

TUMUS ELECTRIC CORPORATION LTD.

CIN-L31300MP1973PLC001186

Corp Office: 1207-A, P J Towers, Dalal Street, Fort, Mumbai - 400 001, India
Tel: 022-22721981, Email: compliance.tumus@gmail.com

02nd February, 2016

To,
Corporate Relations Department
BSE Limited
P.J. Towers,
Dalal Street, Fort,
Mumbai – 400 001

Ref: Tumus Electric Corporation Limited (Scrip ID/Code: TUMUSEL/504273)

Dear Sir/Madam,

Subject: Postal Ballot Intimation

This is to inform to you that pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of Companies (Management and Administration) Rules, 2014, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force, the Board of Directors of the Company sought approval of members for preferential issue of equity shares to promoters and shifting of Registered Office from the State of Madhya Pradesh to Mumbai, Mumbai, State of Maharashtra through Postal Ballot including voting by electronic means.

The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to all its Members. Ms. Sonam Jain, Practicing Company Secretary (ACS No.: 31862 CP No.: 12402) has been appointed as the Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.

In this Connection, we attach herewith 3 copies the following

1. Postal Ballot Notice along with explanatory statement
2. Postal Ballot Form

Kindly note that the Postal Ballot Notice along with Postal Ballot Forms is sent to all the shareholders holding shares in Physical form or in Dematerialized form, as on the cut-off date i.e. 22nd January, 2016.

The results of voting by Postal Ballot will be announced on Tuesday, March 08, 2016 at the Corporate Office of the Company.

This is for your information and for dissemination to the general public at large.

Please acknowledge the receipt of the same.

Thanking you

For Tumus Electric Corporation Limited

Manish
Manish Mourya
Company Secretary



Encl: A.A.

Regd Office: Rani Baug, P B Chorhata, Reva, M.P. - 486001, India. Tel: 07662-320369

TUMUS ELECTRIC CORPORATION LIMITED

(CIN- L31300MP1973PLC001186)

Regd. Office: P.O-Chorhata, Rewa, Dist-Rewa, Rewa, Madhya Pradesh- 486 006.

Corporate Office: 1207/A, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001.

Tel No. 022-2272 0000, Fax No. 022-2272 2451

Email id: compliance.tumus@gmail.com Website: www.tumuselectric.com

Postal Ballot Notice

To,
The Shareholders,

[Notice pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Companies (Management and Administration) Rules, 2014 (“Rules”) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force, for seeking the consent of the Members of Tumus Electric Corporation Limited (“the Company”) and to pass a Special Resolutions for allotment of equity shares on a preferential basis to Promoters & Promoter Group and for shifting of Registered Office from the State of Madhya Pradesh to the State of Maharashtra.

The proposed Resolutions and Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, stating the material facts and the reasons thereof, are appended. The Postal Ballot Form is enclosed for your consideration.

In accordance with Regulation 44(1) of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto), the Company is pleased to provide electronic voting (“e-voting”) facility as an alternative to its Shareholders to enable them to cast their votes electronically instead of casting the vote using physical Postal Ballot Forms. Members desiring to opt for e-voting are requested to read the instructions given in the Notes of Postal Ballot Notice under the heading ‘Voting through electronic means’.

Members, who opt to vote physically using Postal Ballot Forms or do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form.

The Board of Directors of the Company has appointed Ms. Sonam Jain, Company Secretary (ACS No.: 31862 CP No.: 12402), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In the event the draft Resolutions, as set out in this notice, are assented to by the requisite majority by means of Postal Ballot or E-voting (whichever method the Shareholder opts for), then the said draft Resolutions shall be deemed to have been passed as Special Business at an Extraordinary General Meeting. The date of the announcement of result of Postal Ballot/E-voting shall be considered as the date of passing of the said Resolutions.

Members are requested to read carefully and follow the instructions printed on the enclosed Postal Ballot Form and return the Form, duly completed and signed, in the attached Postage-prepaid self-addressed envelope so as to reach the Scrutinizer on or before 5.00 P.M. on Saturday, 05th March, 2016.

Responses received by the Scrutinizer after the above date will be strictly treated as if no response has been received from the Member(s), in terms of the Postal Ballot Rules.

