MARGIN%

(Rs. in Lakhs)

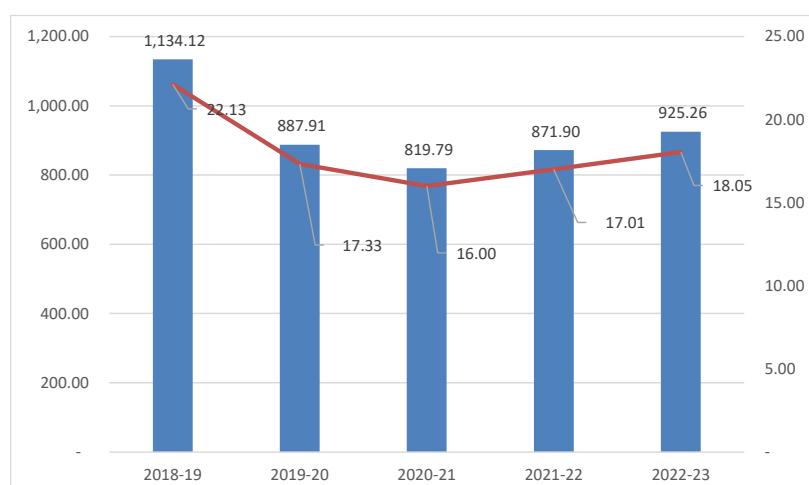
Particulars/Year	2018-19	2019-20	2020-21	2021-22	2022-23
SALES	8,137	5,086	5,198	7,735	9,206
EBITDA	103	(210)	48	125	123
EBITDA MARGIN (%)	1.3%	-4.1%	0.9%	1.6%	1.3%



2. BOOK VALUE PER SHARE

(Rs. in Lakhs)

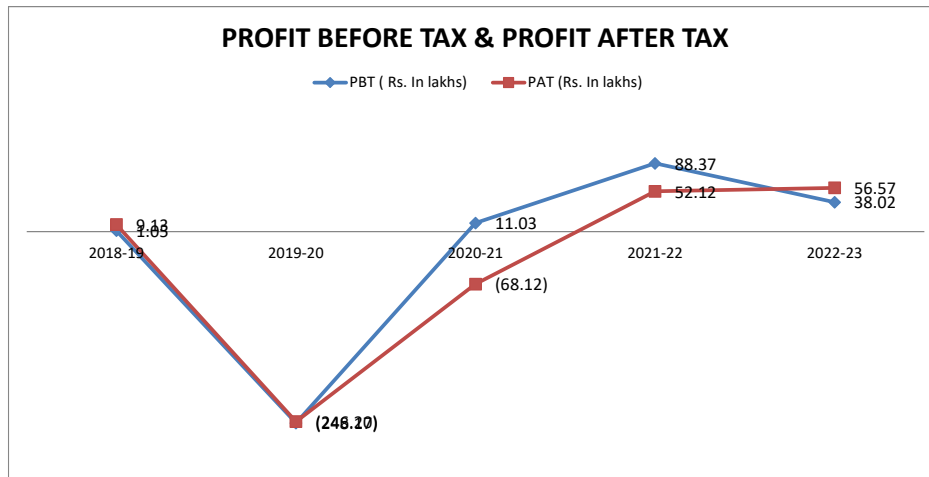
Particulars/Year	2018-19	2019-20	2020-21	2021-22	2022-23
Net worth	1134.12	887.91	819.79	871.90	925.26
Book Value per Share (Rs.)	22.13	17.33	16.00	17.01	18.05
No of Shares	5124800	5124800	5124800	5124800	5124800



3. PROFIT BEFORE TAX & PROFIT AFTER TAX

(Rs. In lakhs)

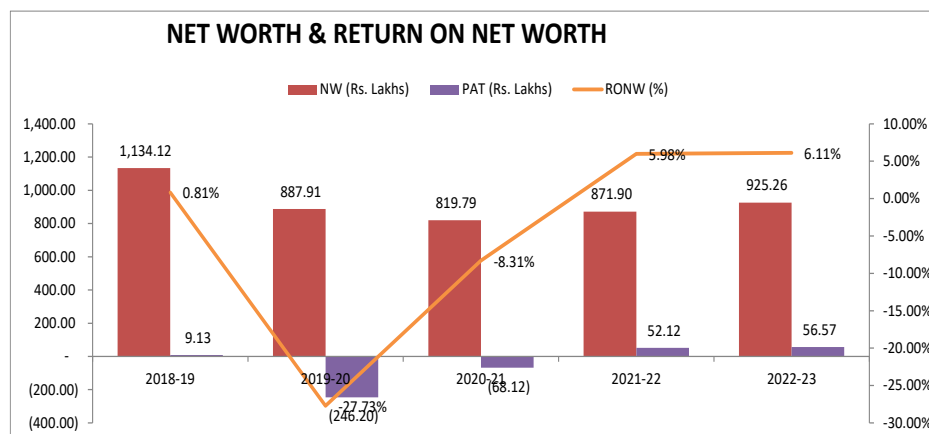
Particulars/Year	2018-19	2019-20	2020-21	2021-22	2022-23
PBT	1.05	(248.17)	11.03	88.34	38.02
PAT	9.13	(246.62)	(68.12)	52.09	56.57



4. NET WORTH & RETURN ON NET WORTH

(Rs. In lakhs)

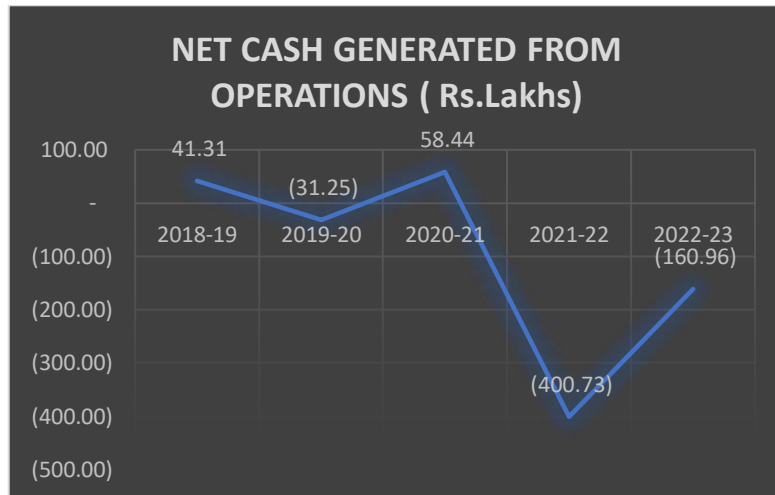
Particulars/Year	2018-19	2019-20	2020-21	2021-22	2022-23
Net Worth (Rs. Lakhs)	1134.12	887.91	819.79	871.89	925.26
PAT (Rs. Lakhs)	9.13	-246.62	-68.11	52.09	56.57
RONW (%)	0.81%	-27.78%	-8.31%	5.97%	6.11%



5. NET CASH GENERATED FROM OPERATIONS

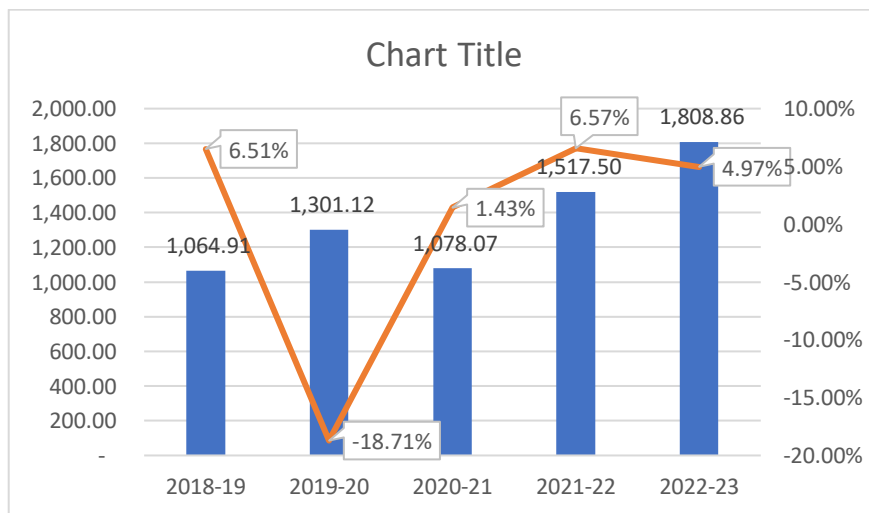
(Rs. In lakhs)

Particulars/Year	2018-19	2019-20	2020-21	2021-22	2022-23
Net Cash Generated (Rs. Lakhs)	41.31	(31.25)	58.44	(400.73)	(160.96)



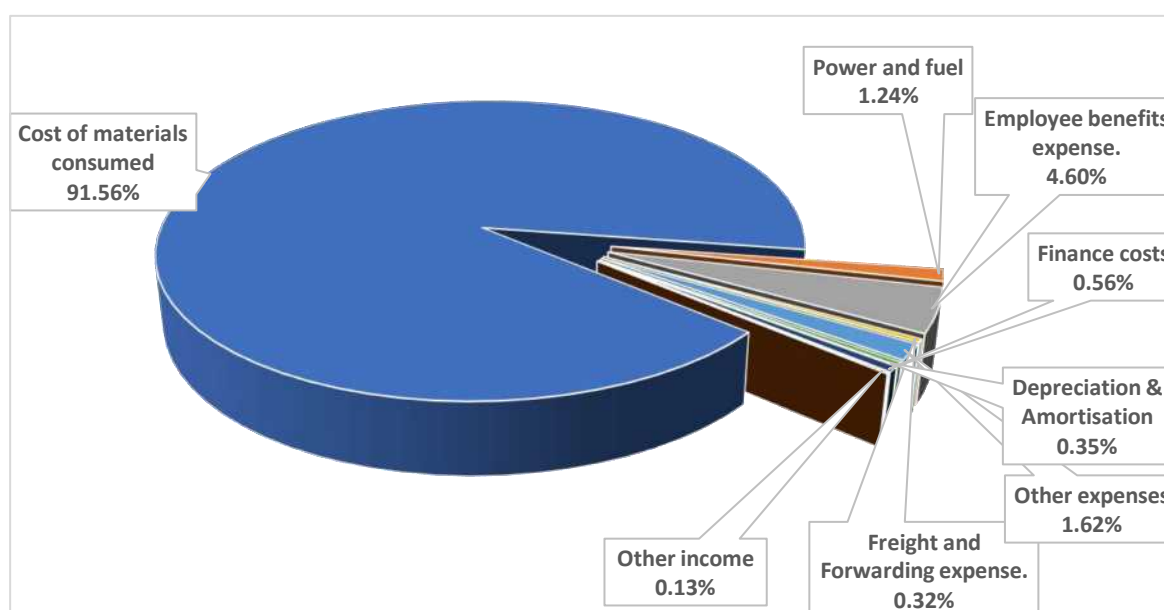
6. CAPITAL EMPLOYED & RETURN ON CAPITAL EMPLOYED

Particulars / Year	2018-19	2019-20	2020-21	2021-22	2022-23
Capital Employed (Rs. Lakhs)	1,064.91	1,301.12	1,078.07	1,517.50	1,808.86
Return on Capital Employed (%)	6.51%	-18.71%	1.43%	6.57%	4.97%



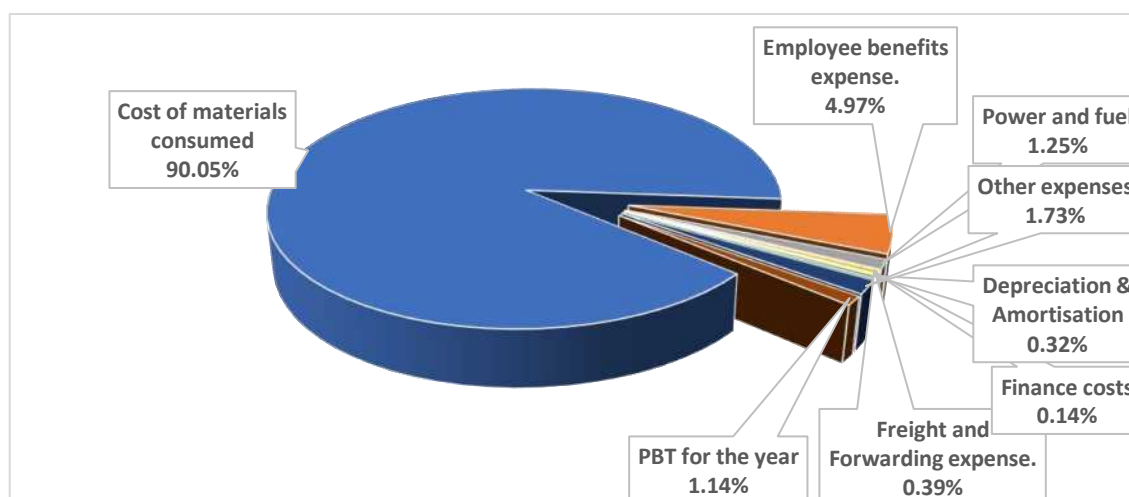
7. Cost & Profit as a Percentage of Revenue from Operations 2022-23

Particulars	Rs. in Crores	%
Revenue from operations (net)	92.06	100%
Profit Before Tax	0.38	0.41%
Cost of materials consumed	84.30	91.56%
Power and Fuel	1.14	1.24%
Employee Benefit Expense	4.25	4.60%
Freight and Forwarding expense	0.30	0.32%
Other expenses	1.49	1.62%
Depreciation and amortization expense.	0.33	0.35%
Finance Cost	0.52	0.56%
Other Income	0.64	0.13%



8. Cost & Profit as a Percentage of Revenue from Operations 2021-22

Particulars	Rs. in Crores	%
Revenue from operations (net)	77.35	100%
Other income	0.06	0.13%
Cost of materials consumed	69.71	90.05%
Employee benefits expense.	3.85	4.98%
Power and fuel	0.97	1.26%
Freight and Forwarding expense.	0.30	0.38%
Finance costs	0.11	0.15%
Depreciation and amortization expense.	0.25	0.33%
Other expenses (including Self Consumption of pipes)	1.34	1.73%
Profit Before Tax	0.88	1.14%



STANDALONE FINANCIAL HIGHLIGHTS - 2013-14 to 2022-23

PARTICULARS	Rs. in lakhs									
	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23
Revenue from operations	10655.01	9397.20	7839.55	8051.16	9062.61	8137.41	5,085.79	5,197.99	7,735.44	9,206.46
Total Income	10658.33	9409.58	7911.29	8067.95	9070.07	8148.97	5,111.37	5,233.51	7,742.06	9,270.29
EBITDA	322.21	412.82	457.28	237.78	189.42	102.8	(210.33)	47.79	124.92	122.68
Depreciation	27.32	30.33	26.01	30.03	33.70	33.47	33.15	32.33	25.23	32.75
Exceptional Items	257.06	(308.54)	-	-	-	-	-	-	-	-
Profit for the Year	356.31	479.57	253.00	97.09	69.93	9.13	(246.20)	(68.12)	52.12	56.57
Equity Dividend %	-	-	-	-	-	-	-	-	-	-
Equity Share Capital	512.48	512.48	512.48	512.48	512.48	512.48	512.48	512.48	512.48	512.48
Reserves and Surplus	(260.95)	192.48	445.48	542.57	612.50	621.64	375.43	307.31	359.42	412.78
Net Worth	251.53	704.96	957.96	1055.05	1124.98	1134.12	887.91	819.79	871.90	925.26
Gross Fixed Assets	979.62	982.07	967.88	1034.72	1071.93	1077.82	299.50	307.12	392.49	408.22
Net Fixed Assets	283.44	229.42	208.60	257.37	251.67	228.73	190.80	171.70	231.83	238.59
Total Assets	3356.68	2891.10	2697.38	3114.42	3372.99	3059.62	2,612.24	2,454.78	2,928.39	3,258.58
Key Indicators	-	-	-	-	-	-	-	-	-	-
Earnings Per Share	6.95	9.36	4.94	1.89	1.36	0.18	(4.80)	(1.33)	1.02	1.10
Turnover per Share	207.91	183.37	152.97	157.10	176.84	158.78	99.24	101.43	150.94	179.65
Book Value Per Share	4.91	13.75	18.69	20.59	21.95	22.13	17.33	16.00	17.01	18.05
Debt: Equity Ratio	12.35:1	3.1:1	1.82:1	1.95:1	0.98:1	1.70:1	1.94:1	1.47:1	0.74:1	0.95:1
EBDIT/Gross Turnover %	3.02	4.39	5.83	2.95	2.09	1.26%	-4.11%	0.91%	1.61%	1.32%
Net Profit Margin %	3.34	5.10	3.23	1.21	0.77	0.11%	-4.82%	-1.30%	0.67%	0.61%
RONW %	141.66	68.03	26.41	9.20	6.22	0.81%	-27.73%	-8.31%	5.98%	6.11%

STANDALONE OPERATING RESULTS - 2013-14 to 2022-23

(Rs. In Lakhs)

PARTICULARS	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23
TOTAL INCOME	10658.33	9409.58	7911.29	8067.95	9070.07	8148.97	5111.37	5233.11	7,742.05	9,270.29
PBDIT	322.21	412.82	457.28	237.78	189.41	94.44	(210.33)	47.79	124.92	122.68
DEPRECIATION	27.32	30.33	26.01	30.03	33.70	33.48	33.14	32.32	25.23	32.75
PBIT	294.89	382.49	431.27	207.75	155.71	84.26	(243.48)	15.47	99.69	89.93
PBT	149.23	279.64	345.07	149.91	106.99	1.06	(248.17)	11.03	88.34	38.02
EXCEPTIONAL ITEM	(257.06)	(308.54)	-	-	-	-	-	-	-	-
TAX	47.80	102.13	94.68	47.11	34.99	1.5	0	79.13	35.74	12.81
DEFERRED TAX	2.18	6.47	(2.61)	5.71	2.08	9.6	1.96	0.02	0.51	5.74
PAT	356.31	479.57	253.00	97.09	69.93	9.14	(246.20)	(68.12)	52.09	56.57

VALUE ADDED STATEMENT

(Rs. in Lakhs)

PARTICULARS	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23
(A) Sales	9,062.61	8,137.42	5,085.79	5,197.99	7,735.44	9,206.46
Total of A	9,062.61	8,137.42	5,085.79	5,197.99	7,735.44	9,206.46
(B) Less: Cost of Materials and Services						
1. Consumption of Materials	7890.42	7364.10	4529.58	4562.48	7122.03	8,611.35
2. Increase in stock/(Decrease in Stock)	43.10	(15.95)	11.97	(34.38)	-151.06	-181.75
3. Audit Fees	2.45	4.00	5.45	2.45	2.45	2.75
4. Provision for Doubtful Debts	-	-	-	-	-	-
5. Interest on working Capital loan from - Banks	-	-	-	-	10.60	51.91
6. Other Manufacturing & Admin Expenses	501.86	457.36	423.68	275.37	247.66	238.51
7. Exceptional items	-	-	-	-	-	-
Total of B	8437.83	7665.94	4970.69	4805.92	7,231.68	8,722.77
(C) Value Added by Manufacturing & Trading Activities (A-B)	624.78	471.48	115.10	392.07	503.76	483.69
(D) Add: Other Income	7.46	11.55	25.58	35.52	6.61	63.82
(E) Gross/Total Value Added (C+D)	632.24	483.03	140.68	427.59	510.37	547.52
Application of Value Added						
(A) Employees Benefit	442.82	380.22	351.01	379.79	385.42	424.84
(B) Government fees						
Income Tax, Corporation Tax,						
Tax Distributed on Profits, Cess & Local Taxes	34.98	1.50	-	79.13	35.74	-12.81
Total of B	34.98	1.50	-	79.13	35.74	-12.81
(C) Investment Cost						
Interest on Debentures	-	-	-	-	-	-
Interest on Borrowings	-	-	-	-	10.60	51.16
Interest on Fixed Loans from Financial Institution	48.73	68.28	4.69	4.43	0.75	0.75
Equity Dividend	-	-	-	-	-	-
Preference Dividend	-	-	-	-	-	-
Total of C	48.73	68.28	4.69	4.43	11.35	51.91
(D) To provide for Expansion & Maintenance of the Company						
Depreciation	33.70	33.47	33.15	32.33	25.23	32.75
Retained Profit	69.93	9.13	(246.20)	(68.12)	52.12	56.57
General Reserve	-	-	-	-	-	-
Deferred Tax Account	2.08	(9.57)	(1.96)	0.02	0.51	-5.74
Total of D	105.71	33.03	(215.02)	(35.77)	77.86	83.58
Total (A+B+C+D)	632.24	483.03	140.68	427.59	510.37	547.52

Notes:

- Cash and cash equivalents include Cash and bank balances, investment in short term deposits and mutual funds
- Current maturities of Long-Term Borrowings have been included in Borrowings and excluding same from current liabilities.
- Operating EBITDA: Profit from operations before other income, finance costs and depreciation and amortization expense.
- Average Return on Capital Employed: EBIT/ Average Capital Employed (Capital Employed: Net worth + Long-term borrowings + Current maturities of Long-Term borrowings)
- Return on Net worth: Profit after Tax / Net worth
- Debts Equity Ratio: (Long-term borrowings + Current maturities of Long-Term borrowings)/ Shareholders' funds
- Price Earnings Ratio: Market Price per share / Basic Earnings per share
- Net worth per share: Net Worth / Number of Equity Shares
- Current Assets: Total assets - Fixed assets - Investments
- Current Liability: Current liability excluding Short-term borrowings + Long-term provision

NOTICE
TAMILNADU STEEL TUBES LTD.

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

Phones: 2855 5653 / 2855 5673; Fax: 091-044-28555643

CIN: L27110TN1979PLC007887

[E-mail: purchase@tnt.pipe.com/](mailto:purchase@tnt.pipe.com) tnt.share@yahoo.in

www.tntpipes.com

44th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Forty Fourth Annual General Meeting** of the Members of TAMILNADU STEELTUBES LTD will be held on **Wednesday, the 20th September, 2023 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 2022-23 - 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 2023, together with the Reports of the Board of Directors and the Auditors thereon.

Item No.2

Appointment of Company Secretary - 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 203 and other applicable provisions [including any modification or re-enactment thereof] if any, of the Companies Act, 2013, Mr. K. Suresh, No-3/15, Easwari Nagar Main Road, Zamin Pallavaram, Pallavaram, Chennai-600 043. (Membership No. ACS 34656), be and is hereby appointed as the **Company Secretary** of the Company with a remuneration of Rs. 45,000 per Month (Basic - Rs.22,050, D.A - 9,450, Conveyance - Rs. 8,000 & HRA - Rs.5,500) with effect from 12.08.2023 as per the Resolution passed at the Meeting of the Board of Director held on 12.08.2023. The matter is being placed before the ensuing AGM to be held on 20.09.2023 for confirmation and approval of the same by the Shareholders.

Item No.3

To appoint a Director in place of Mr. Bivashwa Das (DIN- 07352655) who retire by rotation and being eligible offers himself for re-appointment: (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 152 of the Companies Act 2013 (ACT) read with applicable Clause of the Articles of Association of the Company Mr. Bivashwa Das, (Managing Director) (DIN- 07352655) who retire by rotation, be and is hereby Re-appointed as a Director of the Company whose office is liable to retire by rotation.

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

To appoint a director in place of Mr. M.T Elumalai (DIN- 01278399) who retire by rotation and being eligible offers himself for re-appointment: (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 152 of the Companies Act 2013 (ACT) read with applicable Clause of the Articles of Association of the Company Mr. MT Elumalai, Whole-time Director (DIN- 01278399) who retire by rotation, be and is here by Re-appointed as a Director of the Company whose office is liable to retire by rotation.

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.5

To appoint a director CMA Divya Abhishek, representing small Shareholders in place of Mrs. Jyothi Satish (DIN- 08829015) whose tenure is being completed at this 44th AGM: (Ordinary Resolution)

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 CMA Divya Abhishek (DIN: 08709050) as an Independent Director, representing small shareholders for a period of three years from 20th September 2023, to till such date to conform with the policy on retirement and as may be determined by any applicable statutes rules regulations or guidelines.

SPECIAL BUSINESS

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 2023-24, 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 authorised 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 COMPANY’S LAND SITUATED AT M.M. NAGAR - PLOTS B-10 & C-13 /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 off 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 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., either in the name of Mrs. Durga Devi Goyal or in the name of the person to whom she has decided at a consideration which is not less than the agreed 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 20.09.2023 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:

TRANSFR 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.13,20,00,000 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.13,20,00,000 (Rupees Thirteen Crores Twenty Lakhs 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 lease hold rights. This matter is being placed before this 44th 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 concern till the completion/Registration of Documentation.

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 9 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 9, being considered unavoidable, be transacted at the 44th Annual General Meeting (AGM) of the Company.

In respect of items 3 to 5, 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 circular dated 28.12.2022 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.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 and circular dated 28.12.2022.

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

The remote e-voting period begins on 17.09.2023 at 10.00 A.M. and ends on 19.09.2023 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) 13.09.2023 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 13.09.2023.

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.	<ol style="list-style-type: none"> 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., 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 & voting during the meeting. 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 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 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

 App Store  Google Play



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:**Appointment of Mr. Bivashwa Das who retire by rotation and seeking for Re-appointment:**

Mr. Bivashwa Das, (DIN:07352655) Managing Director is retiring by rotation. The Nomination & Remuneration committee at their meeting held on 12.08.2023 recommended to re-appoint him as a Whole time Director to the Company subject to the approval of the Shareholders at the ensuing Annual General Meeting to be held on 20.09.2023, and as such the matter is being placed before the ensuing AGM for Shareholders' approval.

Item No.4:**Appointment of Mr. M.T Elumalai who retire by rotation and seeking for Re-appointment:**

Mr. M.T Elumalai, (DIN:01278399) Whole-time Director is retiring by rotation. The Nomination & Remuneration committee at their meeting held on 12.08.2023 recommended to re-appoint him as a Whole time Director to the Company subject to the approval of the Shareholders at the ensuing Annual General Meeting to be held on 20.09.2023, and as such the matter is being placed before the ensuing AGM for Shareholders' approval.

Item No.5:

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 **CMA Divya Abhishek** as an Independent Director representing Small Shareholders for a period of three years from 20th September 2023, and it was necessitated to fill the vacancy of Independent Director Mrs. Jyothi Satish representing Small Shareholders. The Board recommended **CMA Divya Abhishek**, as an Independent Director representing Small Shareholders for a period of three years from 20th September 2023.

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 12.08.2023, 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 2023-24 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 off 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 at the ensuing AGM to be held on 20.09.2023, 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. 13,20,00,000 in the name of Mrs. Durga Devi Goyal to Mr. Rakesh Goyal.

The Board of Directors noted that an amount of Rs. 13,20,00,000 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. 13,20,00,000 to the name of her son as well as Legal Heir Mr. Rakesh Goyal. Accordingly, the Lease deposit amount of Rs. 13,20,00,000 (Thirteen Crores Twenty Lakhs 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 lease hold rights, and as such the matter is being placed before the ensuing AGM to be held on 20.09.2023

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.Rakesh Goyal 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 (77 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 lease hold rights, and as such the matter is being placed before the ensuing AGM to be held on 20.09.2023, 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

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 Tamil Nadu Steel Tubes Ltd

Place: Chennai
Date: 12.08.2023

K SURESH
Company Secretary
ACS Membership No.34656

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. Bivashwa Das	Mr. M.T. ELUMALAI
DIN	07352655	01278399
Date of Birth	23.05.1984	20.09.1958
Qualification	Graduate	B. A
Experience (including expertise in specific functional area) / Brief Resume	A Graduate and has a work experience of over 15 years in the Steel Industry particularly in ERW Pipe.	A Graduate and has a work experience of over 20 years in the Steel Industry particularly in ERW Pipe.
Date of First appointment	07.11.2015	01.05.2002
Name of the companies in which he/she holds Directorship of Boards	NIL	NIL
Name of the Companies in which he/she 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	CMA Divya Abhishek
DIN	08709050
Date of Birth	10.03.1992
Qualification	B.Com. MBA, LLB, ACMA, ACS, FCA
Experience (including expertise in specific functional area) / Brief Resume	An MBA Graduate and also a Graduate of Law, All India Rank Holder of ICAI and ICSI. A qualified CMA having experience for the past several years. She has been elected as the Chairperson of SIRC.
Date of First appointment	20.09.2023
Name of the companies in which he/she holds Directorship of Boards	Muthoot Capital Services Ltd.
Name of the Companies in which he /she holds membership of the Committees of the Board	Shiv Nadar International School
No. of shares held in the Company	NIL
Nationality	Indian

DIRECTORS REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

The Directors take pleasure in presenting the 44th Annual Report together with the audited financial statements of the Company for the year ended 31st March 2023.

1. FINANCIAL RESULTS (Standalone):

The Company's Financial Results for the year ended 31st March 2023 is summarized below:

	[Rs. in Crores]	
	2022-23	2021-22
Revenue from Operations (Net) and other income	92.70	77.35
Profit Before Tax (PBT)	0.38	0.88
Provision for Tax	(0.19)	0.36
Profit After Tax (PAT)	0.57	0.52
Other Comprehensive Income	(0.03)	-
Total Comprehensive Income	0.53	0.52
Balance brought forward from previous year	3.28	2.76
Profit available for Appropriations	3.81	3.28
Appropriations:		
Interim Equity Dividend	-	-
Proposed Final Equity Dividend	-	-
Tax on Equity Dividends	-	-
Transfer to General Reserve	-	-
Surplus carried to the next year's account	3.81	3.28

2. OVERVIEW OF COMPANY'S FINANCIAL PERFORMANCE

Revenue

During 2022-23, the Company achieved a turnover of Rs. 92.70 Crore, registering a growth of 19.02% over the previous year. The Company focused on reducing fixed costs, manage working capital more efficiently and making capital expenditure prudently on critical growth projects.

Other Operating Revenue

Other operating revenue for the year ended March 31, 2023 includes Rs. 0.64 crore (previous year Rs. 0.06 crore)

Profit before Tax

Profit posted before tax for the year is Rs. 0.38 Crore

Total Comprehensive Income

Total Comprehensive income for the year 2022-23 is Rs. 0.53 Crore as compared to a profit of Rs. 0.52 Crore in 2021-22.

3. TRANSFER TO RESERVES

The Company has not transferred any amount to General Reserves during FY 2022-23.

4. CASH & CASH EQUIVALENT

Cash and Cash Equivalent as at March 31, 2023 was Rs.0.06 Crore. The Company continues to focus on judicious management of its working capital. The Company has taken many steps during the year to improve the working capital turns. The working capital parameters were kept under strict check through continuous monitoring.

5. DIVIDEND

Your directors did not recommend any dividend for this year.

6. SHARE CAPITAL

The Company's paid up Equity Share Capital as on March 31st 2023 is Rs. 5.12 Crores. The Company has neither issued any shares with differential rights as to Dividend, Voting or otherwise nor issued shares (including sweat equity shares) to the Employees or Directors of the company under any Scheme. As on March 31, 2023 none of the Directors of the Company hold shares or convertible instruments of the Company.

No disclosure is required under Section 67(3)(c) of the Act, in respect of voting rights not exercised directly by the employees of the Company as the provisions of the said Section are not applicable.

7. DEPOSITS

The Company has not accepted any fixed deposits under Chapter V of the Companies Act, 2013, and as such no amount of principal and interest were outstanding as on 31st March 2023.

8. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

9. CAPITAL EXPENDITURE

The Company continues to assess the trends emerging in the industry and the changing requirements of its customers and invests appropriately for the long-term, with a view to servicing its customers in a more timely and efficient manner.

10. STANDALONE FINANCIAL STATEMENTS

The Standalone Financial Statements of the Company for the Financial Year Ended 31st March 2023 is prepared in compliance with the applicable provisions of the Act, Indian Accounting Standards (Ind-AS) and as prescribed by Securities and Exchange Board of

India (SEBI) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'the SEBI (LODR) Regulations, 2015). The Financial Statements of the Company for the year ended 31st March 2023 have been disclosed as per Division II of Schedule III to the Companies Act, 2013.

Pursuant to the provisions of Section 136 of the Companies Act, the Financial Statements of the Company, the Standalone Financial Statements along with all relevant documents and the Auditors' Report thereon form part of this Annual Report. The Financial Statements as stated above are also available on the website of the company and can be accessed at the web link www.tntpipes.com.

11. CORPORATE SOCIAL RESPONSIBILITY (CSR):

At present, the company is not falling under purview of section 135 of the Companies Act, 2013. The Company is committed to Corporate Social Responsibility and strongly believes that the business objectives of the Company must be in congruence with the legitimate development needs of the society in which it operates.

12. CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance. The Company has been in compliance with the requirements of SEBI Listing Regulations.

A report on corporate governance together with a certificate from the Practicing Company Secretary is annexed in accordance with the terms of the SEBI Listing Regulations and forms part of the Board's Report. The Managing Director and the Chief Financial Officer have submitted a certificate to the Board regarding the financial statements and other matters in terms of Part B of Schedule II [Corporate Governance] of the SEBI Listing Regulations.

The Report further contains details as required to be provided in the Board's Report on the policy on Directors' appointment and remuneration including the criteria, annual evaluation by the Board and Directors, composition and other details of Board committees, implementation of risk management policy, whistle-blower policy / vigilmechanism, dividend policy etc.

13. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014 forms part of this Report.

14. RELATED PARTY TRANSACTIONS

No related party transactions that were entered into during the financial year under review were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions during the year which may have

a potential conflict with the interest of the Company at large. Necessary disclosures as required under the Indian Accounting Standards have been made in the notes to the Financial Statements.

The policy on Related Party Transactions as approved by the Board is uploaded and available on the following link www.tntpipes.com

15. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of your Company is duly constituted in accordance with the requirements of the Companies Act, 2013 and SEBI Regulations.

Directors and KMPs resigned and appointed during the year:

Mr. M.T. Elumalai, Whole-time Director was inducted to the Board during May 2002 and re-appointed as whole-time director of the Company from 13th Aug 2022. The appointment of Mr. M.T. Elumalai as Whole-time Director is approved by the shareholders in the last Annual General Meeting.

Mr. N. Sudharsan, Director was inducted to the Board during Aug 2019 and re-appointed as Director of the Company from 13th Aug 2022. The appointment of Mr. N. Sudharsan as Director is approved by the shareholders in the last Annual General Meeting.

All the Independent Directors of the Company have furnished necessary declaration in terms of Section 149(6) of the Act affirming that they meet the criteria of independence as stipulated thereunder. All the Independent Directors of the Company are registered on the Independent Directors Databank as required under the Companies Act, 2013 and the applicable Rules in the said regard. In the opinion of the Board, all the Independent Directors have the integrity, expertise and experience including the proficiency as required to effectively discharge their roles and responsibilities in directing and guiding the affairs of the Company.

The required information of the Directors being appointed, pursuant to the provisions of the Listing Regulations, forms part of the Annual Report.

There was no change in the composition of the Board of Directors and the Key Managerial Personnel, except as stated above.

The following persons have been designated as Key Managerial Personnel of the Company pursuant to section 2(51) and section 203 of the Act, read with the Rules framed there under.

- | | |
|---------------------|--|
| 1. Mr. Bivashwa Das | - Managing Director |
| 2. Ms. G. Chitra | - CFO |
| 3. Mr. K. Suresh | - Company Secretary & Compliance Officer |
| 4. Mr. N. Sudharsan | - Whole-time Director |

5. Mr. M.T. Elumalai - Whole-time Director
6. Mr. Ram Ashish Singh - Whole-time Director

16. DIRECTORS' REMUNERATION POLICY AND CRITERIA FOR MATTERS UNDER SECTION 178

Information regarding Directors' Remuneration Policy and criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178 are provided in the Corporate Governance Report.

16. EXTRACT OF ANNUAL RETURN

A copy of the Annual Return of the Company is placed on the website of the Company and the same is available on the website of www.tamilnadusteeltubesltd.com.

18. SECRETARIAL STANDARDS OF ICSI

Pursuant to the approval given on 10 April 2015 by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from 1 July 2015. The said standards were further amended w.e.f. 1 October 2017.

The Company has ensured compliance of the Secretarial Standards issued by the Institute of Company Secretaries of India during the period under review. The Company is in compliance with the same.

19. DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors confirm that the Company has in place a framework of internal financial controls and compliance system, which is monitored and reviewed by the Audit Committee and the Board besides the statutory, internal and secretarial auditors. To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) that in the preparation of the annual Financial Statements for the year ended 31st March 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2022 and of the loss of the Company for the year ended on that date;

- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual Financial Statements have been prepared on a going concern basis;
- e) that proper internal financial controls to be followed by the Company have been laid down and that the financial controls are adequate and were operating effectively and
- f) that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

20. AUDITORS

Statutory Auditors

The members, at the 43rd Annual General Meeting held on September 27, 2022, appointed **M/s. DPV & Associates**, Chartered Accountants, [Firm's Registration No.011688S] as the Statutory Auditors of the Company, to hold office for a term of 5 (five) years from the conclusion of the 43rd Annual General Meeting (AGM) of the Company held for the financial year 2022-23 until the conclusion of the 48th AGM of the Company for the financial year 2026-27 on such remuneration as may be determined by the Board of Directors.

Pursuant to the amendment to Section 139 of the Companies Act, 2013 which was notified on May 7, 2018, ratification of appointment of Statutory Auditors at every AGM is no longer required. There are no qualifications, reservation or adverse remarks or disclaimer made in the audit report for the Financial Year 2022-2023. The existing Auditor's term expired at the conclusion of the 43rd Annual General Meeting of the Company held on 27.09.2022. Hence Based on the Recommendations of the Audit committee at their meeting held on 21.05.2022, the Board, at their meeting held on 21.05.2022 appointed **M/s DPV and Associates**, Chartered Accountants, Sri Ranga, No.51 Mambalam High Road, T.Nagar, Chennai -17 as Statutory auditors of the company from the conclusion of this 43rd AGM till the conclusion of 48th AGM 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".The Company has also obtained necessary consent under Section 139 and eligibility certificate under Section 141 from **M/s DPV and Associates** Chartered Accountants, Sri Ranga, No.51 Mambalam High Road T.Nagar, DPV & Associates (Firm Registration Number 011688S), Chartered Accountants, Chennai to the effect that their appointment, if made, would be in conformity with the provisions of the Companies Act, 2013 and the appointee Statutory Auditors is holding a valid Peer Review Certificate issued by the Institute of Chartered Accountants of India.

Cost Auditors

On the recommendation of the Audit Committee the Board of Directors appointed **M/s. Latha Venkatesh & Associates**, Cost Accountants (Firm Registration No. 101017), as Cost Auditor of the Company for the financial year 2022-23 under Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014. M/s Latha Venkatesh & Associates has confirmed that they are free from disqualification specified under Section 141 (3) and proviso to Section 148 (3) read with Section 141 (4) of the Companies Act 2013 and that their appointment meets the requirements of Section 141 (3) (g) of the Companies Act, 2013. They have further confirmed their independent status and an arm's length relationship with the Company.

The remuneration payable to the Cost Auditor is required to be placed before the Members at the ensuing AGM for their confirmation and approval. Accordingly, a Resolution for seeking appointment and remuneration payable to Cost Auditor is included in the notice convening the Annual General Meeting.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed **Mr. VS Sowri Rajan** (FCS 2368), Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith and forms part of this Report.

The Company has ensured compliance of the Secretarial Standards issued by the Institute of Company Secretaries of India during the period under review. Accordingly, no qualifications or observations or other remarks have been made by the Secretarial Auditor in the said Report.

21. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12)

During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013.

22. HUMAN RESOURCES

The Company continued to lay emphasis on creating a high performing work culture to achieve organizational goals of the present as well as those of the future in a sustainable way by establishing a culture of process discipline, organizational oneness and achievement orientation across its businesses through simplification and digitization, empowerment, project-based working and customer centricity.

The information relating to employees and other particulars required under Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 will be provided upon request. In terms of Section 136 of the Companies Act, 2013, the Report and Accounts are being

sent to the Members excluding the information on employees, particulars of which are available for inspection by the Members at the Registered Office of the Company during business hours on all working days of the Company up to the date of the forthcoming Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in the said regard.

The disclosure with regard to remuneration as required under Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached and forms part of this Report

23. INTERNAL CONTROL SYSTEMS

Internal Audit and their adequacy

The Company has in place well defined and adequate internal controls commensurate with the size of the Company and the same were operating effectively throughout the year. To maintain its objectivity and independence, the Internal Auditor (IA) reports to the Chairman of the Audit Committee of the Board. The IA evaluates the efficacy and adequacy of Internal Control System, its compliance with operating systems and policies of the Company and accounting procedures at all locations of the company. Based on the report of IA, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

Internal Financial Control Systems with reference to the Financial Statements

The Company has complied with the specific requirements of the Companies Act, 2013, which call for establishment and implementation of an Internal Financial Control framework that supports compliance with requirements of the said Act in relation to the Directors' Responsibility Statement.

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. During the year, such controls were tested and no reportable material weakness in the design or operations were observed. The Company has policies and procedures in place for ensuring for proper and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The Company has adopted Accounting Policies which are in line with the Accounting Standards and the Act. These are in accordance with generally accepted accounting principles in India. Changes in policies, if required, are made in consultation with the Auditors and are approved by the Audit Committee.

The Risk Management Committee of the Board of Directors reviews the risk mitigation plans periodically to monitor the key risks of the Company and evaluate the management of such risks for effective mitigation.

The company has a robust financial closure, certification mechanism for certifying adherence to various accounting policies, accounting hygiene and accuracy of provisions and other estimates.

24. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Vigil Mechanism named Ethical View Reporting Policy (EVRP) to report concerns about unethical behaviour, actual/suspected frauds and violation of company's code of Conduct. Protected disclosures can be made by a whistle blower through several channels. An Ethical View Committee has been constituted to discuss the finding of the investigations of the complaints and to recommend remedial actions. The Audit Committee of the Board oversees the functioning of the Ethical View Committee.