The Scrutinizer will submit her report to the Chairman or any Director or Company Secretary of the Company, after completion of the scrutiny of physical Postal Ballot Forms / e-voting, and the result of the Postal Ballot will be announced at 11.00 A.M. on Tuesday, 08th March, 2016, at the Corporate Office of the Company at 1207/A, P.J. Towers, Dalal Street, Fort, Mumbai-400 001 and shall thereafter be published in newspapers. The result of the Postal Ballot shall also be displayed at the Registered / Corporate Office of the Company and hosted on the Company’s website i.e. www.tumuselectric.com, besides being communicated to the Stock Exchange where the securities of the Company are listed. The Resolutions, if approved, will be taken as effectively passed on the date of declaration of Results.

Members requiring any clarifications on e-voting may contact Central Depository Services (India) Limited on Toll-free number 1800 200 5533 or by email at helpdesk.evoting@cdslindia.com

Item No. 1 - Issue of Equity Shares on preferential Basis

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

“**RESOLVED THAT** in accordance with the provisions of Section 42, Section 62 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), and the enabling provisions in the Memorandum and Articles of Association of the Company, the Listing Regulations to be entered into by the Company with the Stock Exchange(s) and in accordance

with any other applicable law or regulations, in India and subject to the Regulations / Guidelines, if any, prescribed by Securities and Exchange Board of India (SEBI) including SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) and SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended from time to time, and by all other concerned and relevant authorities from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions of the Government of India, SEBI and all other appropriate authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions as deemed fit, the consent, authority, the approval of the Members of the Company be and is hereby accorded to offer, issue and allot on a preferential basis up to 1,34,500 (One Lac Thirty Four Thousand Five Hundred) Equity Shares of Rs.10/- each at par in accordance with the Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, to Promoters and Promoter Group of the Company on such terms and conditions as may be deemed appropriate by the Board (hereinafter called the “Board” which term shall be deemed to include the Committee of the Board of Directors) in its absolute discretion and wherever necessary, in consultation with Advisor(s) and / or such other person(s), but without requiring any further approval or consent from the shareholders and also subject to the applicable laws, rules, regulations and guidelines prevailing in this regard:

Sr. No.	Name of the proposed Allottee	Nature of persons who are ultimate beneficial owner	No of equity shares to be allotted	Category: Promoter / Non-Promoter	Allottee is : QIB/MF/FI/Trust/Banks
1.	Uttam Bharat Bagri (PAN-AAEPB6014D)	Individual	1,34,500	Promoter	Not Applicable
	TOTAL		1,34,500		

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of preferential basis would be 05th February, 2016, (06th February, 2016 and 7th February, 2016, being Weekend/holiday, the day preceding the holiday has been reckoned as relevant date as per Regulation 71 of SEBI ICDR Regulations) being the date 30 days prior to the date of passing of this Resolutions.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in terms of this Resolutions shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and shall be subject to the Memorandum of Association and Articles of Association of the Company and shall be subject to lock-in as provided under the provisions of Chapter VII of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of receipt of shareholders’ approval or in the event the allotment of Equity Shares require any approval(s) or permission(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s) or permission(s), as the case may be.

RESOLVED FURTHER THAT the Board and / or Managing Director and Chief Executive Officer and / or Company Secretary & Compliance Officer and / or Chief Financial Officer be and is hereby authorized to enter into and execute all such agreements and arrangements with any Depository(ies), Custodian(s) and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate all such agencies by way of fees, reimbursement of expenses or the like, and also to seek the listing of the Equity Shares in one or more Stock Exchange(s), in India, as the case may be and to settle any questions, difficulties, doubts that may arise in regard to the Preferential Allotment, issue and allotment of Equity Shares and utilization of issue proceeds as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to allot such number of equity shares as may be required to be issued and allotted in accordance with the terms of the offer.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate any or all the powers conferred upon it by this Resolutions, to any Committee thereof or to any individual authorized by the Board in such manner as they may deem fit in their absolute discretion.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all such acts, deeds, things and matter and to take all such steps as may be necessary, proper or expedient to give effect to this Resolutions.”

Item No. 2 Shifting of Registered Office of the Company from Rewa, State of Madhya Pradesh to Mumbai, State of Maharashtra.

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

“**RESOLVED THAT** pursuant to provisions of Sections 12, 13 and other applicable provisions and relevant Rules applicable, if any, of the Companies Act, 2013 and subject to approval of the Central Government / any other authority as may be prescribed from time to time and subject to such permission(s), sanction(s) or approval(s) as may be required under the provisions of the said Act or under any other Law for the time being in force or any statutory modification(s) or amendment(s) thereof, the consent of the Shareholders be and is hereby accorded for shifting of Registered Office of the Company from the State of Madhya Pradesh to the State of Maharashtra and that Clause II of the Memorandum of Association of the Company be substituted by the following Clause:

II. The Registered Office of the Company will be situated in the State of Maharashtra Mumbai i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai”.

RESOLVED FURTHER THAT upon the aforesaid Resolutions becoming effective, the Registered Office of the Company be shifted from P.O. Chorhata, Rewa, Dist-Rewa, Madhya Pradesh-486 006 to Mumbai, Maharashtra.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolutions, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolutions) or any officer so authorized by the Board, be and is hereby authorized to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/petitions, issue notice(s), advertisements, obtain orders of shifting of registered office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

**By Order of the Board
For Tumus Electric Corporation Limited**

**Place: Mumbai
Date: January 12, 2016**

**Manish Mourya
Company Secretary
(ACS-24983)**

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of the Special Resolutions is annexed hereto. .
2. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Corporate Office of the Company between 10:00 a.m. to 12:00 noon on all working days of the Company from the date hereof up to 05th March, 2016.
3. In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by Postal Ballot & E- voting.
4. Ms. Sonam Jain, Practicing Company Secretary (ACS No. 31862, CP No.: 12402), as the Scrutinizer for conducting the Postal Ballot / E-voting in accordance with the law in a fair and transparent manner.
5. The Company has engaged Central Depository Services (India) Limited (“CDSL”) to offer E-voting facility to all its members to enable them to cast their votes electronically. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the close of working hours on Friday, 22nd January, 2016 i.e. “the cut-off date”. Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for members. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company/ Depositories and to other shareholders by Registered Post/Courier.
6. The Postal Ballot form together with the self-addressed business reply envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed, signifying your assent/dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before 05:00 P.M. (IST) on 05th March, 2016.
7. The shareholders are requested to exercise their voting rights by using the attached original Postal Ballot form only.
8. Member desiring to exercise their vote by using E-voting facility should carefully follow the instructions for e-voting printed in this notice. A member can log in any number of times till the votes are casted on all the Resolutions or till the end of the Voting Period whichever is earlier.
9. Members have an option to request for physical copy of the Postal Ballot form from Company’s Registrar and Transfer Agent viz. M/s. Purva Sharegistry (India) Private Limited. Request can be sent through an e-mail to busicomp@gmail.com by mentioning their Folio/DP Id and Client Id No. However, the duly completed Ballot Forms should reach the scrutinizer not later than 05:00 P.M. (IST) on 05th March, 2016. Postal Ballot forms received after this date will be strictly treated as if the reply from the members has not been received.
10. The Scrutinizer will submit her report of the votes polled through Postal Ballot / E-voting, to the Chairman or any Director or Company Secretary. The Chairman will, or in his absence, any Director or Company Secretary will announce the results of Voting by Postal Ballot on at 11.00 A.M. (IST) on Tuesday, 08th March, 2016 and the Resolutions will be taken as passed effectively on the date of announcement of the results by Chairman or Director or Company Secretary as the case may be. The Scrutinizer’s decision on the validity of the votes cast through Postal Ballot/ E-voting shall be final. The Results of the Postal Ballot/ E-voting will be displayed at the Corporate Office, hosted on the Website of the Company i.e. on www.tumuselectric.com and intimated to the Stock Exchange on which the shares of the Company are listed.

11. A copy of pricing certificate and compliance certificate dated 12th January, 2016 issued by M/s. Bhatler & Co., Chartered Accountants shall be open for inspection at the Corporate Office of the Company during 10.00 A.M. to 12.00 noon on all working days upto the date of declaration of the results of the Postal Ballot/ E-voting and also posted on the website of the Company at www.tumuselectric.com

12. Voting through electronic means:

The Company has entered into an arrangement with Central Depository (India) Limited (CDSL) for facilitating e-voting. The instructions for e-voting are as under:

- (i) The voting period begins on Friday, 05th February, 2016 at 9.00 A.M. (IST) and ends on Saturday, 05th March, 2016 at 05:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd January, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on Shareholders Tab.
- (iv) Now, select "Tumus Electric Corporation Limited" from the drop down menu and click on "SUBMIT";
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID;
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company. Next enter the Image Verification as displayed and Click on Login
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing password is to be used.
- (vii) If you are a first time user, follow the steps given below and fill the appropriate boxes:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (in capital) (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR DOB	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant 'Tumus Electric Corporation Limited' on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTIONS DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolutions and option NO implies that you dissent to the Resolutions.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions details.
- (xiv) After selecting the Resolutions you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the Resolutions, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolutions and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- Please follow all steps from sl.no (i) to sl.no (xviii) above to cast vote.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

Item No. 1 Issue of Equity Shares on Preferential Basis

As per Section 62 and Section 42 of the Companies Act, 2013, approval of shareholders through Postal Ballot is required for allotment of Equity Shares on preferential basis and hence, the Resolutions is placed before the shareholders.