Also, during the year, your Company reached out extensively to employees to conduct greater awareness on Value Creation in Competitive Environment (VCCE) and on Anti Bribery and Corruption Directive (ABCD) through e-learning modules and face to face sessions, achieving a high level of engagement and compliance. This reflects your company's strong commitment to Zero tolerance for non-compliances in this regard and to doing business the right way and with integrity.

25. BOARD EFFECTIVENESS

a. Familiarization Programme for the Independent Directors

In compliance with the requirements of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has put in place of familiarization Programme for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the company operates, business model etc. The details of the familiarization programme are explained in the Corporate Governance Report.

b. Board Evaluation

Pursuant to the provisions of the Act and the SEBI (LODR) Regulations 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committee. The criteria applied in the evaluation process are explained in the Corporate Governance Report.

26. ENHANCING SHAREHOLDER VALUE

Your Company firmly believes that its success in the marketplace and a good reputation are among the primary determinants of value to the Shareholder. The organizational vision is founded on the principles of good Governance and by the resolve to be a customer-centric organization which motivates the Company's Management to be aligned to deliver leading-edge building products backed with dependable after sales services.

Your Company is committed to creating and maximizing long-term value for Shareholders and essentially follows a four-pronged approach to achieve this end.

- a) by increasing all-round operational efficiencies.
- b) by identifying strategies that enhance its competitive advantage.
- c) by managing risks and pursuing opportunities for profitable growth, and
- d) by cementing relationships with other important Stakeholder Groups through meaningful engagement processes and mutually rewarding associations that Enable it to create positive impacts on the economic, societal and environmental dimensions of the Triple Bottom Line.

Underlying this is also a dedication to value-friendly financial reporting that assures the Shareholder and investor of receiving transparent and unfettered information on the Company's performance.

27. ECONOMIC SCENARIO AND OUTLOOK

The critical challenges before your Company would include the following:

To continue to step up the sale of value creating Premium products.

- To further streamline channel management and strengthen marketing activities in a manner that leverages the Company's brand equity.
- To continue promotion and facilitation of cashless transactions in the retail network with a view to ensure uninterrupted retail off takes.

To develop the means to foresee changes in the value chain and the agility needed to keep strict control on the costs of fuel and raw materials amid volatile global prices.

28. G.I. PIPES & TUBES - PERFORMANCE

PARTICULARS	2022-23	2021-22
Production - Metric Tonnes	11,873.250	9,981.640
Sales volume - Metric Tonnes	12,049.542	10,250.054
Net Sale Value - (Rs. in lakhs)	9,206.46	7,735.44
Operating EBITDA - (Rs. in lakhs)	122.68	124.92
Operating EBITDA - margin	1.33%	1.61%

Costs - Pipes & Tubes Business

During the year 2022-23, the Company maintained a close focus on effective cost management through various initiatives.

a) Cost of Materials consumed

Cost of materials consumed was Rs. 8,611.35 Lakhs in 2022-23 as against 7,122.03 Lakhs during the year 2021-22.

The Company's Sustainable Development programme continues to be comprehensive and robust.

b) Power & Fuel

The Power & Fuel spent in 2022-23 was Rs. 114.31 Lakhs, as compared to Rs.97.39 Lakhs spent in 2021-22. The Company continues to focus on reducing the overall cost of fuel as well as shifting its dependence on linkage by optimizing the fuel mix to enhance the use of alternative fuels.

c) Freight & Forwarding expenses

Freight and forwarding expenses during the year is Rs. 29.73 Lakhs as compared to Rs. 29.56 Lakhs in 2021-22.

d) Employee costs

Overall employee costs, increased by 10.23% in 2022-23.

e) Other Expenditure

Other expenditure constitutes Rs. 149.13 Lakhs of total expenditure of the company as compared to Rs. 133.79 Lakhs in the previous year.

29. SUSTAINABLE DEVELOPMENT**CO2 Emissions:**

Your Company is committed to cut its carbon footprint in line with the Low Carbon Technology Roadmap for the Pipe Industry.

Green Energy

Controlling Emissions: The installation of dust monitors as per the statutory requirement of TNPCB was completed at our plant.

Water Performance:

Performance and to achieve a water positive status, the Company has focused its efforts on two approaches:

- i) Reduction of fresh water intake by lowering water demand in process and non-process areas and waste water recycling after treatment. Water metering and monitoring systems were installed.
- ii) Conservation of water by rain water harvesting in plants, and sustained water harvesting measures undertaken over the years has helped our Plant become self-reliant without being dependent on natural water sources like rivers and bores wells. These two approaches have helped your Company reduce its specific water consumption.

Biodiversity

Your Company is committed to the conservation of biodiversity. Efforts on biodiversity conservation are focused on following areas:

- i) To study and assess the biodiversity operated by the Company.
- ii) On-ground implementation of activities which conserves biodiversity:
- iii) Afforestation activities in and around our plant premises with native species of trees at our Plant.

30. HEALTH & SAFETY (H & S Policy - Initiatives)

H&S business processes and information systems across the Company were further strengthened with the proposed launch of an online H&S application called “Click2Safety”. This application helps streamline reporting in a manner that gives access to all employees, is standardized, is faster and enriches the H & S Database.

31. LOGISTICS SAFETY

Logistics safety is one of the major focus areas for your Company. Ongoing initiatives undertaken in this regard included provisions of various plant and parking level protocols, creation of certain hygiene factors for truck drivers and their crew such as amenities at truck parking yards, improving tarpaulin tying practices, improving Personal Protective Equipment usage, renewal of logistics contracts to include safety parameters and issue of “passports”, for drivers as well as vehicles which are informal internal databases that provide details of individual identity, registration, roadworthiness and safety preparedness.

32. HUMAN RESOURCES

The Company adopted a functional organization structure which is intended to enable the organization to be more collaborative, agile and streamlined in implementing strategy, harnessing internal functional expertise to the fullest and in enhancing stakeholder value.

Employee Relations

The HR policy is intended as a part of the Company’s continuous efforts to offer one of the “Best Places to Work” in the Pipe Industry. This policy was designed to attract new talent and motivate existing employees to contribute to their peak performance levels. The Company’s HR function is recognized in the sector for its engagement and leadership development processes in nurturing talent necessary to keep the Organization’s talent pool future ready. The Company continued with efforts to ensure that its pool of human resources is “future ready” through its robust processes of learning & development, capability building and its development programme for shop floor associates. Efforts continued to be taken to develop leadership lines as well as to enhance technical and functional capabilities with special focus on nurturing young talent, in order to meet future challenges.

India Manufacturing Transformation (IMT)

The IMT Programme aims to make the work-culture in the core areas of production and maintenance in the Steel Pipe Plant more contemporary. This envisages a lean manufacturing organization design with multitasking, standardization and simplification of manufacturing processes, improved productivity standards, introduction of a centralized maintenance design with better planning and benchmarking with the best-in-class. These initiatives will enable the Steel Pipe Plant operate more efficiently in a competitive environment and render them compatible with National manufacturing standards.

Industrial Relations

Employee Relations at all the Units remained cordial. This has helped to build a healthy relationship and resolve issues through mutual dialogue.

Prevention of Sexual Harassment of Women at Workplace

The Company has policy on prevention of sexual harassment at workplace in line with the requirement of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee (ICC) to redress complaints received regarding sexual harassment has been constituted in compliance with the requirements of the said Act. The company has constituted “Visakha” Committee consisting of following Members:

1. Mrs. Latha Venkatesh (External Member)
2. Mrs. Renuka Ramesh (External Member)
3. Mrs. Jyothi Satish (External Member)
4. Mrs. G Chitra (Internal Member - C.F.O., TNT)
5. Mrs. H Satyavathi (Internal Member - HR., TNT)

The policy extends to all employees (permanent, contractual, temporary and trainees). Employees at all levels are being sensitized about the new Policy and the remedies available thereunder.

During the year, the Company has not received any complaint on sexual harassment and there are no complaints pending.

Awareness programme were conducted across the Company to sensitize the employees to uphold the dignity of their colleagues at workplace, particularly with respect to prevention of sexual harassment.

33. BUSINESS RISKS & OPPORTUNITIES

The Business Risk Management Committee, chaired by an Independent Director, is functioning as required under SEBI Regulations. The committee discussed about the physical risk and marketing risk. Details of this Committee, its terms of reference and functioning are set out in the Corporate Governance Report.

The Company has implemented a Business Risk Management Policy which lays down the framework to identify business risks at both corporate level and at Business Segment level.

The Company's approach to addressing business risks is comprehensive and enables timely anticipation of risks and identification of opportunities enabling appropriate responses, thereby enhancing the Company's competitive advantage. Separate approaches are defined for each of the main business segments of Steel Pipes and forms an integral part of the company's Mid Term Planning cycle.

The Company is faced with various risks at an operational level which very often have the potential to offer business opportunities. Some of the main risks are discussed herein:

Proactive Safety Culture

Your company has identified Health & Safety of employees and workmen as one of its key focus areas. These include possibilities in the areas of the availability and sourcing of Raw Materials, Energy, Efficiency and Conservation, Logistics and production development and market segmentation based on research, imbibing best practices in manufacturing and other areas leading productivity improvement.

Safety on National roads is largely dependent on various factors such as the overall condition and maintenance of roads, vehicle road-worthiness and general observance of road traffic laws. As part of its Logistics Safety function and Indian Road Safety Programme, the Company has taken several initiatives including regular simulator-based driver training, vehicle inspection for road-worthiness and the use of Global Positioning Systems (GPS) to monitor outbound movement of Steel Pipes to the end user.

Opportunities

Your Company also regularly examines potential opportunities created from situations involving business risks.

34. DECLARATIONS / AFFIRMATIONS

During the year under review:

- there were no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate viz., 31st March 2023 and the date of this Report; &
- there were no significant material orders passed by the regulators or courts or tribunals impacting the Company's going concern status and its operations in future.

35. ACKNOWLEDGEMENTS

The Directors thank all Customers, Vendors, Financial Institutions, Banks, State Governments, and Investors for their continued support to your Company's performance and growth. The Directors also wish to place on record their appreciation of the contribution made by all the employees of the Company resulting in the good performance during the year under review.

36. CAUTIONARY STATEMENT

Statements in the Board's Report and the Management Discussion & Analysis is describing Company's objective, expectations and forward-looking within the meaning of applicable Securities Laws and Regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations with regard to demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in Government Regulations, Tax Laws, Economic Developments and other factors such as litigation and industrial relations.

For and on behalf of the Board

Sd/-

M.T. ELUMALAI
DIN: 01278399

Sd/-

BIVASHWA DAS
DIN: 07352655

Place: Chennai

Date: 12.08.2023

ANNEXURE I**CSR POLICY STATEMENT & ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2022-23**

Our vision is to be one of the most respected companies in India, delivering superior and sustainable value to all our customers, business partners, shareholders, employees, and host communities and society also.

Our CSR initiatives focus on the holistic development of our host communities while creating social, environmental and economic value to society.

To pursue these objectives, we will continue to:

- Upload and promote the principles of inclusive growth and equitable development.
 - Devise and implement Community Development Plans based on the needs and priorities of our host communities and measure the effectiveness of such development programmes.
 - Work actively in the areas of Livelihood advancement, enhancing employability and Income Generation, Improving Quality and reach of education, Promoting Health and Sanitation, Conserving the Environment and supporting local Sports, Art and Culture.
 - Collaborate with like-minded bodies such as Governments, Civil Society Organizations and Academic Institutions in pursuit of our Goals.
- Interact regularly with stakeholders, review and publicly report our CSR initiatives.

Details of Amount Spent on CSR Activities During The Financial Year 2022-23

S I. No	CSR project or activity identified	Sector in which the project is covered (clause no. of schedule VII to the Companies Act 2013, as amended)	Projects or programs 1) Local area or other 2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or program wise	Amount spent on the projects or programs: Sub Heads (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto the reporting period, i.e., March 31, 2021 (Rs. in crore)	Amount spent direct or through implementing agency
1.	Nil	Nil	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board

Sd/-
M.T. ELUMALAI
DIN: 01278399

Sd/-
BIVASHWA DAS
DIN: 07352655

Place: Chennai
Date: 12.08.2023

ANNEXURE II**POLICY FOR SELECTION OF DIRECTORS, KMPs AND DETERMINING DIRECTORS' INDEPENDENCE****Introduction:**

Tamilnadu Steel Tubes Ltd (TNT) believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Towards this, TNT ensures constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.

TNT recognizes the importance of Independent Directors in achieving the effectiveness of the Board. TNT aims to have an optimum combination of Executive, Non-Executive and Independent Directors.

Scope and Exclusion:

This Policy sets out the guiding principles for the Human Resources, Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent directors of the Company.

Terms and references:

1. **“Director”** means a director appointed to the Board of a company.
2. **“Nomination and Remuneration Committee”** means the committee constituted by TNT’s Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
3. **“Independent Director”** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 (1) (b) of Listing Regulations.

POLICY:**Qualifications and criteria**

- The Business Responsibility, Nomination and Remuneration (BRNR) Committee, and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company’s global operations.
- In evaluating the suitability of individual Board members, the HRNR Committee may take into account factors, such as:
 - General understanding of the Company’s business dynamics, global business and social perspective;
 - Educational and professional background;
 - Standing in the profession;
 - Personal and professional ethics, integrity and values;

- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.
- The proposed appointee shall also fulfill the following requirements:
 - Shall possess a Director Identification Number;
 - Shall not be disqualified under the Companies Act, 2013;
 - Shall give his written consent to act as a Director;
 - Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
 - Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
 - Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
 - Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Listing Regulations and other relevant laws.
 - The NRC Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

Criteria of Independence

The NRC Committee shall assess the independence of Directors at the time of appointment /re- appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by Director.

The criteria of independence, as laid down in Companies Act, 2013 and Listing Regulations, is as below: An independent director in relation to a company, means a non-executive director, other than a managing director or a whole-time director or a nominee director -

- a. Who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) Who is or was not a promoter of the company or its holding, subsidiary or associate company;
 - (i) Who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or 50 lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two

immediately preceding financial years or during the current financial year;

- e. who, neither himself nor any of his relatives -
- (i) holds or has held the position of a key managerial personnel or is or has been an employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of -
 - A firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10 per cent or more of the gross turnover of such firm;
 - (iii) Holds together with his relatives two per cent or more of the total voting power of the company; or
 - (iv) is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts or corpus from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
 - (v) is a material supplier, service provider or customer or a lessor or lessee of the company.
- f. shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the company's business.
- g. shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013.
- h. who is not less than 21 years of age

The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

Other Directorships / Committee Memberships

The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The NRC Committee shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the

Board. A Director shall not serve as Director in more than 20 companies out of which not more than 10 shall be Public Limited Companies.

A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company.

A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships.

For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

For and on behalf of the Board

Sd/-
M.T. ELUMALAI
DIN: 01278399

Sd/-
BIVASHWA DAS
DIN: 07352655

Place: Chennai
Date: 12.08.2023

ANNEXURE III**REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES****INTRODUCTION:**

- Tamilnadu Steel Tubes Ltd., (TNT) recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:
- Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
- Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the company and its goals.

SCOPE AND EXCLUSION:

This Policy sets out the guiding principles for the Business Responsibility, Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

TERMS AND REFERENCES:

“**Director**” means a director appointed to the Board of the Company.

“**Key Managerial Personnel**” means

- the Chief Executive Officer or the Managing Director or the Manager;
- the Company Secretary;
- the Whole-time Director;
- the Chief Financial Officer; and
- such other officers as may be prescribed under the Companies Act, 2013

“**Nomination, Remuneration Committee**” means the committee constituted by TNT’s Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

POLICY:**Remuneration to Directors and Key Managerial Personnel**

The Board, on the recommendation of the Nomination, Remuneration & B R Committee, (NRC) shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

The Board, on the recommendation of the NRC Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

The remuneration structure to the Directors and Key Managerial Personnel shall include the following components:

- a. Basic Pay
- b. Perquisites and Allowances
- c. Stock Options
- d. Commission (Applicable in case of Executive Directors)
- e. Retiral benefits
- f. Annual Performance Bonus

The Annual Plan and Objectives for Executive Directors and Senior Executives (Executive Committee) shall be reviewed by the HRNR Committee and Annual Performance Bonus will be approved by the Committee based on the achievements against the Annual Plan and Objectives.

Remuneration to Non-Executive Directors

The Board, on the recommendation of the BRNR Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.

Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. The Non-Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

Remuneration to other employees

Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

For and on behalf of the Board

Sd/-
M.T. ELUMALAI
DIN: 01278399

Sd/-
BIVASHWA DAS
DIN: 07352655

Place: Chennai
Date: 12.08.2023

ANNEXURE IVMR - 3**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To:
The Members
Tamil Nadu Steel Tubes Limited
“Mercury Apartments”, I Floor,
65, Pantheon Road, Egmore,
Chennai -600 008.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Tamil Nadu Steel Tubes Limited [CIN: L27110TN1979PLC007887]** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31 March 2023** (‘Audit Period’) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31 March 2023** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’): –
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on 2nd September 2015 to take effect from 1st December 2015.

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014; (No actions/events requiring compliance pursuant to this Regulations)
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client
- (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (No actions/events requiring compliance pursuant to this Regulations)
- (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (No actions/events requiring compliance pursuant to this Regulations)
- (h) Other laws applicable to the company, as per the representations made by the Company

I have also examined compliance with the applicable clauses of the following:

- (I) Secretarial Standards issued by The Institute of Company Secretaries of India
- (II) The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except **Regulation 6(1) of SEBI (LODR) Regulations 2015, requiring every Listed Company to appoint a qualified Company Secretary as Compliance Officer. The existing Company Secretary resigned on 6th February 2023 and the vacancy could not be filled as on the last date of review period (i.e) 31st March 2023.**

I further report that:

Based on the information provided to me during the conduct of audit and based on the reports submitted by the Board/Committees from time to time, in my opinion adequate systems, processes and control measures are in place exist in the Company to monitor and ensure compliance with the applicable general laws like labour laws, competition laws and environmental laws.

The requirements of Corporate Governance with regard to composition of Board of Directors and constitution of committees as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the company with effect from 1st December 2015. However, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the financial year, there has been no change in the board of directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no other specific actions/events, in pursuance of above referred laws, rules, regulations, guidelines etc. having a major bearing on the company's affairs.

Place: Trichy

Date: 10/08/2023

V.S. SOWIRAJAN

Company Secretary

FCS 2368 / CP 6482

Unique Identification No: S2004TN077000

UDIN: F002368E000770905

PEER REVIEW CERTIFICATE NO: 2162 / 2022

“Annexure A”

To

The Members
Tamil Nadu Steel Tubes Limited
“Mercury Apartments”, 65, 1st Floor,
Egmore, Chennai-600008

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.’
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Trichy
Date: 10/08/2023

V.S. SOWRIRAJAN
Company Secretary
FCS 2368/CP 6482
Unique Identification No: S2004TN077000
UDIN: **F002368E000770905**
PEER REVIEW CERTIFICATE NO: 2162 / 2022

ANNEXURE V**PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO****A. CONSERVATION OF ENERGY****(I) Steps Taken for Conservation of Energy**

Energy security has always been one of the key components of TNT's business strategy and also one of the biggest challenges encountered globally, the Company is now better equipped to benefit from volatile fuel prices and optimize energy cost.

The Company's systems and processes ensure optimum energy usage by continuous monitoring of all forms of energy and increasing the efficiency of operations.

A dedicated 'Energy Cell', at the site and group levels, is focusing on energy management and closely monitors energy consumption pattern across all manufacturing sites. Periodic energy audits are conducted to improve energy performance and benchmark with other Steel pipe manufacturing companies.

II) Major Initiatives taken at various manufacturing divisions

Replacement of old motors with Energy efficient motors in TNT Pipe Manufacturing Divisions. Replacement of Fluorescent tube lights with LED lights in TNT Manufacturing Divisions. Steps have been taken for Installations of an Energy efficient equipment and air compressor to replace old ones for saving energy at TNT Manufacturing Division.

(III) STEPS TAKEN BY THE COMPANY FOR UTILISING ALTERNATE SOURCES OF ENERGY

Rooftop solar photo voltaic projects are being studied across TNT manufacturing unit. Innovative applications of renewable energy such as solar thermal integration with manufacturing processes, biomass co-firing etc are being evaluated. Biogas generation facilities are also evaluated to process organic waste.