The required disclosure as per 73(1) of SEBI ICDR Regulations regarding Proposed issue is as under:-

1) Objects of this Issue: The object of the issue is to meet general corporate expenditure and for funding of working capital requirement of the existing business.

2) Intention/Proposal of Promoters /Directors /Key Management Persons to subscribe to the offer :

Mr. Uttam Bharat Bagri (having PAN- AAEPB6014D) forming part of Promoter & Promoter Group of the Company intend to subscribe 1,34,500 (One Lac Thirty Four thousand five hundred) Equity Shares of Rs. 10/- each in the proposed preferential issue. Apart from the above, no other Promoter, Director, Key Management Personnel intends to subscribe to any equity share in the proposed preferential issue.

3) Shareholding pattern before and after the issue:-

The shareholding pattern before and after completion of the proposed preferential issue would be as under:-

Sr. No.	Category	Pre – issue		Post issue	
		No. of shares	% of Capital	No. of shares	% of Capital
A	Promoters Holding				
1	Indian Promoters	573340	58.91	707840	63.90
	Foreign Promoters	0.00	0.00	0.00	0.00
2	Persons Acting in Concert	0.00	0.00	0.00	0.00
	Sub-Total	573340	58.91	707840	63.90
B	Non-Promoter Holding				
1	Institutional investors				
	Mutual Funds	0.00	0.00	0.00	0.00
	Banks, FIs, Insurance companies	200	0.02	200	0.02
	NRIS/OCBs	0.00	0.00	0.00	0.00
	FIs	0.00	0.00	0.00	0.00
	Sub-Total	200	0.02	200	0.02
2	Others				
	Private Body Corporates	123016	12.64	123016	11.10
	Indian Public	276719	28.43	276719	24.98
	Clearing Members	0.00	0.00	0.00	0.00
	Sub-Total	399935	41.09	399935	36.10
	Grand Total	973275	100.00	1107775	100.00

Notes:-

- 1) The above pre-issue shareholding pattern has been prepared on the basis of shareholding as on December 31, 2015 as provided by the Registrar and Share Transfer Agent of the Company.
- 2) The post- issue shareholding pattern has been arrived on the assumption that 1,34,500 (One Lac Thirty Four Thousand Five Hundred) Equity Shares will be subscribed fully by the proposed allottee as stated above.
- 4) **Proposed Time within which the allotment shall be completed.**

The allotment of Equity Shares on Preferential basis shall be completed within 15 (fifteen) days from the date of shareholders' approval provided where the allotment on preferential basis is pending on account of pendency of any approval by any regulatory authority or Central Government as per SEBI Guidelines, the allotment shall be completed within 15 (fifteen) days from the date of such approval.

- 5) **The Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by him:**

The proposed allottee is the current promoter of your Company and want to increase his stake from current 58.91% to 63.90%. The promoter has given his consent to subscribe in the preferential issue of Equity Shares. The percentage of the post-preferential issue capital held by the proposed allottee is follows:-

Sr. No.	Name, PAN & Address of the proposed allottee	No. of Equity Shares		%		Category (Promoter / Non Promoter)
		Pre-Issue	Post-Issue	Pre-issue	Post-Issue	
1.	Uttam Bharat Bagri (PAN-AAEPB6014D) Bagri Niwas 53/55 Nath Madhav Path, Near C.P. Tank, Mumbai-400002, Maharashtra, India.	573340	707840	58.91	63.90	Promoter

The Proposed allottee has not sold any shares during the 6 months period prior to the relevant date.

- 6) **Lock-In**

The equity shares to be allotted on preferential basis shall be subject to lock in as per the applicable SEBI ICDR Regulations, 2009.

- 7) **Change in the control or composition of the Board.**

There will neither be any further change in the composition of the Board nor any change in the control of the Company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to preferential allotment.