(IV) THE CAPITAL INVESTMENT ON ENERGY CONSERVATION EQUIPMENT

Sr. No.	Manufacturing Division	Capital investments on energy efficient equipments (Crores)	Energy Savings (Gcal/Hr)	Financial Saving (In Rs.)
(I)	Tamilnadu Steel Tubes Ltd Works: B-10, Industrial Estate, MM Nagar - 603 209 Kancheepuram District	Nil	Nil	Nil

[FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY:]

A. POWER & FUEL CONSUMPTION

1.	ELECTRICITY	2022-23	2021-22
a)	Purchase Unit KWH	11,01,235	10,13,735
	Total Amount	1,08,20,508	88,16,720
	Rate / Unit	9.83	8.70
b)	Own Generation		
	Through Diesel Generator Unit	21.000	18,530
	Units per Ltr. Of Diesel Oil	2.5	2.5
	Cost	38.22 / Unit	37.05 / Unit
	Through Steam Turbine / Generate Units	-	-
	Units per Ltr. Of Fuel Oil Gas Cost/Unit	-	-
2.	COAL (Specify quality and where used)		
	Qty. (Tonnes)	-	-
	Total Cost	-	-
	Average Rate	-	-
3.	FURNACE OIL		
	Qty. (Ltrs. / MTs)	208.904 MTs	211.440 MTs
	Total Cost	1,31,43,378	1,12,67,382
	Average Rate per Ltr. / Kg	62.92 / Kg	53.29 / Kg
4.	OTHER INTERNAL GENERATION		
	Qty.	-	-
	Total Cost	-	-
	Rate/Unit	-	-

B. CONSUMPTION PER UNIT PRODUCTION

PRODUCTION DETAILS: E.R.WMS PIPES AND GALVANIZED PIPES:

UNIT	STANDARD	2022-23	2021-22
Electricity	-	Rs. 92.75 Unit/MT of Black Pipe Production	Rs. 101.56 Unit/MT of Black Pipe Production
Furnace Oil	-	Rs. 51.38 LTR/MT of Black Pipes Galvanized	Rs. 48.28 LTR/MT of Black Pipes Galvanized
Coal / Others	-	-	--

TECHNOLOGY ABSORPTION

Research and technology at TNT helps create superior value by harnessing internal research and development skills and competencies and creates innovations in emerging technology domains related to TNT's businesses. Research and technology at TNT focuses on (i) new products, processes and catalyst development to support existing businesses and create breakthrough technologies for new businesses, (ii) advanced troubleshooting, and (iii) support to capital projects, and profit and reliability improvements in manufacturing plants.

MAJOR EFFORTS MADE TOWARDS TECHNOLOGY ABSORPTION

- Multi-functional sulphur soil nutrient for enhancing crop quality and yield as sodic soil amendment.
- Development of low-cost Carbon dioxide adsorbent and capture process.
- Development of the process for direct synthesis of dimethyl carbonate from Carbon dioxide.
- Benzene extraction process from olefinic fluidised catalytic cracking (FCC) gasoline.
- Development of high active FCC catalyst.
- Demo unit to demonstrate multi zone catalytic cracking process (MCC).
- Development of Zeolite Socony Mobil-5 (ZSM-5) additive (RMP-5) to improve propylene yield in the FCC.
- Accelerated deactivation protocol for Vacuum gas oil Hydro treating unit (VGOHT) catalyst.
- Fast characterization of crude using Near-infrared (NIR) to provide assay update support.
- In-house corrosion model developed to estimate the life of steel pipes.

Biofuels and Bio-Chemicals

- Development of 'Green Bio crude' from algae using sea water, sunlight and low cost nutrients.
- Development of high yielding biofuel hybrid crops.
- Development of high yielding, waste land based non-edible crops for large scale cultivation for production of biofuels/chemicals.
- In-house research and external technology for converting abundantly available cellulosic biomass in India to fuels and chemicals.
- Application of biotechnology to enhance the productivity of biofuels species.
- Testing the best hybrids produced by us and others at different agro-climatic zones to identify most productive cultivators.

- Popularising the cultivation of bio-fuel crops by growers by conducting method and varietal demonstrations.
- Genetic modifications, synthetic biology, high throughput screening and metabolic flux analysis for biomolecule production.
- Developed a web portal (algorithm) for predicting genes for improving industrial traits for bio- fuel production.

The benefits derived like Product Improvement, Cost Reduction, Product Development and Import Substitution

The potential benefits derived from R&D and Technology absorption, adoption and innovation initiatives in FY 2022-23 is approximately about Rs.7.8 Lakhs.

Information regarding Imported Technology (Imported during last three years: Nil
Foreign Exchange Earnings and Outgo: Nil

For and on behalf of the Board

Sd/-

M.T. ELUMALAI
DIN: 01278399

Sd/-

BIVASHWA DAS
DIN: 07352655

Place: Chennai
Date: 12.08.2023

Annexure - VI

The particulars required under Section 197(12) of the Companies Act, 2013 read with the Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 annexed to and forming part of the Directors Report for the year ended 31st March 2023.

1	The ratio of the remuneration of each Director to the median remuneration of the employees.	2.99 : 3.07
2	% increase in remuneration of each Director, Chief Financial Officer (CFO) and Company Secretary (CS) in the financial year	Nil
3	% increase in the median remuneration of employees in the financial year.	Nil
4	The number of permanent employees on the rolls of company;	Employees joined during the year : 4 Employees left during the year : 4 Existing Employees on 31.03.2023 : 133
5	The explanation on the relationship between average increase in remuneration and company performance;	Increase in remuneration to employees is considered based on the performance criteria fixed by the Company.
6	Comparison of the remuneration of the Key Managerial Personnel (KMP) against the performance of the company;	Performance incentive is linked to overall performance of the individual and Company.
7	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer.	No Public Offer is carried out so far after the Initial public offer.
8	Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Company is having the policy of increasing minimum 5% to 10 % of salary to all the employee every year apart from performance incentive.
9	Comparison of the remuneration of each KMPs against the performance of the Company;	Remuneration consists of two parts (i) fixed and (ii) variable incentive. Payment of variable incentive is based on overall

		performance of the Company.
10	The key parameters for any variable component of remuneration availed by the Directors;	No Director other than Whole-time Directors are receiving any remuneration except sitting fees payment.
11	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid Director during the year.	Not applicable

It is affirmed that the remuneration paid / payable to the Directors, KMPs and other median employees are as per the remuneration policy of the Company.

For and on behalf of the Board

Sd/-
M.T. ELUMALAI
DIN: 01278399

Sd/-
BIVASHWA DAS
DIN: 07352655

Place: Chennai
Date: 12.08.2023

Annexure - VIIAOC -2**RELATED PARTY TRANSACTIONS**

[Pursuant to clause (h) of sub-section 3 of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.]

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

Details of contracts or arrangements or transactions not at Arm's length basis- NIL. Details of contracts or arrangements or transactions at Arm's length basis.

Sl. No	Name of the Related Party	Relationship	Nature of transaction	Amount (in Rs. In Lakhs)	Outstanding as on 31.03.2023 (in Rs. Lakhs)
1	N. Sudarsan	Director	Professional Charges (Remuneration)	3.08 (3.33)	-
2	M.T. Elumalai	Director	Professional Charges (Remuneration)	3.35 (4.01)	0.28 (0.22)
3	Bishwasva Das	M.D	Remuneration	2.99 (-)	
4	C Muruganandam *	Company Secretary	Remuneration	4.54 (4.65)	-
5	G Chitra	CFO	Remuneration	2.32 (2.73)	
6	Ram Ashish Singh	Director	Professional Charges	4.84 (-)	0.35 (0.35)

* Company Secretary has resigned on 28th Feb. 2023

For and on behalf of the Board

Place: Chennai
Date: 12.08.2023

Sd/-
M.T. ELUMALAI
DIN: 01278399

Sd/-
BIVASHWA DAS
DIN: 07352655

Annexure - VIII

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended 31st March 2023

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Our corporate governance is a reflection of our value system encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices to ensure that we gain and retain the trust of our stakeholders at all times. The Governance Philosophy of your Company is based on strong foundations of ethical values and professionalism which over the past 44 years of the Company's existence has become a part of its culture. Integrity, transparency, fairness, accountability and compliance with the law are embedded in the Company's robust business practices to ensure ethical and responsible leadership, both at the Board and at the Management level. The Company's Code of Business Conduct, its Ethical View Reporting Policy and its well-structured internal control systems which are subjected to regular review for their effectiveness, reinforces accountability and integrity of reporting and ensures transparency and fairness in dealing with the Company's stakeholders. The Company's focus on sustainable development, its customer centric approach to creating value for the customers by ensuring product quality and innovative value-added service offerings coupled with its outreach through CSR activities and programmes has enabled your Company to earn the trust and goodwill of its investors, business partners, employees and other stakeholders.

In India, Corporate Governance standards for listed companies are regulated by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). The Company has adopted best practices mandated in the Listing Regulations. A Report on compliance with Corporate Governance as stipulated in the Listing Regulations is given below:

Governance Structure

TNT's Governance structure comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This structure brings about a judicious blend in governance as the Board sets out the overall corporate objectives and provides direction and independence to the Management to achieve these corporate objectives within a given framework. This brings about a conducive environment for value creation through sustainable profitable growth.

2. BOARD OF DIRECTORS:

The Board provides leadership, strategic guidance and objective judgement on the affairs of the Company. The Board comprises of persons of eminence with excellent professional achievements in their respective fields. The Independent Directors provide their independent judgement, external perspective and objectivity on the issues which are placed before them. The Board of Directors play a fundamental role in upholding and nurturing the principles of good governance which translates into ethical business practices, transparency and accountability in the Company's dealing with its stakeholders and in the utilization of resources for creating sustainable growth and societal wealth. The Board operates within the framework of a well-defined responsibility matrix which enables it to discharge its fiduciary duties of safeguarding the interests of the Company. The Board's composition and size is robust and enables it to deal competently with emerging business development issues and exercise independent judgement.

The Composition of Board and meetings:

The Company's Board is a balanced mix of Executive and Non-Executive Directors, all having diverse experience and expertise in their fields of operation. They take active part at the Board and Committee Meetings by providing valuable guidance to the Management on various aspects of business, policy direction, governance, compliance etc. which adds value in the decision-making process of the Board of Directors.

The composition of the Board also complies with the provisions of the Companies Act, 2013 and Regulation 17 of Listing Regulations.

As on March 31, 2023, the Board comprised Eight members, consisting of One Managing Director (Executive Director), three Executive Directors and Four Independent Directors. An Independent Director is the chairperson of each of the Board Committees -Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee, and Corporate Social Responsibility (CSR) Committee.

Independent Directors

The Company had issued letters of appointment to the Independent Directors upon being appointed by shareholders at the Annual General Meeting as required under Schedule IV to the Companies Act 2013 and the terms and conditions of their appointment are also disclosed on the Company's website under the link: <https://www.tntpipes.com/index.php>

All new directors inducted to the Board are introduced to our Company culture through orientation sessions. Executive directors and senior management provide an overview of operations, and familiarize the new Executive & Non-Executive directors on matters related to our values and commitments.

They are also introduced to the organization structure, services, Group structure and subsidiaries, constitution, Board procedures, matters reserved for the Board, major risks and risk management strategy. The details of the familiarization program are also available on the Company's website, at <https://www.tntpipes.com/index.php>

The Board's policy is to have separate meetings regularly with independent directors to update them on all business-related issues and new initiatives. At such meetings, the executive directors and other members of the senior management share points of view and leadership thoughts on relevant issues.

During the financial year 2022-23, there were Four Meetings of the Board of Directors. The dates of the Board meetings, attendance and the number of Directorships/Committee memberships held by the Directors are given in the Table below:

Attendance of Directors at Board Meetings and the last Annual General Meeting (AGM) and number of Directorships / Committee memberships held by the Directors in other Companies:

Name of the Director	Category	Attendance		Number of Directorships in other Public Companies as on 31st March, 2023	Committee Chairmanship and Membership		Shareholding of Non-Executive Directors as at March 31, 2023
		Board Meeting	AGM held on 27 th Sep 2022		Chairmanship	Membership	
Mr. Bivashwa Das DIN:07352655	Managing Director	3	✓	NIL	NIL	3	NA
Mr.Sudarsan DIN: 08562284	Executive Director	4	✓	NIL	NIL	3	NA
Mr. M.T.Elumalai DIN:01278399	Executive Director	3	✓	NIL	NIL	2	NA
Mr. Ram Asish Singh ¹ DIN:09236352	Executive Director	3	✓	NIL	NIL	1	NA
Mr. Rajesh Sai Iyer DIN:05353374	Independent Non-Executive Director	4	✓	NIL	1	6	Nil
Mrs. Renuka Ramesh ² DIN:07904904	Independent Non-Executive Director	4	✓	NIL	NIL	5	Nil
Ms. Jyothi Satish DIN:08829015	Independent Non-Executive Director	4	✓	NIL	NIL	5	Nil
Mr. RV. Satyanarayanan ² DIN: 08913315	Independent Non-Executive Director	4	✓	NIL	NIL	2	Nil

There were four (4) Board Meetings of the Company held during the financial year 2022-23 on the following dates:

May 21, 2022, August 13, 2022, November 14, 2022, and February 11, 2023.

3. COMMITTEES OF BOARD:

Having regard to the significant contribution that Committees make in assisting the Board of Directors in discharging its duties and responsibilities and with a view to focus on various areas of the business, the Board has constituted the following Committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee, Risk Management Committee, Health Safety, Environment & Women Protection Committee Meeting and Corporate Social Responsibility (CSR) Committee.

The Board, in consultation with the Nomination and Remuneration Committee, is responsible for assigning and fixing terms of service for Committee members. It delegates these powers to the Nomination and Remuneration Committee.

The Chairman of the Board, in consultation with the Company Secretary and the Committee Chairperson, determines the frequency and duration of the Committee meetings.

The constitution, terms of reference and the functioning of the existing Committees of the Board is explained herein. Each of these Committees have the requisite expertise to handle issues relevant to their field. These Committees spend considerable time and give focused attention to the various issues placed before it and the guidance provided by these Committees lends immense value and enhances the decision-making process of the Board.

Normally, all the Committees meet four times a year. The recommendations of the Committees are submitted to the Board for approval. During the year, all recommendations of the Committees were approved by the Board. The quorum for meetings is the higher of two members or one-third of the total number of members of the committee. The Board reviews the functioning of these Committees from time to time. The Meetings of each of these Committees are convened by the respective Chairman of the Committees, who also inform the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the respective Board / Committee Meetings.

Audit Committee:

The role of the Audit Committee, in brief, is to review Financial Statements, Internal Controls, Accounting Policies, Internal Audit Report, Related Party Transactions, Risk Management Systems and functioning of the Whistle Blower mechanism. The composition of the Audit Committee and the scope of its activities and powers are in conformity with and include the areas prescribed under the Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013 and the Rules framed thereunder. The Audit Committee comprises of Four Directors who are well versed with the financial matters and corporate laws. The Audit

Committee met four (4) times during the financial year 2022-23 on the following dates: May 21, 2022, August 13, 2022, November 14, 2022, and February 11, 2023. The necessary quorum was present for all the meetings. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on September 23 2022.

Details of the composition of the Audit Committee and attendance of the Members are as follows:

Name of the Director	Category	Position	No. of Meetings Attended
Mr. N Sudharsan	Executive Director	Member	4
Mr. Rajesh Sai Iyer	Independent, Non- Executive	Member	4
Mrs. Renuka Ramesh	Independent, Non- Executive	Member	4
Mrs. Jyothi Satish	Independent, Non- Executive	Member	4

The Company Secretary acts as the Secretary to the Committee.

Terms of Reference:

The terms of reference and role of the Audit Committee are as per guidelines set out in the Listing Regulations and Section 177 of Companies Act, 2013. The Committee meets periodically and inter alia reviews:

Financial Reporting and Related Processes:

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- Review with the Management, the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon, audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies, if any, and reasons for the same. Major accounting estimates based on exercise of judgment by the Management, significant adjustments made in the financial statements and/or recommendation, if any, made by the Statutory Auditors in this regard.
- Review of the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors its judgment about the quality and appropriateness of the Company's accounting principles with reference to the Indian Accounting Standards (Ind AS)
- Review the investments made by the company.

Internal Financial Controls and Governance Processes:

- Review the adequacy and effectiveness of the Company's system and internal controls.
- Review and discuss with the Management, the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.
- To oversee and review the functioning of a vigil mechanism (implemented in the Company as Ethical View Reporting Policy) and to review the findings of investigation into cases of material nature and the actions taken in respect thereof.

Audit

- Review the scope of the Statutory Auditors, the annual audit plan and the Internal Audit plan with a view to ensure adequate coverage.
- Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.
- Review and recommend to the Board the appointment / re-appointment of the Statutory Auditors and Cost Auditors considering their independence and effectiveness and their replacement and removal.
- Approve such additional services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act 2013, and payment for such services.
- Recommend to the Board the remuneration of the Statutory Auditors / Cost Auditors.
- Discuss with the Statutory Auditors / Internal Auditor on significant difficulties encountered during the course of the Audit.
- Review the annual Cost Audit Report submitted by the Cost Auditor.

Other Duties

- To approve the appointment, removal and terms of remuneration of the Chief Internal Auditor and to approve the appointment of the Chief Financial officer.
- To grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

The representatives of the Statutory Auditors are permanent invitees to the Audit Committee Meetings. They have attended all the Audit Committee Meetings held during the year. The Cost Auditor was invited to attend the Meeting of the Audit Committee when the Cost Audit Report is tabled for discussion. Managing Director, Chief Financial Officer (CFO), the Internal Auditor, attend the Audit Committee Meetings. Company Secretary acts as the Secretary to the Committee.

During the year under review, the Audit Committee held a separate meeting with the Statutory Auditors and the Internal Auditor to get their inputs on significant matters relating to their respective areas of Audit.

Self-Assessment by the Audit Committee

The Audit Committee has set in place a process to measure and benchmark its performance each year. The assessment broadly covers composition, structure and Committee meetings; overview of the financial reporting process; internal control systems and overview of internal and external audits. The results of the self-assessment are presented to the Audit Committee along with the action plan in the areas requiring improvement.

Nomination and Remuneration Committee:

The Nomination and Remuneration Committee presently consists of Three Non-Executive Directors, all being Independent. The Committee met Four times during the financial year 2022-23 on the following dates: May 21, 2022, August 13, 2022, November 14, 2022, and February 11, 2023. The necessary quorum was present in the meeting. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company held on September 23, 2022. The composition of the Committee during 2022-2023 and the details of meetings held and attended by the members are as under:

Name of the Director	Category	Position	No. of Meetings Attended
Mrs. Jyothi Satish	Independent, Non- Executive	Chairperson	4
Mr. Rajesh Sai Iyer	Independent, Non- Executive	Member	4
Mrs. Renuka Ramesh	Independent, Non- Executive	Member	4

The Company Secretary acts as the Secretary to the Committee.

The terms of reference of the Committee inter-alia, include the following:

- Succession planning of the Board of Directors and Management Executive Committee;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and all Ex-Co Members;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and Members of the Executive Committee and their remuneration;
- Review the performance of the Board of Directors, Key Managerial Personnel and Members of the Executive Committee based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors, Key Managerial Personnel and Executive Committee Members, the Committee ensures that the remuneration is reasonable and

sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long-term objectives of the Company.

Performance Evaluation of the Board and Individual Directors:

One of the key functions of the Board is to monitor and review the Board evaluation framework. The Board works with the nomination and remuneration committee to lay down the evaluation criteria for the performance of the Chairman, the Board, Board committees, and executive / non-executive / independent directors through peer evaluation, excluding the director being evaluated.

Independent directors have three key roles - governance, control and guidance. Some of the performance indicators, based on which the independent directors are evaluated, include:

- The ability to contribute to and monitor our corporate governance practices
- The ability to contribute by introducing international best practices to address business challenges and risks
- Active participation in long-term strategic planning
- Commitment to the fulfilment of a director's obligations and fiduciary responsibilities; these include participation in Board and committee meetings.

Pursuant to the provisions of the Act and the SEBI (LODR) Regulations 2015, the Board has carried out the annual performance evaluation of its own performance, as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees respectively. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors. The Chairman of the Board of Directors and the Chairman of Nomination & Remuneration Committee met all the Directors individually to get an overview of the functioning of the Board and its constituents inter-alia on the following broad criteria i.e. attendance and level of participation, independence of judgment exercised by Independent Directors, interpersonal relationship etc.

Based on the inputs received from the Directors, an action plan is drawn up in consultation with the Directors to encourage greater engagement of the Independent Directors with the Company.

Remuneration to Directors:

Our executive compensation programs encourage reward for performance. A significant portion of the executives' total rewards is tied to the delivery of long-term corporate performance goals in order to align with the interest of the shareholders. The nomination and remuneration committee determines and recommends to the Board the compensation payable to the directors. All Board-level compensation is approved at the shareholders meeting or via postal ballot. As required under the Listing Regulations effective April 1, 2019,

the nomination and remuneration committee recommend to the Board the payment of remuneration to the senior management. The Nomination and Remuneration Policy of the Company is available on our website, at <https://www.tntpipes.com/index.php>

Remuneration to Managing Director:

The remuneration paid to the current Managing Director was Rs. 3,21,232 from the date of his appointment.

Remuneration to other Directors:

The Company has a policy for determining the remuneration of the Non-Executive Directors of the Company. The Company remunerates its Non-Executive Directors by way of sitting fees for attending each meeting of the Board and / or Committee, and the same is paid within the limits laid down in the Companies Act, 2013 read with the Rules framed there under. The remuneration determined for the Non-Executive Directors is subject to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. The Non-Executive Directors are paid sitting fees of Rs. 2,000/- per meeting for attending Board Meetings, Committee meetings and separate meeting of Independent Directors.

The Remuneration drawn by the Directors and the Key Managerial Personnel during the year is as under:

Name of the Director / Key Managerial Personnel	Salary / Professional charges / Remuneration in Rs.	Commission Rs.	Sitting fees Rs.	Total Rs.
Muruganandam (Co. Sec.) (upto 28.02.2023)	5,37,685	-	-	5,37,685
M.T. Elumalai	4,34,022	-	10,000	4,44,022
Bivashwa Das (M.D)	3,21,232	-	12,000	3,33,232
G Chitra (C. F. O.)	2,73,438	-	-	2,73,438
Sudarsan	3,98,190	-	22,000	4,20,190
Rajesh Sai Iyer	-	-	34,000	34,000
Renuka Ramesh	-	-	30,000	30,000
Jyothi Satish	-	-	30,000	30,000
Ram Ashish Singh	5,51,038	-	8,000	5,59,038
RV. Satyanarayanan	-	-	12,000	12,000
TOTAL	25,15,605	-	1,58,000	26,73,605

Stakeholders' Relationship Committee:

The Company's Stakeholders' Relationship Committee is responsible for the satisfactory redressal of investor grievance. During the year under review, the Committee met once on Aug 21, 2022. The composition and details of the meetings attended as on 31st Mar 2023 by the members are given below:

Statutory Reports			
Name of the Director	Category	Position	No. of Meetings Attended
Mr. N Sudharsan	Executive Director	Member	1
Mr. M. T. Elumalai	Executive Director	Member	1
Mrs. Jyothi Satish	Independent, Non- Executive	Member	1
Mrs. Renuka Ramesh	Independent, Non- Executive	Member	1
Mr. Rajesh Sai Iyer	Independent, Non- Executive	Member	1

Company Secretary is the “Compliance Officer” who oversees the redressal of the investors’ grievances. All the Members of the above Committee have attended the Annual General Meeting of the Company. During the year, no complaints were received from shareholders. As on March 31, 2022, no investor grievance has remained unattended / pending for more than thirty days.

Terms of Reference

- The Committee act in accordance with the terms of reference which shall, inter alia, include:
- To approve transfer / transmission of shares / debentures and such other securities as may be issued by the Company from time to time;
- Issue of duplicate share certificates in respect of shares / debentures and other securities reported lost, defaced or destroyed as per the laid down procedure;
- To issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- To approve and monitor dematerialization of shares/debentures/other securities and all matters incidental or related thereto;
- To authorize the Company Secretary & Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notice, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken.
- To authorize the Company Secretary & Head Compliance / other officers of the Share Department to attend to matters relating to transfer / transmission of shares, issue of duplicate share certificates for shares reported lost, defaced or destroyed, to issue new certificates against subdivision of shares and renewal, split or consolidation of share certificates;
- To monitor Investor Relation activities of the Company and to give guidance on the flow of information from the Company to the Investors;
- To monitor expeditious redressal of grievances of shareholders/security holders including complaints relating to transfer / transmission of shares / securities, Annual Reports, issue of duplicate certificates and other complaints;
- All other matters incidental or related to shares, debentures and other securities of the Company.

Corporate Social Responsibility (CSR) Committee:

Due to the ongoing pandemic, normal operations are impeded and your Companies earned meagre profit during this financial year 2022-23. Hence the provisions of Corporate Social Responsibility is not applicable. However, the Committee met once on 11th Feb 2023 to review the existing CSR Policy and to make it more comprehensive so as to indicate the activities to be undertaken by the Company.

The details of Members' participation at the Meetings and composition of the Corporate Social Responsibility (CSR) Committee as at March 31, 2023 are as under:

Name of the Director	Category	Position	No. of Meetings Attended
Mr. Rajesh Sai Iyer	Independent, Non- Executive	Chairman	1
Mr. Bivashwa Das	Managing Director	Member	1
Mr. M T Elumalai	Executive Director	Member	1
Mr. Ram Ashish Singh	Executive Director	Member	1

The Company Secretary acts as the Secretary to the Committee.

Risk Management & Vigil Mechanism Committee:

The primary objectives of the Committee are to assist the Board in the following:

- i. To assist the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation and mitigation of strategic, operational, and external environment risks
- ii. To monitor and approve the enterprise risk management framework and associated practices of the Company
- iii. To periodically assess risks to the effective execution of business strategy by reviewing key leading indicators in this regard
- iv. To periodically review the risk management processes and practices of the Company and ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities
- v. To evaluate significant risk exposures of the Company and assess the Management's actions to mitigate the exposures in a timely manner
- vi. To coordinate its activities with the audit committee in instances where there is any overlap with audit activities
- vii. To review and reassess the adequacy of the Charter periodically and recommend any proposed changes to the Board for approval
- viii. To ensure access to any internal information necessary to fulfil its oversight role and obtain advice and assistance from internal or external legal, accounting or other advisors

The Committee met twice during the year under report on May 21, 2022 and Nov 14, 2022. The details of Members' participation at the Meetings and composition of the Committee as at March 31, 2023 is as under:

Name of the Director	Category	Position	No. of Meetings Attended
Mr. Rajesh Sai Iyer	Independent, Non- Executive	Chairman	2
Mr. N Sudharsan	Executive Director	Member	2
Mr. Bivashwa Das	Managing Director	Member	1

Health Safety, Environment and Women Protection Committee:

The details of Members' participation at the Meetings and composition of the HS Environment and Women Protection Committee as at March 31, 2023 are as under:

Name of the Director	Category	Position	No. of Meetings Attended
Mrs. Jyothi Satish	Independent, Non- Executive	Member	1
Mrs. Renuka Ramesh	Independent, Non- Executive	Member	1
Mr. Bivashwa Das	Managing Director	Member	1
Mr. R.V. Sathyanarayanan	Independent, Non- Executive	Member	1

4. GENERAL BODY MEETINGS:

Details of the location of the last three Annual General Meetings (AGM) and details of the special resolutions passed:

Annual General Meeting (AGM)	Date	Time	Venue	No. of Special Resolution Passed
41 st	22.09.2020	10.00 AM	Video Conference	1
42 nd	23.09.2021	10.00 AM	Video Conference	2
43 rd	23.09.2022	10.00 AM	Video Conference	5

All special resolutions set out in the Notices for the Annual General Meetings were passed by the Members at the respective meetings with requisite majority.

5. Participation and voting at 44th AGM

Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020, 39/2020 and 02/2021 issued by the Ministry of Corporate Affairs and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by SEBI, the 44th AGM of the Company will be held through video-conferencing and other audio-visual means, the detailed instructions for participation and voting at the meeting is available in the notice of the 44th AGM.

Postal Ballots:

No resolutions were passed through postal ballot during the last financial year.

6. INDEPENDENT DIRECTORS

The Companies Act, 2013 and the Listing Regulations define an ‘independent director’ as a person who is not a promoter or employee or one of the key managerial personnel of the company or its subsidiaries. Further, the person should not have a material pecuniary relationship or transactions with the company or its subsidiaries, during the two immediately preceding financial years or during the current financial year, apart from receiving remuneration as an independent director. We abide by these definitions of independent director. Based on the disclosures received from all the independent directors and in the opinion of the Board, the independent directors fulfil the conditions specified in the Companies Act, 2013, the Listing Regulations and are independent of the Management.

Independent Directors play an important role in the governance processes of the Board. With different points of views flowing from their expertise and experience they enrich the decision-making process at the Board and prevent conflicts of interest in the decision-making process.

The appointment of the Independent Directors is carried out in a structured manner. The Nomination & Remuneration Committee identifies potential candidates based on certain laid down criteria and takes into consideration the diversity of the Board.

None of the Independent Directors serve as “Independent Directors” in more than seven listed companies.

Meeting of independent directors:

Schedule IV of the Companies Act, 2013 and the Rules thereunder mandate that the independent directors of the Company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of the Management. At such meetings, the independent directors discuss, among other matters, the performance of the Company and risks faced by it, the flow of information to the Board, competition, strategy, leadership strengths and weaknesses, governance, compliance, Board movements, human resource matters and performance of the executive members of the Board, including the Chairman. During the year under review, the Independent Directors met once on Feb 11, 2023. The Independent Directors discussed and reviewed the matters specified in Regulation 25(4) of the Listing Regulations and as per provisions of the Companies Act, 2013.

All the Independent Directors were present throughout the Meeting. They expressed satisfaction at the robustness of the evaluation process, the Board's freedom to express views on the business transacted at the Meetings and the openness with which the Management discussed various subject matters on the agenda of meetings. Their suggestions were discussed at the Board Meeting and are being implemented to ensure a more robust interaction at a Board level / Management level.

Induction Programme for new Directors and on-going familiarization programme for existing Independent & Non-Independent Director.

All new non-executive directors inducted to the Board are introduced to our Company culture through orientation sessions. Executive directors and senior management provide an overview of operations, and familiarize the new non-executive directors on matters related to our values and commitments. They are also introduced to the organization structure, services, Group structure and subsidiaries, constitution, Board procedures, matters reserved for the Board, major risks and risk management strategy. The details of the familiarization program are also available on the Company's website, at <https://www.tntpipes.com/index.php>

An appropriate induction programme for new Directors and an ongoing familiarization with respect to the business / working of the Company for all Directors is a major contributor for meaningful Board level deliberations and sound business decisions.

At the time of appointing a Director, a formal letter of appointment is given to the Director, inter alia, explains his / her role, function, duties and responsibilities and the Board's expectations from him / her as a Director of the Company. The Director is also explained in detail the compliances required from him / her under the Act, SEBI (LODR) Regulations, 2015 and other relevant regulations and his/ her affirmation taken with respect to the same.

By way of an introduction to the Company, the Director is presented with a book on the Company which traces its history over 43 years of its existence, relevant Annual Reports, Sustainable Development Report, brochure on the CSR activities pursued by the Company.

A presentation is also shared with the newly appointed Director giving an overarching perspective of the steel pipe Industry, organizational set-up of the Company, the functioning of various divisions/ departments, the Company's market share and the markets in which it operates governance and internal control processes and other relevant information pertaining to the Company's business.

Further, as an ongoing process, the Board of Directors is updated on a quarterly basis through presentations and discussions on the overall economic trends, the performance of the Steel Industry and that of the Company, analysis of the circumstances which helped or adversely impacted the Company's performance, comparison of the Company's performance, with its peers in the Industry based on the information available in public domain, and the initiatives taken / proposed to be taken to bring about an overall improvement in the performance of the Company, marketing strategy, business risks and mitigation plans etc.

The Act facilitates the participation of a Director in Board/Committee Meetings through video conference or other audio-visual mode. Accordingly, the option to participate in the Meeting through video conference was made available for the Directors except in respect of such items which are not permitted to be transacted through video conference. Due to Covid-19 Pandemic, MCA permitted to transact all the businesses through Video Conferences.

7. DUTIES AND FUNCTIONS OF THE BOARD

The Board of Directors provide strategic guidance, monitors operational performance and ensures that robust policies and procedures are in place and through its various Committees guarantees the quality of the Company's risk management, internal controls and ensures compliance with all relevant laws. In particular, the Board periodically reviews the items required to be placed before it and reviews and approves quarterly unaudited financial statements and the audited annual financial statements, corporate strategies, business plans, annual budgets.

The primary role of the Board is that of trusteeship - to protect and enhance shareholder value through strategic direction to the Company.

- As trustees, the Board has a fiduciary responsibility to ensure that the Company has clear goals aligned to shareholder value and its growth.
- It also directs and exercises appropriate control to ensure that the Company is managed in a manner that fulfils stakeholders' aspirations and societal expectations.
- It monitors the effectiveness of the Company's governance practices and makes changes as needed.
- It provides strategic guidance to the Company, ensures effective monitoring of the Management and is accountable to the Company and the shareholders.
- It exercises independent judgment on corporate affairs.
- It assigns sufficient number of non-executive members of the Board of Directors capable of exercising independent judgment in tasks where there is a potential for conflict of interest.
- It reviews and guides corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.

8. DISCLOSURES:

a) Indian Accounting Standards (Ind-AS)

The Company has been adopted "Ind-AS" with effect from April, 2017. The implementation of "Ind-AS" is a major change process for which the Company has established a project team and has dedicated considerable resources.

b) Related Party Transactions

The Company has formulated a policy on Materiality of and dealing with Related Party Transactions. There have been no materially significant related party transactions, monetary transactions or relationships between the Company and its directors, the Management, subsidiaries or relatives during the year, except for those disclosed in the Board's report.

c) Compliance/ Strictures and Penalties

We have paid an amount of Rs.35,400 towards penalty for delay in appointing qualified company secretary for a delayed period of 32 days. Except the above fine, there was no non-compliance by the Company and no penalties or strictures were imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India (SEBI), or any statutory authority on any matter related to the capital markets during the last three years.

d) Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has a Whistle Blower Policy for establishing a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The said mechanism also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. We affirm that no employee of the Company was denied access to the Audit Committee.

e) Code of Business Conduct

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and to all employees. The Company follows a policy of "Zero Tolerance" to bribery and corruption in any form and the Board has laid down the "Anti Bribery & Corruption Directive" which forms an Appendix to the Code.

The code lays down the standard of conduct which is expected to be followed by the Directors and by the employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code. All Management Staff were required to complete an e-learning module, in addition to a face- to-face training given by the Company from time to time.

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements under the Listing Regulations

During the year, the Company has complied with the mandatory requirements as stipulated in Listing Regulations. With respect to the compliance with the non-mandatory requirements

pursuant to Regulation 27(1) of the SEBI Listing Regulations, the Company has adopted the following non- mandatory requirements:

- i) The Chairman being Non-Executive Director, an office is made available for his use during his visits to the Company and is reimbursed the expenses incurred towards the performance of his duties.
- ii) During the year under review, there is no audit qualification on the Company's financial statements. Your Company continues to adopt best practices to ensure a regime of unmodified audit opinion.
- iii) The position of Chairperson of Board and the Managing Director are separate.
- iv) The Internal Auditor of the Company reports to the Chief Financial Officer and has direct access to the Audit Committee.

f) Subsidiary and Associates

During the year ended March 31, 2022, the Company does not have any listed/unlisted subsidiary and Associate companies as defined in Regulation 16 of the Listing Regulations.

g) Prevention of Insider Trading

In January 2015, SEBI notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 which came into effect from May 15, 2015. Pursuant thereto, the Company has formulated and adopted a new code for Prevention of Insider trading.

The code "Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders" and the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information allows the formulation of a trading plan subject to certain conditions and requires pre-clearance for dealing in the Company's shares. It also prohibits the purchase or sale of company's shares by the Directors, designed employees and connected persons, while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

The company Secretary & Head Compliance is responsible for implementation of the code and the Company has also installed the SDD Software as mandated by the SEBI to curb and prevent the insiders' trading. All Board of Directors, designated employees and connected persons have affirmed compliance with the Code.

9. CEO / CFO CERTIFICATION:

The Managing Director and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The certificate is attached to this report.

10. MEANS OF COMMUNICATION:

The company follows a robust process of communicating with its stakeholders/ shareholders and investors through multiple channels of communications such as dissemination of information on the online portal of the Stock Exchanges, press releases, the Annual Reports

and uploading relevant information on its website.

The un-audited quarterly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within two months from the close of the financial year as required under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The aforesaid financial results are announced to the Stock Exchanges immediately after the approval of the Board. The results are generally published in Trinity Mirror (English). The Tamil translation of the same is published in Makkal Kural, which are regional daily newspapers.

The audited financial statements form part of the Annual Report which is sent to the Members within the statutory period and well in advance of the Annual General Meeting.

The Annual Report of the Company, the quarterly / half yearly and the audited financial statements and the press releases of the Company are also placed on the Company's website [www. tamilnadusteeltubesltd.com](http://www.tamilnadusteeltubesltd.com) and can be downloaded.

The presentations on the performance of the Company are placed on the Company's website immediately after these are communicated to the Stock Exchanges for the benefits of the institutional investors and analysts and other shareholders.

The Company discloses to the Stock Exchange, all information required to be disclosed under Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including material information having a bearing on the performance / operations of the listed entity or other price sensitive information. All information is filed electronically on BSE's online Portal - BSE Corporate Compliance & Listing Centre (Listing Centre).

The Board of Directors has approved a policy for determining materiality of events for the purpose of making disclosure to the Stock Exchange.

All disclosures made to the stock exchange are also available on the Company's website under the heading 'Investors' Relations'.

Facility has been provided by SEBI for investors to place their complaints / grievances on a centralized web-based complaints redressal system viz. SEBI Complaints Redress System (SCORES). The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

A separate dedicated section under 'Investors' Relations', under sub heading 'Financial Reporting' on the Company's website gives information on Quarterly Financial Results, Corporate Governance Report, Compliance Reports and other relevant information of interest to the investors / public.

The Company also uploads on the BSE Listing Centre Portal, details of all notices, Resolutions and other relevant information of interest to the Investors as per SEBI (LODR) Regulations 2015.

11. GENERAL INFORMATION TO SHAREHOLDERS:

Financial Year: 1st April, 2022 - 31st March, 2023

Registrar and Transfer Agents and Share Transfer System

The Company has appointed Registrar and Transfer Agents (RTA) - M/s. Cameo Corporate Services Ltd, No.1, Club House Road, Chennai - 600 002 who offer all share related services to its Members and Investors. These services include transfer / transmission / dematerialization of shares / consolidation/ Split / renewal of share certificates, issuance of duplicate share certificates, change of address and investor grievances.

12. COMMUNICATION TO MEMBERS:

Members who hold shares in dematerialized form should correspond with the Depository Participant with whom they maintain their Demat Account/s, for queries relating to shareholding, change of address. However, queries relating to non-receipt of annual reports or on matters relating to the working of the Company should be addressed to the Company.

Members who hold shares in physical form should address their queries to the Registrar & Transfer Agents.

Members are requested to ensure that correspondence for change of address, subdivision of shares, renewals / split / consolidation of share certificates, issue of duplicate share certificates should be signed by the first named Member as per the specimen signature registered with the Company. The Company may also, with a view to safeguard the interest of its Members and that of the Company, request for additional supporting documents such as certified copies of PAN Cards and other proof of identity and / or address.

Members are requested to indicate their DP ID & Client ID / Ledger Folio number in their correspondence with the Company to the Registrar & Transfer Agents and also to provide their Email addresses and telephone numbers / FAX numbers to facilitate prompt response from the Registrar & Transfer Agents.

13. MARKET INFORMATION

Listing on Stock Exchange

The Company's shares are listed on the following Stock Exchange and the listing fees have been paid to the Exchanges for the Financial Year 2022-23.

Name and Address of the Stock Exchange	Stock Code/ Scrip Code	ISIN Number for NSDL/ CDSL/ (Dematerialized shares)
Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400001	513540	INE176E01012

SHARE TRANSFER SYSTEM / OTHER RELATED MATTERS:**i. Share Transfer**

Share transfers in physical form are processed by the Company's Registrar & Transfer Agents, M/s. Cameo Corporate Services Ltd, Chennai and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Registrar Transfer Agents are complete in all respects. Incomplete Share Transfer forms are rejected / returned to the Transferee/s immediately by the Registrar Transfer Agents by Registered Post.

ii. Nomination facility for shareholding

As per the provisions of the Act, facility for making nomination is available for Members in respect of shares held by them. Members holding shares in physical form may obtain a nomination form, from the Registrar Transfer Agents of the company. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferor(s), transferee(s), members, surviving joint holders/ legal heirs be furnished to the Registrar Transfer Agents, while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

iii. Pending Investors' Grievances

Any Member / Investor, whose grievance has not been resolved satisfactorily, may kindly write to the Registrar Transfer Agents or to the Company Secretary & Head Compliance at the Registered Office with a copy of the earlier correspondence.

iv. Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI), quarterly audit of the company's share capital is being carried out by the Statutory Auditors with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) held in physical form, with the issue and listed capital. The Company has received circular from BSE vide their mail dated 19.06.2017 wherein they have intimated that filing of reconciliation of share capital audit report (REG55A) should be in XBRL mode with effect from 01.07.2017 onwards which is mandatory. Accordingly, the Auditors' Certificate has been obtained by the company and filed in XBRL mode along with original share capital audit report in PDF file. The said report is also placed before Stakeholders' Relationship Committee and the Board of Directors.

No. of Share holders	Physical	% of share capital	NSDL	% of share capital	CDSL	% of share capital	Total No. of shares	% of share capital
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13,885	23,29,100	45.45	26,72,450	52.15	1,23,250	2.40	51,24,800	100%
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v. Distribution of Shareholding as on March 31, 2023

Category (Shares) in Rs.)	No. of Share Holders	% of Share Holders	No. of Shares	% of Total Shares
10 - 5000	13,383	96.39	17,35,000	33.86
5001 - 10000	302	2.18	2,47,400	4.77
10001- 20000	113	0.82	1,73,600	3.34
20001- 30000	34	0.24	90,200	1.66
30001- 40000	14	0.10	43,600	0.98
40001- 50000	6	0.04	32,200	0.54
50001-100000	13	0.09	1,05,090	1.93
100001-and above	20	0.14	26,89,910	52.92
Total	13,885	100.00	51,24,800	100.00

vi. Dematerialization of Shares:

Mode of Holding	No. of Holders	No of Shares	Percentage
NSDL	794	26,72,450	52.15
CDSL	369	1,23,250	2.40
PHYSICAL	12,722	23,29,100	45.45
Total	13,885	51,24,800	100.00

Total Holders: 13,865 - After Merging of First Holder PAN

The Company has entered into Agreements with National Securities Depository Limited (NSDL) as well as Central Depository Services (India) Limited (CDSL) whereby Members have an option to dematerialize their shares with these Depositories.

Members holding shares in physical mode are urged in their own interest to hold these shares in dematerialized form with the Depository Participant.

vii. Statement showing Shareholding of more than 1% of the Share Capital as on March 31, 2023:

Sl. No.	Folio No. / Client ID	Names of the Shareholders	Number of shares	Percentage of capital
1	21533706	Kareetem Traders Limited	10,05,000	19.61
2	22842614	Saatvik Goyal	6,40,600	12.50
3	22818373	Rakesh Goyal	3,10,640	6.06
4	22818381	Seema Goyal	1,51,560	2.96
5	22842462	Rakesh Goyal	1,43,110	2.79
6	00031669	Indersain Goyal	93,500	1.82
7	10488097	Bank of India	70,600	1.38

			Statutory Reports	
8	21776107	PR Shankar (HUF)	58,900	1.15
	Total		24,63,910	48.08

Global Depository Receipts (GDR) / American Depository Receipts (ADR) / Warrants or any Convertible instrument, conversion dates and likely impact on Equity: NIL

FINANCIAL CALENDAR 2022-23

Board Meeting for consideration of Accounts for the financial year ended March 31, 2023	MAY 29, 2023
Posting of Annual Reports	29 th August 2023
Book Closure Dates	September 13, 2023 to September 20, 2023
Date, time & Venue of the 44 th Annual General Meeting	September 20, 2023 at 10.00 AM through VC at the Registered Office of the Company

Address for Correspondence:

Investors can communicate at the following addresses:

Mr. K Suresh - Company Secretary	M/s. CAMEO Corporate Services limited
Tamilnadu Steel Tubes Limited Mercury Apartments, I Floor 65, Pantheon Road, Egmore CHENNAI - 600 008, Tamil Nadu Phone 044 - 2855 5653 / 2855 5733; Fax N: 044 - 2855 5643 E-mail: tnt.share@yahoo.in Website: www.tntpipes.com	Registrar & Transfer Agent Subramanian Building 1, Club House Road, Chennai-600002, Tamil Nadu Phone: 044-4002 0723 Email: cameo@cameoindia.com murali@cameoindia.com

MANAGING DIRECTOR'S DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT

To:
The Members
Tamilnadu Steel Tubes Limited

I hereby confirm that all the members of the Board and Senior Management have affirmed compliance with the Code of Conduct framed by the Company.

For and on behalf of the Board

Sd/-
BIVASHWA DAS
Managing Director

Place: Chennai

Date: 12.08.2023

MANAGING DIRECTOR / CFO CERTIFICATION

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Tamilnadu Steel Tubes Limited ("the Company") to the best of our knowledge and belief certify that:

- (a) We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2023 and that to the best of our knowledge and belief:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining Internal Controls for financial reporting and that we have evaluated the effectiveness of Internal Control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies

in the design or operation of such Internal Controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

- (d) We have indicated to the Auditors and the Audit Committee:
- i) Significant changes in the Internal Control over financial reporting during the year ended March 31, 2023
 - ii) Significant changes in accounting polices during the year ended March 31, 2023 and that the same have been disclosed in the notes to the Financial Statements, if any; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control System over financial reporting.

For and on behalf of the Board

Sd/-
M.T. ELUMALAI
DIN : 01278399

Sd/-
BIVASHWA DAS
DIN : 07352655

Place: Chennai
Date: 12.08.2023

Independent Auditors' Certificate on Compliance with the Corporate Governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. This certificate is issued in accordance with the terms of our agreement dated 12th August, 2023.
2. This report contains details of compliance of conditions of Corporate Governance by Tamil Nadu Steel Tubes Limited ('the Company') for the year ended March 31, 2023 as stipulated in Regulations 17-27, clause (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pursuant to the Listing Agreement of the Company with StockExchanges.

Management's Responsibility for compliance with the conditions of Listing Regulations.

3. The compliance with the terms and conditions contained in the Corporate Governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents.

Auditors' Responsibility

4. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended March 31, 2023
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

8. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For DPV & Associates
Chartered Accountants
Firm's Registration No: 011688S

CA Vaira Mutthu K
Partner
M. No.218791

Place: Chennai
Date: 12-Aug-2023

ANNEXURE - IX**Disclosures with respect to Employees' Stock Option Scheme, 2006 of the Company pursuant to Regulation 14 of the Securities and Exchange Board of India (share Based Employee Benefits) Regulations, 2014 as on March 31, 2023:**

- (A) Relevant disclosures in terms of the 'guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time. Members may refer to the audited financial statement prepared as per Ind-AS for the year 2022-23.
- (B) Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Ind-AS 33 (Earnings per Share). Diluted EPS for the year ended March 31, 2023 is Rs.1.10 per share calculated in accordance with Ind-AS 33 (Earnings per Share).
- (C) Details related to Employees' Stock Option Scheme, 2006 ("ESOS")
- (i) The description including terms and conditions of ESOS are summarized as under:

(a)	Date of shareholder's approval	NIL
(b)	Total number of options approved under ESOS:	NIL
(c)	Vesting requirement	NIL
(d)	Exercise Price or pricing formula	NIL
(e)	Maximum term of option granted	NIL
(f)	Source of shares (Primary, secondary or combination)	NIL
(g)	Variation in terms of options	NIL
(a)	Number of options outstanding at the beginning of year	NIL
(b)	Number of options granted during the year.	NIL
(c)	Number of options forfeited / lapsed during the year	NIL
(d)	Number of options vested during the year	NIL
(e)	Number of options exercised during the year	NIL
(f)	Number of shares arising as a result of exercise of options	NIL
(g)	Money realized by exercise of options (Rs.)	NIL
(h)	Loan repaid by the Trust during the year from exercise price received	NIL
(i)	Number of options outstanding at the end of the year	NIL
(j)	Number of options exercisable at the end of the year	NIL

- (iii) Employee wise details of options granted during the year:
- (a) Key managerial personnel and senior managerial personnel - Nil
 - (b) Any other employee who receives a grant in any one year of options amounting to 5% or more of options granted during that year - Nil
 - (c) Identified employees who were granted options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant - Nil

For and on behalf of the Board

Sd/-
M.T. ELUMALAI
DIN : 01278399

Sd/-
BIVASHWA DAS
DIN : 07352655

Place: Chennai
Date: 12.08.2023

The following table sets forth the breakup of the Company's expenses as part of the Revenue from operations (Net).

PARTICULARS	2022-23	% of Revenue from operations	2021-22	% of Revenue from operations
Net sales	92.06	99.31%	77.35	99.91%
Other operating revenue	0.64	0.69%	0.07	0.09%
Revenue from operations (net)	92.70	100.00	77.42	100.00
Cost of materials consumed	86.11	92.90%	71.22	91.99%
Changes in inventories of finished goods, work in progress and Stock in Trade.	(1.82)	-1.97%	(1.51)	-1.95%
Employee benefits expense.	4.25	4.59%	3.85	4.97%
Power and fuel	1.14	1.23%	0.97	1.25%
Freight and Forwarding expense.	0.30	0.33%	0.30	0.39%
Finance costs	0.52	0.56%	0.11	0.14%
Depreciation and amortization expense.	0.33	0.36%	0.25	0.32%
Other expenses (including Self Consumption of pipes)	1.49	1.61%	1.34	1.73%
	92.32	99.59%	76.54	98.86%
Profit before exception item and tax	0.38	0.41%	0.88	1.14%
Exceptional item	-	0.00%	-	0.00%
Profit before tax	0.38	0.41%	0.88	1.14%
Tax expenses / (write back)	(0.19)	-0.21%	0.36	0.46%
Profit for the year	0.57	0.62%	0.52	0.67%

During the Financial year 2022-23, the Company has recorded a Profit after tax of **Rs.0.57 Crore** as compared to **Rs.0.52 Crore** Profit in the Financial Year 2021-22.

Analysis of Standalone Financial (Break up Details)

1. Revenue from Operations (Net):

[Figures in Rs. Crores]

Particulars	2022-23	2021-22	Change	Change %
Steel Tubes (Black and GI pipes only)	92.06	77.35	14.71	19.02%

Revenue from operations (net) has increased as against last year.

2. Other Income:

[Figures in Rs. Crores]

Particulars	2022-23	2021-22	Change	Change %
Other income	0.64	0.07	0.57	814.29%

During the year, majority of other income represents Tax provisions written back, Lease Rent Received and Profit on sale of Fixed Assets and where as in last year it was mainly on account of interest and lease rentals.

3. Cost of Materials Consumed:

[Figures in Rs. Crores]

Particulars	2022-23	2021-22	Change	Change %
Cost of materials consumed	86.11	71.22	14.89	20.91%

Cost of materials consumed has increased due to increase in cost charged by the supplier of material.

4. Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade:

[Figures in Rs. Crores]

Particulars	2021-22	2020-21	Change	Change %
Changes in inventories of finished goods, work in progress and Stock in Trade.	(1.82)	(1.51)	0.31	20.53%

5. Employees Benefits Expenses:

[Figures in Rs. Crores]

Particulars	2022-23	2021-22	Change	Change %
Employee benefits expenses.	4.25	3.85	0.40	10.39%

6. Power and Fuel

[Figures in Rs. Crores]

Particulars	2022-23	2021-22	Change	Change %
Power and Fuel	1.14	0.97	0.17	17.53%

7. Freight and Forwarding Expenses:

[Figures in Rs. Crores]

Particulars	2022-23	2021-22	Change	Change %
Freight and Forwarding expense	0.30	0.30	0.00	0.00%

8. Finance Costs:

[Figures in Rs. Crores]

Particulars	2022-23	2021-22	Change	Change %
Interest expenses	0.52	0.11	0.41	372.73%

To provide the reason for such a big jump in finance cost

9. Depreciation and Amortization Expense:

[Figures in Rs. Crores]

Particulars	2022-23	2021-22	Change	Change %
Depreciation on tangible assets	0.33	0.25	0.08	32.00%

10. Other Expenses:

[Figures in Rs. Crores]

Particulars	2022-23	2021-22	Change	Change %
Rent	0.12	0.12	0.00	0.00%
Rates and Taxes	0.23	0.08	0.15	187.50%
Repairs	0.18	0.16	0.02	12.50%
Insurance	0.04	0.04	0.00	0.00%
Advertisement & Business Promotion	0.06	0.10	-0.04	-40.00%
Miscellaneous Expenses	0.11	0.09	0.02	22.23%

11. Tax Expenses

[Figures in Rs. Crores]

Particulars	2022-23	2021-22	Change	Change %
Tax expenses	-0.19	0.36	-0.55	-152.78%

12. Assets

[Figures in Rs. Crores]

Particulars	2022-23	2021-22	Change	Change %
Tangible assets	2.39	2.35	0.04	1.71%
Capital Work in progress	-	-	-	-
Total	2.39	2.35	0.04	1.71%

13. Loans and Advances:

[Figures in Rs. Crores]

Particulars	2022-23	2021-22	Change	Change %
Long-term loans and advances	0.46	0.64	-0.18	-28.13%
Short-term loans and advances	5.82	3.26	2.56	78.53%
Total	6.28	3.90	2.38	61.03%

14. Inventories:

[Figures in Rs. Crores]

Particulars	2022-23	2021-22	Change	Change %
Raw Materials	6.02	7.10	-1.08	-15.22%
Finished Goods	8.90	5.00	3.90	78.00%
Stores & Spare Parts	0.44	0.15	0.29	193.34%
Other Goods	0.08	0.06	0.02	33.34%
Total	15.44	12.31	3.13	25.43%

Inventory holding was seen consistent in comparison to previous years due to increase in operations.

15. Trade Receivables:

[Figures in Rs. Crores]

Particulars	2022-23	2021-22	Change	Change %
Trade receivables	13.54	13.49	0.05	0.37%

16. Cash and Bank Balances:

[Figures in Rs. Crores]

Particulars	2022-23	2021-22	Change	Change %
Cash and bank balances	0.06	0.09	-0.03	-33.3%

17. Trade Payables

[Figures in Rs. Crores]

Particulars	2022-23	2021-22	Change	Change %
Trade payables	2.06	1.15	0.91	79.13%

The jump in Trade payable is due to increase in Operation

18. Other Liabilities

[Figures in Rs. Crores]

Particulars	2022-23	2021-22	Change	Change %
Statutory dues	0.06	0.26	-0.20	-76.93%
Advance from customers	0.28	0.00	0.28	280.00%
Audit fees payables	0.04	0.02	0.02	100.00%
Total	0.38	0.28	0.10	35.72%

19. Cash Flow:

[Figures in Rs. Crores]

Particulars	2022-23	2021-22	Change	Change %
Net cash flow from operating activities	(1.61)	(4.01)	2.40	59.85%
Particulars	2022-23	2021-22	Change	Change %
Net cash used for investing activities	(0.29)	(0.84)	0.55	65.48%
Particulars	2022-23	2021-22	Change	Change %
Net cash used for financing activities	1.86	3.70	-1.84	-49.73%

RATIO ANALYSIS

1. Operating EBITDA Margin (%)

	2022-23	2021-22
Operating EBITDA Margin	1.33%	1.61%

2. Average Return on Capital Employed (%)

	2022-23	2021-22
Average Return on Capital Employed	4.97%	6.57%

3. Return on Net Worth (%)

	2022-23	2021-22
Return on Net worth	6.11%	5.98%

4. Current Ratio (Times)

	2022-23	2021-22
Current Ratio	3.26	3.62

5. Net worth per Share (Rs.)

	2022-23	2021-22
Net worth per share	18.05	17.01

6. Earnings per Share (Rs.)

	2022-23	2021-22
Basic Earnings per share	1.10	1.02

7. Fixed Assets Turnover (Times)

	2022-23	2021-22
Fixed Asset Turnover Ratio	38.59	33.37

INDEPENDENT AUDITORS' REPORT

To The Members of Tamil Nadu Steel Tubes Limited

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Tamil Nadu Steel Tubes Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2023 and the Profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the IND AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonable ness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in

accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid / provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule, 2014, as amended, in our opinion and to the best of our information and according to the explanation given to us:
- i) The company has disclosed the impact of pending litigation on its financial position in its standalone financial statement vide Note No.1.12
 - ii) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) No amounts were required to be transferred, to the Investor's Education and Protection Fund by the Company.
 - iv) a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("funding parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

d) The Company has not declared or paid any dividend during the year. Hence, we have no comments on the compliance with section 123 of the Companies Act, 2013.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DPV & Associates
Chartered Accountants
Firm's Registration No: 011688S

CA Vaira Mutthu K
Partner
M. No.218791

Place: Chennai
Date: 29-May-2023

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **TAMIL NADU STEEL TUBES LIMITED** of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Tamil Nadu Steel Tubes Limited** (“the Company”) as of 31st March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For DPV & Associates
Chartered Accountants
Firm's Registration No: 011688S**

Place: Chennai
Date: 29-May-2023

**CA Vaira Mutthu K
Partner
M.No.218791**

Annexure - B to the Independent Auditors' Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Tamil Nadu Steel Tubes Limited** of even date)

1. In respect of the Company's Property, Plant and Equipment and Tangible Assets:
 - (a) A) The company has maintained proper records showing full particulars including quantitative details and situation of Property, plant and equipment.

B) In respect of Intangible Assets, there were no Intangible Assets and hence reporting under this clause is not applicable.
 - (b) The company has physically verified the Plant & Equipment by the management once in the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as Property Plant Equipment in the financial statements, the lease agreements are in the name of the Company.
 - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-to-use assets) and intangible assets during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
2.
 - (a) In our opinion and according to information provided to us, the inventories have been physically verified during the year by the management and no material discrepancies were noticed during the physical verification.
 - (b) The company has been sanctioned with working capital limit of Rs.5 Crores in aggregate from banks or financial institutions on security of its current assets, and the monthly statements filed by the company with the bank is in agreement with the books of accounts of the Company.

3. The Company has not made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:
 - a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.
 - b) The Company has not made investments or granted loan during the year and hence reporting under this clause is not applicable.
 - c) In respect of loans and advances in the nature of loans, no schedule of repayment of principal and payment of interest has been stipulated and hence reporting under this clause is not applicable.
 - d) The Company has not granted loan during the year and hence reporting under this clause is not applicable.
 - e) The company has not granted loan during the year and hence reporting under this clause is not applicable.
 - f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and provisions guarantees and securities, as applicable.
5. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2023 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
6. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules prescribed by the Central Government under Section 148(1) of the Companies Act 2013, related to the manufacturing activities and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have, however, not made a detailed examination of the same.

7. According to the information and explanations given to us, in respect of statutory dues:

- a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of the Act	Nature of the Dues	Amount of Dispute (Rs. In Lakhs)	Period to which it relates	Dispute is pending before
Sales Tax / VAT	Duty Drawback	233.52	FY 2007 to FY 2014-15	AC (CT)
Income Tax Act, 1961	Income Tax - Sec 154	36.40	AY 2009-10	CIT Appeals
Income Tax Act, 1961	Income Tax - Sec 155	20.50	AY 2012-13	ITO
Income Tax Act, 1961	Income Tax - Sec 143(1)	83.16	AY 2021-22	ITO
JDGFT	Interest	44.84	FY 2010-11	Hon'ble High Court of Madras

8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

9. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has taken term loan during the year and was applied for the purpose for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have, prime facie, been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of

its subsidiaries.

- (f) The Company has not raised any loans during the year on pledge of its securities and hence reporting on clause 3(ix)(f) of the Order is not applicable.
10. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) hence reporting under clause 3(x)(a) of the order is not applicable to Company.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
11. (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) The Company has not received any whistle blower complaints during the year.
12. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
13. In our opinion and according to the information and explanations given to us, the company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. (a) In our opinion the Company has an adequate Internal audit system commensurate with the size and the nature of its business, however the enhancement of scope is recommended.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
15. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16. (a) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no ore investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
17. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

18. There has been no resignation of the Statutory Auditors of the Company during the year.
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. According to the information and explanations given to us, provisions of section 135 of the Companies Act 2013 are not applicable to the Company. Hence, reporting under clause 3(xx)(a) & 3(xx)(b) of the Order is not applicable.
21. According to the information and explanations given to us, reporting under clause 3(xxi) of the Order is not applicable as the Company is not a Holding Company.

For DPV & Associates
Chartered Accountants
Firm's Registration No: 0116885

CA Vaira Mutthu K
Partner
M. No.218791

Place: Chennai
Date: 29-May-2023

[INR in lakhs]

	Particulars	Notes	As at 31 st March 2023	As at 31 st March, 2022
	ASSETS			
A	Non-Current Assets			
	(a) Property, Plant and Equipment and Intangible assets			
	(i) Property, Plant and Equipment	2.1	238.59	231.83
	(b) Investment Property	2.2	3.55	3.55
	(c) Financial Assets			
	(i) Other Financial Assets	2.3	23.21	21.92
	(d) Other Non-Current Assets	2.4	25.14	19.88
	Total Non-Current Assets		290.49	277.18
B	Current Assets			
	a) Inventories	2.5	1,543.97	1,231.43
	b) Financial Assets			
	i) Trade Receivables	2.6	1,354.65	1,348.83
	ii) Cash and Cash Equivalents	2.7	5.72	9.20
	lii) Other financial assets	2.8	4.72	3.27
	c) Other Current Assets	2.9	59.02	58.48
	Total Current Assets		2,968.09	2,651.21
	Total Assets		3,258.58	2,928.39
	EQUITY AND LIABILITIES			
A	Equity			
	a) Equity Share Capital	3.1	512.48	512.48
	b) Other Equity	3.2	412.78	359.42
	Total Equity		925.26	871.90
B	Liabilities			
	(a) Non-Current Liabilities			
	i) Financial Liabilities			
	a) Borrowings	3.3	45.57	63.94
	b) Provisions	3.4	51.10	47.16
	- Other Financial Liabilities			
	ii) Deferred Tax Liabilities (Net)	3.5	6.73	12.47
	iii) Other non-current liabilities	3.6	1,320.00	1,199.76
	Total Non-Current Liabilities		1,423.40	1,323.34
	(b) Current Liabilities			
	a) Financial Liabilities			
	(i) Borrowings	3.7	582.03	325.66

(ii) Trade Payables	3.8		
a) Total outstanding dues of Micro enterprises and small enterprises; and		-	-
b) Total outstanding dues of creditors other than Micro enterprises and small enterprises		205.75	115.44
iii) Other Financial Liabilities	3.9	1.65	123.54
b) Other Current Liabilities	3.10	38.07	27.86
c) Provisions	3.11	82.41	140.64
Total Current Liabilities		909.92	733.14
Total Equity and Liabilities		3,258.58	2,928.39

The accompanying notes form an integral part of the financial statements (Note No.1)

As per our report of even date attached

For DPV & Associates
Chartered Accountants
FRN No: 011688S

For and on Behalf of the Board

CA Vaira Mutthu K
Partner
M.No.218791

BIVASHWA DAS
[Managing Director]
[DIN : 07352655]

M T ELUMALAI
[Director cum
Compliance officer]
[DIN: 01278399]

Place: Chennai
Date: May 29, 2023

N Sudharsan
[Director]
[DIN: 08562284]

Mrs.G.Chitra
[Chief Financial Officer]

Statement of Profit and Loss for the Year Ended
31st March, 2023

[INR in lakhs]

	Particulars	Notes	As at 31 st March 2023	As at 31 st March, 2022
I	Revenue from operations	4.1	9,206.46	7,735.44
II	Other Income	4.2	63.82	6.61
III	Total income (I+II)		9,270.29	7,742.05
IV	Expenses			
	Cost of Material Consumed	5.1	8,611.35	7,122.03
	Changes in Inventories of finished goods, Stock intrade and work-in-progress	5.2	(181.75)	(151.06)
	Employee Benefits Expense	5.3	424.84	385.42
	Finance Cost	5.4	51.91	11.35
	Depreciation and amortization Expense	5.5	32.75	25.23
	Other expenses	5.6	293.17	260.74
	Total expenses		9,232.27	7,653.69
V	Profit / (Loss) before exceptional items and tax		38.02	88.37
VI	Exceptional Items		-	-
VII	Profit / (Loss) before tax		38.02	88.37
VIII	Tax Expense:			
	(1) Current Tax		-	13.78
	(2) Deferred Tax		5.74	0.51
	(3) Tax of Earlier Years		12.81	21.96
IX	Profit (Loss) for the period from continuing operations		56.57	52.12
X	Profit (Loss) for the period from discontinued operations		-	-
XI	Profit (Loss) for the period		56.57	52.12
XII	Other Comprehensive Income		-	-
	(i) Items that will not be re-classified to profit or loss		(3.22)	-

XIII	Total Comprehensive Income for the period Comprising Profit (Loss) and other comprehensive Income for the Period (XI + XII)		53.36	52.12
XIV	Earnings per Share (in Rs.)			
	Equity shares of par value Rs. 10 each			
	(a) Basic		1.10	1.02
	(b) Diluted		1.10	1.02

The accompanying notes form an integral part of the financial statements (Note No.1)

As per our report of even date attached

For DPV & Associates
Chartered Accountants
FRN No: 011688S

For and on Behalf of the Board

CA Vaira Mutthu K
Partner
M.No.218791

BIVASHWA DAS
[Managing Director]
[DIN : 07352655]

M T ELUMALAI
[Director cum Compliance officer]
[DIN: 01278399]

Place: Chennai
Date: May 29, 2023

N Sudharsan
[Director]
[DIN: 08562284]

Mrs.G.Chitra
[Chief Financial Officer]

Cash flow Statement for the year ended 31st March 2023

[INR in lakhs]

Particulars	As at 31st March 2023	As at 31st March, 2022
Cash Flow from Operating Activities:		
Net Profit before Taxation	88.34	88.34
Add:		
Depreciation & Amortisation Expenses	32.75	25.23
Interest Paid	51.91	11.35
Other Comprehensive Income	(3.22)	-
Less:		
Interest Received	0.23	0.96
Net Gain / Loss on disposal of property, plant and equipment	5.51	-
Lease Rent Received	5.17	(4.87)
Cash Flow Before Working Capital Changes	108.54	119.11
Adjustment For:		
Changes in Inventories	(312.54)	(364.04)
[Increase]/decrease in Trade Receivables	(5.82)	(150.70)
[Increase]/decrease in Other Financial Assets	(1.29)	-
[Increase]/decrease in Other Non-current Assets	(5.26)	(3.62)
[Increase]/decrease in Other Current Assets	(2.00)	(5.64)
Increase/[decrease] in Provisions	3.94	-
Increase/[decrease] in Trade Payables	90.31	14.10
Increase/[decrease] in Other Current Liabilities	(160.90)	25.80
Increase/[decrease] in Other Non-Current Liabilities	120.24	-
Less:		
Tax Paid / Provision	12.81	(35.74)
Net Cash Flow from Operating Activities	(160.96)	(400.73)
Cash Flow from Investing Activities:		
Interest received	0.23	0.96
Sale of Fixed Assets	5.51	1.78
Purchase of Fixed Assets	(39.51)	(90.70)
Lease Rent Received	5.17	4.87
Net Cash Flow used in Investing Activities	(28.59)	(83.08)

Cash Flow from Financing Activities		
Proceed from Long Term Borrowings	(18.38)	63.94
Proceed from Short Term Borrowings	256.37	317.14
Interest Paid	(51.91)	(11.35)
	186.08	369.74
Net Increase / [Decrease] in Cash or Cash Equivalents		
Opening Balance as at 1st April 2022	9.20	123.27
Net Cash Flow during the year ended 31st March 2023	(3.48)	(114.07)
Closing Balance as at 31st March 2023	5.72	9.20

1. The cash flow statement has been prepared in accordance with the requirements of Indian Accounting standards issued by the Institute of Chartered Accountants of India.
2. Cash flows have been reported using the indirect method, whereby the net profit is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments, segregating between cash flows.
3. Significant cash and cash equivalent balances held by the enterprise are available for use by the Company.

As per our report of even date attached

For and on Behalf of the Board

For DPV & Associates
Chartered Accountants
FRN No: 011688S

CA Vaira Mutthu K
Partner
M.No.218791

Place: Chennai
Date: May 29, 2023

BIVASHWA DAS
[Managing Director]
[DIN : 07352655]

N Sudharsan
[Director]
[DIN: 08562284]

M T ELUMALAI
[Director cum Compliance
officer]
[DIN: 01278399]

Mrs.G.Chitra
[Chief Financial Officer]

NOTES TO THE FINANCIAL STATEMENT

As at and for the year ended March 31st, 2023

1. CORPORATE INFORMATION

TAMIL NADU STEEL TUBES LIMITED (the Company) is a Public Limited Company domiciled in India and incorporated under the provisions of the Companies Act 1956, Under **CIN: L27110TN1979PLC007887**. Its shares are listed on Stock Exchange in India. The Company is engaged in the manufacturing and selling a reputed Brand of Black Pipe (ERW Pipe) & G.I. Pipe. The Company caters to only domestic market.

BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES**1.1) Basis of Preparation of Financial Statements:**

These financial statements have been prepared in accordance with the Indian Accounting Standards (**hereinafter referred to as in 'Ind AS'**) as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting standard Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016

These financial statements for the year ended 31st March, 2023 are prepared under Ind AS. For all periods up to and including the year ended 31st March, 2017, the Company prepared its financial statements under historical cost convention in accordance with the generally accepted Accounting Principles in India and the provision of the Companies Act, 2013 read with Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) rules 2014, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation with recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under Companies Act, 1956 shall continue to apply in all the material aspects with the accounting standards notified under Section 211(3C) (Companies (Accounting Standards) Rules, 2016, as amended) and other relevant provisions of the Companies Act, 2013 immediately before adopting Ind AS. The financial statements for the year ended 31st March, 2017 and the opening Balance Sheet as at 1st April, 2016 have been restated in accordance with Ind AS for comparative information.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2016 being the 'date of transition to Ind AS'. All assets and liabilities have been classified as Current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities. These financial statements are prepared under the historical cost convention unless otherwise indicated.

1.2) Use of Estimates:

The preparation of financial statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reported period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

SIGNIFICANT ACCOUNTING POLICIES:

1.3) Inventories (Ind AS 2):

Raw materials are valued at FIFO method. Components, store and spares are valued at lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on a weighted average basis.

Net realizable value is estimated at selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

1.4) Property, Plant and Equipment (Ind AS 16):

Property, plant and equipment are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Gains or losses arising on retirement or disposal of property, plant and equipment are recognised in the Statement of Profit and Loss. Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

Depreciation is provided on a pro-rata basis on the straight-line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013.

Freehold land is not depreciable, hence no depreciation charged to statement of profit and loss.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Type of Assets	Period
Buildings	30 Years
Plant & Machinery	15 Years
Electrical Installation	10 Years
Furniture & Fittings	10 Years
Vehicles	8 Years
Office Equipment	5 Years
Computer & Peripherals	3 Years

1.5) Cash & Cash Equivalents:

Cash and cash equivalents are short-term (three months or less from the date of acquisition), highly liquid investments that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

1.6) Cash Flow Statement (Ind AS 7):

Cash flows are presented using indirect Method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents for the purpose of Cash flow statement.

1.7) Income Taxes (Ind AS 12):

Income tax expense comprises of current and deferred income tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent it relates to items recognize directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

1.8) Revenue Recognition (Ind AS 18):

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably. The Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as Goods and service tax etc.

Revenue from sale of products manufactured, sale of products traded and sale or supply of services is recognized when practically all obligations connected with the transaction risks and rights to the buyer have been fulfilled. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as GST etc.

Interest income is recognized using the effective interest rate (EIR) method.

Dividend income on investments is recognized when the right to receive dividend is established.

1.9) Employee Benefits (Ind AS 19):

Defined Contribution Plans:

Contributions to defined contribution schemes such as employees' state insurance, labour welfare fund, superannuation scheme, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees

Defined Benefit Plans:

In respect of Gratuity, the Company offers a non-contributory defined benefit plan to its Employees. The liability for the same, as at the year end, is provided for on the basis of Actuarial Valuation.

Liability for Leave Encashment is provided for as and when the entitlement is ascertained

1.10) Foreign Currency Transaction (Ind AS 21):

a) Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rates at the date at which the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate, if the average approximates the actual rate at the date of the transaction.

- b) Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss.
- c) Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on terms whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss respectively).

Nature of Payment	Amount in foreign currency	Exchange rate on transaction date	Amount paid in Indian Currency	Loss on Foreign exchange (Recognized in P&L a/c)
Nil	Nil	Nil	Nil	Nil

- d) Earning in Foreign Currency - NIL
- e) Expenditure in Foreign Currency - NIL
- f) Value of Imports (on C.I.F basis) - NIL

1.11 Impairment of Assets (Ind AS 36):

Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that a non-financial asset may be impaired. Indefinite life intangibles are subject to a review for impairment annually or more frequently if events or circumstances indicate that it is necessary.

If any indication of impairment exists, an estimate of the recoverable amount of the individual asset / cash generating unit is made. Asset / cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognizing the impairment loss as an expense in the statement of Profit or Loss.

1.12 Provision for Contingent Liabilities (Ind AS 37):

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Details of Contingent Liabilities are tabulated herewith:

S No	Name of the Act	Amount of Dispute (Rs. In Lakhs)	Period to which it relates
1	Sales Tax (Drawback)	233.52	FY 2007 to FY 2014-15
2	Income Tax Act, 1961	36.40	AY 2009-10
3	Income Tax Act, 1961	20.50	AY 2012-13
4	Income Tax Act, 1961	83.16	AY 2021-22
5	JDGFT	44.83	FY 2010-11

1.13) Segment Reporting (Ind AS 108):

The accounting policies adopted for the segment reporting are in line with the accounting policies stipulated. The Company primarily operates in single business segment which is Steel Tubes (Black, GI Pipes & Stainless-Steel Pipes), and accordingly there is no primary segments to be reported as per Accounting Standard 17 "Segment Reporting".

Client Individually accounted for more than 10% of Turnover of the Company.

Name of the Party	Rs. In Lakhs
Tonglit Autogistic Private Limited	1,780.24 (Nil)
Khandalwal Steel Tubes	2,050.96 (1,993.93)

1.14) Leases (Ind AS 116):

Leases in which a substantial portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments and receipts under such leases are recognized to the Statement of Profit and Loss on a straight-line basis over the term of the lease unless the lease payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases, in which case the same are recognized as an expense in line with the contractual term.

1.15) Non-Current assets held for Sale (Ind AS 105):

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all of the following criteria's are met:

- 1) Decision has been made to sell.
- 2) The assets are available for immediate sale in its present condition.
- 3) Decision has been made to sell.
- 4) Sale has been agreed or is expected to be conducted within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as held for sale are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortized.

1.16) Financial Instrument: (Ind AS 109):

Financial Assets:

Financial assets are recognized when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognized at fair value, in case of financial assets which are recognized at fair value through profit and loss (FVTPL), their transaction costs are recognized in the statement of profit and loss. In other cases, the transaction costs are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at

- amortized cost
- Fair value through profit and loss (FVTPL)
- Fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Trade Receivables and Loans:

Trade receivables are initially recognized at fair value. Subsequently, these assets are held at amortized cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Provision of Expected Credit Loss (ECL) as per Ind AS 109 has been considered in the books of accounts to the extent of 25% amounting to Rs.7.38 lakhs for the receivables outstanding for a period of more than six months.

Equity Instruments:

All investments in *equity* instruments classified under financial assets are initially measured at fair value; the Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. A fair value change on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognized in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss. The Company does not have any investments in equity instruments as on balance sheet date.

Derecognition:

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of Financial Asset:

Expected credit losses are recognized for all financial assets subsequent to initial recognition other than financials assets in FVTPL category. For financial assets other than trade receivables, as per Ind AS 109, the Company recognizes 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall. The impairment losses and reversals are recognised in Statement of Profit and Loss.

Financial Liabilities:

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest method.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss is measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

2. PROPERTY PLANT AND EQUIPMENT

[INR in lakhs]

PARTICULARS	LAND	BUILDING	PLANT & MACHINERY	OFFICE EQUIPMENT	ELECTRICAL INSTALLATION	FURNITURE & FITTINGS	VEHICLES	COMPUTER	TOTAL
Gross Block									
Balance as at 1st April 2022	21.56	8.17	144.99	7.79	11.74	0.46	191.98	5.80	392.49
Additions			24.10	0.54	0.44	-	13.56	0.87	39.51
Disposals			0.83	0.01		-	22.94		23.78
Balance as at 31 st March 2023	21.56	8.17	168.25	8.32	12.18	0.46	182.60	6.67	408.22
Accumulated Depreciation									
Balance as at 1st April 2022	-	2.88	59.31	6.36	7.04	0.17	80.94	3.96	160.66
Additions	-	0.15	10.02	0.63	0.63	0.01	19.95	1.13	32.75
Disposals			0.83	0.01			22.94		23.78
Balance as at 31 st March 2023	-	3.03	68.50	6.98	7.67	0.18	77.95	5.08	169.63
Net Block									
Balance as at 31 st March 2022	21.56	5.29	85.67	1.43	4.70	0.29	111.04	1.84	231.83
Balance as at 31 st March 2023	21.56	5.14	99.75	1.34	4.29	0.26	104.66	1.59	238.59

[INR in lakhs]

2.2 Investment Properties		31-Mar-23	31-Mar-22
Particulars			
Cost of the Asset			
	Opening Balance	3.55	3.55
	Additions	-	-
	Reclassification	-	-
	Total / Closing Balance	3.55	3.55
2.3 Other Financial Assets			
	(i) Security Deposit	-	4.44
	(ii) Bank deposits with more than 12 months maturity	4.56	-
	(iii) Others Deposits	18.65	17.48
	Total	23.21	21.92
2.4 Other Non-Current Asset			
	Income Tax Refund Receivables	25.14	19.88
	Total	25.14	19.88
2.5 Inventories			
	Finished goods	890.14	709.86
	Other goods	7.78	6.31
	Raw material	602.33	500.32
	Stores and Spares	43.71	14.94
	Total	1,543.97	1,231.43
2.6 Trade Receivables			
	Unsecured Considered good:		
	Receivables outstanding for less than 6 months	1,332.51	1,342.17
	Receivables outstanding for more than 6 months	22.15	6.67
	Total	1,354.65	1,348.83

Trade receivables ageing schedule for the year ended as on March 31, 2023 and March 31, 2022:

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2-3 years	More than 3 years	
Undisputed Trade receivables - Considered good	1,332.51	22.15	-	-	-	1,354.65
(Previous Year figures)	(1,342.17)	(2.37)	-	-	(4.29)	(1,348.83)
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-
Total Trade Receivables	1,332.51	22.15	-	-	-	1,354.65
(Previous Year figures)	(1,342.17)	(2.37)	-	-	(4.29)	(1,348.83)

[INR in lakhs]

2.7	Cash and Cash Equivalents	31-Mar-23	31-Mar-22 ¹
	Cash on hand	1.39	1.67
	Balance with Banks	4.33	7.53
	Total	5.72	9.20
2.8	Other Financial Assets		
	Security Deposit	4.49	-
	Staff Salary Advance	-	3.27
	Interest Accrued but not due	0.23	-
	Total	4.72	3.27
2.9	Other Current Assets		
	GST Input Credit & Cash Ledger Balance	12.58	1.63
	Advance to Creditors	28.29	49.72
	FY 2022 23 - TDS/TCS Receivables	6.96	4.46
	Cenvat Receivables	-	0.79
	Sales Tax Receivable	-	0.24
	Staff Salary Advance	5.48	-
	Other Advance	1.00	-
	Prepaid expenses	4.70	1.63
	Total	59.02	58.48

[INR in lakhs]

3.1. EQUITY SHARE CAPITAL	As at 31st March, 2023	As at 31st March, 2022
Authorised Capital		
1,14,00,000 Equity Shares of Rs.10 each	1,140.00	1,140.00
Issued, Subscribed and Fully paid-up Capital		
51,24,800 [Previous year 51,24,800] Equity Shares of Rs.10/- each fully paid up	512.48	512.48

	As at 31st March, 2023		As at 31st March, 2022		As at 31st March, 2021	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
a) Reconciliation of the number of shares						
EQUITY SHARES						
Balance as at the beginning of the year	51,24,800	512.48	51,24,800	512.48	51,24,800	512.48
Add: shares issued during the year	-	-	-	-	-	-
Balance as at the end of the year	51,24,800	512.48	51,24,800	512.48	51,24,800	512.48
b) Rights, preference and restrictions attached to shares						

Equity Shares - THE COMPANY HAS ISSUED ONLY ONE CLASS OF EQUITY SHARES HAVING A PAR VALUE OF RS.10 PER SHARE. EACH HOLDER OF EQUITY SHARE IS ENTITLED TO ONE VOTE PER SHARE. THE COMPANY DECLARES DIVIDEND IN INDIAN RUPEES. DIVIDEND WHEN PROPOSED BY THE BOARD OF DIRECTORS IS SUBJECT TO THE APPROVAL OF THE SHAREHOLDERS AT THE ANNUAL GENERAL MEETING, EXCEPT IN THE CASE OF INTERIM DIVIDEND, IF ANY.

Details of equity shares held by shareholders holding more than 5% shares in the Company

	As at 31st March, 2023		As at 31st March, 2022	
	Number of shares	% of holding	Number of shares	% of holding
Rakesh Goyal	310,640	6.06%	304,640	5.94%
Saatvik Goyal	640,600	12.50%	640,600	12.50%
Kareetam Traders Limited	10,05,000	19.61%	10,05,000	19.61%

Shareholding of Promoters as at 31st March 2023

Name of the Promoter	No. of Shares	% of Total shares [†]	% Change during the year
Rakesh Goyal (HUF)	1,43,110	2.79%	0.00
Rakesh Goyal	3,10,640	6.06%	0.12
Seema Goyal	1,51,560	2.96%	0.00
Sanjay Kumar Agarwal	6,000	0.12%	0.00
Dikcha Devi Agarwal	4,000	0.08%	0.00
Anita Agarwal	4,000	0.08%	0.00
Managalchand Khemka	3,000	0.05%	0.00
Nirmala Devi Khemka	5,000	0.10%	0.00
Puran Khemka	7,000	0.14%	0.00
Sawarmal	20,000	0.39%	0.00
Sukhvinder Singh	20,000	0.39%	0.00
Vivek Kumar Kajaria	8,400	0.16%	0.00
Kavitha Kajaria	7,700	0.15%	0.00
Sheo Kumar Kajaria	3,100	0.06%	0.00
Asha Rani Kajaria	4,000	0.08%	0.00

3.2) (a) Other Equity	Reserves and Surplus		Other Comprehensive Income - P/(L) Other Items of OCI	Total as on 31-03-2023
	Particulars	Capital Reserve		
Balance at the Beginning of the Current Reporting Period	31.78	327.64	-	359.42
Changes in accounting Policy/prior period errors	-	-	-	-
Add/(Less): Profit/(Loss) of Current Reporting period	-	56.57	-	56.57
Remeasurement of the net defined benefit liability	-	-	-3.22	(3.22)
Total Comprehensive Income for the year	-	-	-	-
Dividends	-	-	-	-
Transfer to Retained Earnings	-	-	-	-
Premium on Equity Shares issued during the year	-	-	-	-
Balance at the End of the Current Reporting Period	31.78	384.22	-3.22	412.78

3.2) (b) Other Equity	Reserves and Surplus		Other Comprehensive Income - P/(L)	Total as on 31-03-2022
	Particulars	Capital Reserve		
Balance at the Beginning of the Current Reporting Period	31.78	275.53	-	307.31
Changes in accounting Policy/prior period errors	-	-	-	-
Add/(Less): Profit/(Loss) of Current Reporting period	-	52.11	-	52.11
Total Comprehensive Income for the year	-	-	-	-
Dividends	-	-	-	-
Transfer to Retained Earnings	-	-	-	-
Premium on Equity Shares issued during the year	-	-	-	-
Balance at the End of the Current Reporting Period	31.78	327.64	-	359.42

[INR in lakhs]

3.3	Borrowings	As at 31st March, 2023	As at 31 st March, 2022
	Term Loans		
	Secured Loans - From Banks		-
	HDFC Bank Limited *	39.98	63.94
	HDFC Bank Limited #	5.59	
	Total	45.57	63.94

* Secured by Hypothecation of Mercedes-Benz

Secured by Hypothecation of Hyundai I20 Car

[INR in lakhs]

3.4	Provisions	As at 31st March, 2023	As at 31 st March, 2022
	Provisions for Employee benefits - Gratuity	51.10	47.16
	Total	51.10	47.16

Schedule of Deferred Tax for the Year Ended as at 31st March 2023

3.5 Deferred Tax			
Particulars		Rs. In Lakhs	Rs. In Lakhs
WDV as per Companies Act, 2013		217.03	
WDV as per Income Tax Act, 1961		191.15	
Timing Difference			25.88
Deferred Tax (Liability) / Assets			(6.73)
Deferred Tax Asset/(Liability) opening balance as at 01/4/22			12.47
Deferred Tax Asset/(Liability) opening balance as at 31/3/23			6.73
To be Added / (Deduct) with Opening DTA			(5.74)
3.6 Other Non-Current Liabilities		As at 31st March, 2023	As at 31st March, 2022
Advances:			
Earnest Money Deposit		1,320.00	1,199.76
Total		1,320.00	1,199.76

3.7 Borrowings		As at 31st March, 2023	As at 31 st March, 2022
Loan repayable on demand			
i) from Banks			-
- CUB CC (Secured by Stock & Land, factory building)		-	201.15
- CUB OD (Secured by Stock & Land, factory building) *		566.25	124.51
ii) Current Maturity on Long Term debt		15.78	-
Total		582.03	325.66

* Secured by Book Debts of Rs.912.07 lakhs, Inventory of Rs.200 lakhs and the industrial plot bearing No.'B-10' measuring about 3,23,510 Sq. Feet at Maraimalai Nagar New Town together with factory building constructed thereon comprised in survey no. 166 part, 167-part, 168 part at Keelakarani Village and survey no 360 part at Ninnakarai village, Chengalpattu District.

3.8 Trade Payables	As at 31 st March, 2023	As at 31 st March, 2022
Total outstanding dues of Micro enterprises and small enterprises; and	-	-
Total outstanding dues of creditors other than Micro enterprises and small enterprises	205.75	115.44
Total	205.75	115.44
Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management represents the principal amount payable to these enterprises. There are no interest due and outstanding as at the reporting date.		

Trade payables ageing schedule for the year ended as on March 31, 2023 and March 31, 2022:

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
MSME	-	-	-	-	-
Others	205.75	-	-	-	205.75
(Previous Year)	(115.44)	-	-	-	(115.44)
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
Total	205.75	-	-	-	205.75
(Previous Year)	(115.44)	-	-	-	(115.44)

3.9 Other Financial Liabilities	As at 31 st March, 2023	As at 31 st March, 2022
Others	1.65	123.54
Total	1.65	123.54

3.10 Other Current Liabilities	As at 31 st March, 2023	As at 31 st March, 2022
Advance from customers	28.29	-
Statutory dues	6.16	26.38
Audit fees payable	3.62	1.48
Total	38.07	27.86

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3.11	Provisions	As at 31st March, 2023	As at 31st March, 2022
	Provision for Employee benefits	69.32	65.00
	Other Provisions	13.10	61.86
	Provision for Tax	-	13.78
	Total	82.41	140.64
4.1	Revenue from Operations	As at 31 st March, 2023	As at 31 st March, 2022
	Sale of products	9,024.76	7,679.56
	Other operating revenue (Sale of scrap)	181.70	55.88
	Total	9,206.46	7,735.44
4.2	Other Income	As at 31 st March, 2023	As at 31 st March, 2022
	a) Interest on Fixed deposits	0.23	0.96
	b) Other Non-Operating Income		
	Rental Income	5.17	4.87
	Other Income (Written off)	2.00	-
	Provision Written back	50.91	-
	Profit on Sale of Fixed Assets	5.51	0.78
	Total	63.82	6.61
5.1	Cost of Materials Consumed	As at 31st March, 2023	As at 31 st March, 2022
	Raw Material:		
	Opening Stock of Raw Materials	500.32	292.69
	Add: Purchases of Raw Materials	8,251.63	6,910.80
	Less: Closing Stock	602.33	500.32
	Raw Material Consumed (a)	8,149.61	6,703.17
	Manufacturing Expenses:		
	Carriage Inward	271.20	224.98
	Pollution Control Expenses	0.02	2.18
	Consumption Of Stores	190.53	184.35
	Machinery Maintenance	-	7.35
	Total Manufacturing Expenses (b)	461.75	418.85
	Total Cost of Raw Materials Consumed (a+b)	8,611.35	7,122.03

5.2	Changes in Inventories of Finished goods, Stores & Spares	As at 31st March, 2023	As at 31st March, 2022
	Opening Inventories:		
	Finished Goods	709.86	560.50
	Stores & Spares	6.31	4.60
	Total	716.17	565.10
	Closing Inventories:		-
	Finished Goods	890.14	709.86
	Stores & Spares	7.78	6.31
	Total	897.92	716.17
	Change In Inventories	(181.75)	(151.06)
5.3	Employee Benefits	As at 31st March, 2023	As at 31st March, 2022
	Salary & Allowance	321.67	296.83
	Contribution to Provident Fund and other Funds	36.71	33.54
	Staff Welfare Expenses	6.92	4.71
	Payment to Contractors	9.38	-
	Other Allowances Paid	50.15	50.34
	Total	424.84	385.42
5.4	Finance Costs	As at 31st March, 2023	As at 31st March, 2022
	Interest paid to Bank	48.82	8.83
	Bank Charges	3.10	1.76
	Interest paid to Others	-	0.76
	Total	51.91	11.35
5.5	Depreciation and Amortization Expenses	As at 31st March, 2023	As at 31st March, 2022
	Depreciation	32.75	25.23
	Total	32.75	25.23
5.6	Other Expenses	As at 31st March, 2023	As at 31st March, 2022
	Auditors Remuneration		
	Statutory Audit Fee	2.75	1.25
	Other Services	1.00	2.10
	Advertisement / Business Promotion Expenses	5.96	9.84
	Bad Debts	-	0.32
	Director Remuneration	1.58	1.56
	Directors sitting fees	0.90	0.90
	Freight charges	29.73	29.55

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OTHER EXPENSES (Cont.)	As at 31st March, 2023	As at 31 st March, 2022
Insurance Expenses	3.54	4.08
License fees / Royalty	8.49	7.23
Power & Fuel	114.31	97.39
Printing and Stationery, Postage & Courier	5.14	4.28
Professional Charges	31.55	36.63
Provision for ECL (IND AS 109)	7.38	-
Rates & taxes	22.90	8.01
Rent	11.55	11.55
Repairs & Maintenance	18.07	16.27
Telephone expenses	1.62	1.62
Travelling & Conveyance expenses		
Foreign Travelling	1.15	-
Other than foreign travelling	12.36	9.10
Miscellaneous Expenditure	11.08	16.27
Total	293.17	260.74

Sub schedules forming part of Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2023

(INR in Lakhs)

Other Deposits	As at 31st March, 2023	As at 31 st March, 2022
Metro Water Deposit	0.50	0.50
Sales Tax Deposit	0.04	0.04
EB Meter Deposit	0.35	0.35
Electricity Deposit	15.15	13.98
Deposit - M.E.S	0.04	0.04
Deposit - Tamil Nadu Waste Management	0.10	0.10
Deposit - Sakthi Auto Service	0.50	0.50
Deposit - Security Deposits	0.75	0.75
Deposit - Telephone	0.74	0.74
Deposit - Gas	0.44	0.44
Export Inspection Agency (ISFTA)	0.05	0.05
Total	18.65	17.48

Income Tax Refund Receivables	As at 31st March, 2023	As at 31st March, 2022
Income Tax Refund receivables - FY 2013-14	5.00	5.11
Income Tax Refund receivables - FY 2017-18	6.04	6.04
Income Tax Refund receivables - FY 2018-19	2.49	2.49
Income Tax Refund receivables - FY 2019-20	1.94	-
Income Tax Refund receivables - FY 2020-21	3.68	-
Income Tax Refund receivables - FY 2021-22	5.99	-
Income Tax Refund receivables	-	6.25
Total	25.14	19.88
Cash and Bank Balance	As at 31st March, 2023	As at 31st March, 2022
City Union Bank	4.20	2.15
HDFC Bank Limited	-	0.69
Indian Bank	0.12	0.13
Fixed Deposits	-	4.56
Total	4.33	7.53
GST Credit Receivable	As at 31st March, 2023	As at 31st March, 2022
CGST Credit	6.28	0.82
SGST Credit	6.28	0.82
IGST Credit	0.03	-
Total	12.58	1.63
Other Financial Liabilities	As at 31st March, 2023	As at 31st March, 2022
Trade Deposit	-	2.00
Rental Advance Received	1.65	121.54
Total	1.65	123.54
Statutory Dues Payable	As at 31st March, 2023	As at 31st March, 2022
TDS Payable	2.04	2.77
TCS Payable	0.27	0.54
EPF Payable Employee	2.04	2.23
ESI Payable Employee	0.14	0.16
CGST Payable	0.21	9.62
SGST Payable	0.21	9.68
IGST Payable	1.24	1.39

Total	6.16	26.38
Provision for Employee Benefits	As at 31st March, 2023	As at 31st March, 2022
Liability for Expenses EPF, EPS, Admin Charges EDLI	2.22	2.41
Liability for Expenses ESI employer Contribution	0.60	0.69
Liability for Salaries and Allowance Payable	22.39	24.66
Managing Director Remuneration payable	0.12	0.24
Gratuity Payable	7.00	-
Bonus Payable	37.00	37.00
Total	69.32	65.00
Other Provisions	As at 31st March, 2023	As at 31st March, 2022
Provision for Electricity - Factory	9.43	9.66
Other Provisions	2.80	2.80
Rent Payable	0.87	-
DGFT due payable	-	49.41
Total	13.10	61.86
Other Allowances	As at 31st March, 2023	As at 31st March, 2022
Leave Salary	18.80	18.61
Bonus	18.80	18.61
Gratuity Expenses	12.55	13.33
Total	50.15	50.34
Repairs & Maintenance	As at 31st March, 2023	As at 31st March, 2022
AMC Charges	2.88	2.35
Office Maintenance	6.32	8.57
Vehicle Maintenance	3.83	2.00
Repairs & Maintenance	5.04	3.36
Total	18.07	16.27
Miscellaneous Expenditure	As at 31st March, 2023	As at 31st March, 2022
Membership Fee and Subscription	1.85	1.51
Donation	0.79	2.00
Water Charges	0.34	0.81
Pooja Expenses	1.11	-
Filing / Secretarial Expenses	1.73	-
Write off Expenses	1.04	-

Others	4.22	4.78
Total	11.08	9.10

Note: 6 Related Party transaction disclosure: (Ind AS 24)

Relationship Chart - April 1, 2022 to March 31, 2023

S.No	Name of the Related Party	Relationship
1	Biswasva Das	Managing Director
2	Narasimhan Sudarsan	Director
3	MT Elumalai	Director
4	Ram Ashish Singh	Director
5	G. Chitra	Chief Financial Officer
6	C. Muruganandam*	Company Secretary

*Company Secretary has resigned on 28th Feb 2023

Related Party transactions for the period April 1, 2022 to March 31, 2023

(Rs.in Lakhs)

Name of the Related Party	Remuneration	Professional Charges	Rental Income	Total Payable
N Sudarsan	(3.33)	3.08 (-)	-	-
M T Elumalai	(4.01)	3.35 (-)	-	0.28 (0.22)
Biswasva Das	2.99 (-)	-	-	-
C.Muruganandam	4.54 (4.65)	-	-	-
G.Chitra	2.32 (2.73)	-	-	-
Ram Ashish Singh	-	4.84 (-)	-	0.35 (0.35)

Note: 7 Earning Per Share and Diluted Earnings Per Share: (Ind AS 33)

The Basic earning per equity share is computed by dividing the net profit or loss for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the reported period. The number of shares used in computed diluted earnings per share and also the weighted average number of shares considered for deriving basic earnings per share which may be issued on the conversion of all dilutive potential shares, unless the results would be anti-dilutive.

The following is a reconciliation of equity shares used in the computation of basic and diluted earnings per equity share:

Particulars	2022-23	2021-22
Opening No. of Shares	51,24,800	51,24,800
Closing No. of Shares	51,24,800	51,24,800
Profit after Tax (Rs.in lakhs)	56.57	52.12
Earnings Per Share (Rs.)	1.10	1.02
Diluted Earnings Per Share (Rs.)	1.10	1.02

Note 8: Disclosures required by the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 are as under *

- (a) The principal amount remaining unpaid at the end of the year - Nil
- (b) The delayed payments of principal amount paid beyond the appointed - Nil
- (c) Interest actually paid under Section 16 of MSMED Act - Nil
- (d) Normal Interest due and payable during the year, for all the delayed payments, as per agreed terms - Nil
- (e) Total interest accrued during the year and remaining unpaid - Nil

* This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

Note 9:

In compliance with notification issued by Government of India (MCA) on amended format of Schedule III vide its order dated 24th March 2021, the figures appearing in financial statements have been rounded off to the nearest lakhs (for both current and previous reporting periods).

Note 10:

Previous year's figures have been re-classified / re-grouped as found where ever necessary.

Note 11: Statement of Significant Ratios for the year ended 31st March, 2023

Particulars	Numerator/Denominator	31 March 2023	31 March 2022	Change	Change
(a) Current Ratio (in times)	<u>Current Assets</u>	3.26	3.62	-9.80%	
	Current Liabilities				
(b) Debt-Equity Ratio (in times)	<u>Debts</u>	0.68	0.45	51.80%	Change is due to increase in borrowings
	Equity				
(c) Debt Service Coverage Ratio (in times)	<u>Earnings available for Debt Service</u>	9.39	46.09	79.62%	Change is due to increase in number of repayment instalments during the current year.
	Interest + Instalments				
(d) Return on Equity Ratio (in percentage)	<u>Profit after Tax</u>	6.11%	5.98%	0.14%	
	Net Worth				
(e) Inventory turnover ratio (in times)	<u>Average Inventories</u>	0.16	0.18	-6.81%	
	Cost of goods sold				
(f) Trade Receivables turnover ratio (in times)	<u>Total Turnover</u>	6.81	5.73	18.76%	
	Average Account Receivable				
(g) Trade payables turnover ratio (in times)	<u>Total Purchases</u>	51.38	59.86	14.17%	
	Average Account Payable				
(h) Net capital turnover ratio (in times)	<u>Total Turnover</u>	4.47	4.03	10.92%	
	Net Working Capital				
(i) Net profit ratio (in percentage)	<u>Net Profit</u>	0.61%	0.67%	-0.06%	
	Total Turnover				
(j) Return on Capital employed (in percentage)	<u>Earning Before Interest and Taxes</u>	5.57%	7.63%	-2.06%	
	Capital Employed				
(k) Return on investment (in percentage)	<u>Net Profit</u>	1.74%	1.78%	-0.04%	
	Total Investment				

Additional Regulatory Information Required under Division II to Schedule III of the Companies Act 2013

S No	Disclosure requirement as per Amended Schedule III	Remarks for Non-Disclosure (If any)
1	Title deeds of Immovable Property not held in name of the Company	The Title deeds of the Immovable Property are held in the name of the Company
2	Revaluation of Property, Plant & Equipment	The Company has not revalued any of Property, Plant & Equipment, hence disclosure under this clause is not applicable
3	Revaluation of Intangible Assets	The Company doesn't have any Intangible Assets, hence disclosure under this clause is not applicable
4	Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties	The Company doesn't have any Advances in the nature of Loans, hence disclosure under this clause is not applicable
5	Capital-Work-in Progress (CWIP)	NIL
6	Intangible assets under development	NIL
7	Details of Benami Property held	The Company has no Benami Property held in its name, hence disclosure under this clause is not applicable
8	Borrowings from banks or financial institutions on the basis of security of current assets	The statement of current assets filed by the company with the banks are in agreement with the books of accounts
9	Wilful Defaulter	The Company has not been declared as willful defaulter by any bank or financial Institution or other lender, hence disclosure under this clause is not applicable
10	Relationship with Struck off Companies	The Company has no Transactions with Struck off Companies, hence no disclosure under this clause is applicable.
11	Registration of charges or satisfaction with Registrar of Companies (ROC)	There were no charges which were not registered / satisfied with Register of Companies
12	Compliance with number of layers of companies	The Company has no subsidiary/ associate or Joint Venture, hence disclosure under this clause is not applicable.
13	Analytical Ratios	Refer Note No 11
14	Compliance with approved Scheme(s) of Arrangements	No Scheme of arrangements have been approved or pending for approval by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013
15	Utilisation of Borrowed funds and share premium	(a) No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested from borrowed funds or share premium or any other sources or kind of funds by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether

S No	Disclosure requirement as per Amended Schedule III	Remarks for Non-Disclosure (If any)
		recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; (b) No funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
16	Undisclosed Income	NIL
17	Corporate Social Responsibility (CSR)	The Company has not required to Contribute under Provisions of u/s 135 (CSR) of the Companies Act 2013, Hence disclosure under this clause is not applicable.
18	Details of Crypto Currency or Virtual Currency	The Company has not Traded or invested in crypto currency or virtual currency, hence disclosure under this clause is not applicable

As per our report of even date attached

For and on Behalf of the Board

For DPV & Associates
Chartered Accountants
FRN No: 011688S

CA Vaira Mutthu K
Partner
M.No.218791

Place: Chennai
Date: May 29, 2023

BIVASHWA DAS

[Managing Director]
[DIN : 07352655]

N Sudharsan
[Director]
[DIN: 08562284]

M T ELUMALAI

[Director cum
Compliance officer]
[DIN: 01278399]

Mrs.G.Chitra
[Chief Financial
Officer]

TAMILNADU STEEL TUBES LTD.

CIN: L27110TN1979PLC007887

Regd. Office: Mercury Apts., 1st Floor, No. 65, Pantheon Road, Egmore, Chennai-600 008, TN
Phones: 2855 5653 / 2855 5673; Fax: 091-044-2855 5643

E-mail: purchase@tnt.pipe.com / tnt.share@yahoo.in

Website: www.tntpipes.com

Dear Shareholder,

RE: Green Initiative in Corporate: Go Paperless

The Ministry of Corporate Affairs ('Ministry') has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. In accordance with the Circulars bearing No.17/2011 dated 21.04.2011 issued by the Ministry, companies can now send various notices/documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report etc.) to their shareholders through electronic mode, to the registered e-mail addresses of the shareholders.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow public at large to contribute towards a greener environment.

This is also a golden opportunity for every shareholder of Tamilnadu Steel Tubes Limited (the Company) to contribute to the Corporate Social Responsibility initiative of the Company. All you have to do is to register your e-mail id with the Company to receive communication through electronic mode.

Advantages of registering for E-communication:

Receive communication promptly. Reduce paper consumption and save trees. Eliminate wastage of paper. Avoid loss of document in postal transit. Save costs on paper and postage.

We therefore, invite you to contribute to the cause by filling up the form given along with for registering your e-mail ID and send it back to us.

Kindly note that you still wish to get a hard copy/physical copy of all the communications, the Company undertakes to provide the same at no extra cost to you. In case you desire to receive the above-mentioned documents in physical form, you are requested to send an e-mail to tnt.share@yahoo.in or send a letter to the address as mentioned above.

Registration / Updating of E-Mail IDs and Bank Details

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

Those Members, who have changed their e-mail ID, are requested to register their new e-mail ID with the Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to maintain Bank details of its members for the purpose of payment of Dividends etc. Members are requested to register / update their bank details with the Company in case shares are held in physical form and with their depository Participants as well as the Company where shares are held in dematerialized mode, to enable expeditious credit of the dividend to their bank accounts electronically through ACH.

For TAMILNADU STEEL TUBES
LIMITED

Sd/-
BIVASHWA DAS
Managing Director

E-COMMUNICATION REGISTRATION FORM

To

M/s Tamilnadu Steel Tubes Ltd.

Mercury Apartments, 1st Floor,

No.65, Pantheon Road,

Egmore,

CHENNAI -600 008

Dear Sir / Madam,

RE: Green Initiative in Corporate Governance

I agree to receive all communication from the Company in electronic mode. Please register my e-mail id in your records for sending communication through e-mail.

Folio No. / DP ID & Client ID :

Name of the 1st Registered Holder: _____

Name of the Joint Holder (s): _____

Registered Address: _____

e-mail ID: _____

Signature of the First Holder



TAMILNADU STEEL TUBES LIMITED

Symbol for superior quality for Black and GI pipes since 1979

SHREE I JUPITER I SUPER I STAR I VICTOR I
SUPERGOLD



Registered Office: Mercury Apartment, 1st Floor, No. 65,
Pantheon Road, Egmore, Chennai - 600 008

Call: 044 2855 5653, 2855 5673

E- mail: sales@tntpipes.com / contact@tntpipes.com

Works: Plot B-10, Industrial Complex, Maraimalai
Nagar - 603 209, Kancheepuram District

Phone: 044 2745 2233

www.tntpipes.com