- 8) **Issue Price & Relevant date:-**

The price at which Equity Shares will be allotted under the Preferential Allotment shall be in accordance with Chapter VII of the SEBI ICDR Regulations. Pursuant to Regulation 76A of SEBI ICDR Regulations, where the shares are not frequently traded or infrequently traded, the price determined by the issuer shall take into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares of such companies. The issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent merchant banker or an independent Chartered Accountant in practice having a minimum experience of ten years, to the stock exchange where the equity shares of the issuer are listed.

- (a) The Equity Shares are proposed to be allotted on preferential basis at a price of Rs.10/- (Rupees Ten only) per share based on the certificate issued by M/s. Bhatler & Co., Independent Chartered Accountant in practice, having an experience of more than 10 years. The said certificate is available for inspection at the Corporate Office of the Company during 10.00 A.M. to 12.00 noon on all working days upto the date of declaration of the results of the Postal Ballot/E-voting. The certificate received from M/s. Bhatler & Co., Independent Chartered Accountant in practice is annexed as Annexure I to this notice for your reference and also uploaded on the website of the Company.
- (b) For this purpose, "Relevant Date" means the date 30 (thirty) days prior to the date of passing of the proposed Resolutions. Accordingly, the Relevant Date for the preferential allotment is 05th February, 2016 (determined in terms of Regulation 71 of the SEBI (ICDR) Regulations).

- 9) **Auditor's Certificate:**

The Statutory Auditor's certificate, as required under Regulation 73(2) of the SEBI (ICDR) Regulations that this preferential issue of securities is being made in accordance with requirements of SEBI (ICDR) Regulations, is available for inspection at the Corporate Office of the Company during the business hours on any working days and also posted on the website of the Company.

- 10) In view of the above, it is proposed to issue up to 1,34,500 (One lac Thirty Four Thousand five hundred) Equity Shares of Rs. 10/- each fully paid-up to Mr. Uttam Bagri, Promoter on preferential basis at the price of Rs. 10/- (Rupees Ten only) per share. This is higher than the minimum issue price calculated in accordance with the criteria given under the SEBI ICDR Regulations, 2009.
- 11) **In terms of SEBI (ICDR) Regulations, 2009, Tumus Electric Corporation Limited hereby undertakes that :**
- It shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
 - If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottee.
- 12) Due to above preferential allotment and issue of equity shares, no change in the management control is contemplated. The aforesaid allottee shall be required to comply with the relevant provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2013, if any applicable consequent to the allotment of shares of Equity Shares as proposed above.

The consent of the shareholders is being sought pursuant to the provision of Section 62 and other applicable provision of the Companies Act, 2013, if any, and in terms of provisions of the Listing Regulations executed by the Company with the Stock Exchange in India on which the Company's shares are listed.

The Board commends the Resolutions as set out at Item No. 1 for approval of the Shareholders as Special Resolutions.

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

Item no. 2- Shifting of Registered Office of the Company from Rewa, State of Madhya Pradesh to Mumbai, State of Maharashtra

The Company was incorporated under the provisions of Companies Act, 1956 in the erstwhile State of Madhya Pradesh. As per Clause II of the Memorandum of Association, presently, the Registered Office of the Company is situated in the State of Madhya Pradesh.

The shifting of Registered Office from P.O-Chorhata, Rewa, Dist-Rewa, Rewa, Madhya Pradesh- 486 006 to Mumbai at Maharashtra will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently. The shifting of the Registered Office as aforesaid is in the best interests of the Company, its shareholders and all concerned. The proposed shifting will in no way be detrimental to the interest(s) of any member of the public, employees or other associates of the Company in any manner whatsoever.

In terms of the provisions of Section 12, 13, 110 of the Companies Act 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office from one State to another state and alteration of Clause II of the Memorandum of Association requires the approval of Shareholders by way of Special Resolutions by Postal Ballot and further requires approval by Central Government.

The Board commends the Resolutions as set out at Item No. 2 for approval of the Shareholders as Special Resolutions.

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

**By Order of the Board
For Tumus Electric Corporation Limited**

**Place: Mumbai
Date: January 12, 2016**

**Manish Mourya
Company Secretary
(ACS-24983)**



Bhatler & Co.

CHARTERED ACCOUNTANTS

307, Tulsiani Chambers, Nariman Point, Mumbai - 400 021
Tel.: 2285 3039 / 3020 8868 • Fax : 91-22-6630 1318 • E-mail : dhbhatler@gmail.com

The General Manager
Listing Operation,
BSE Limited,
P.J.Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application for "In-principle approval" prior to issue and allotment of 1,34,500 (One Lac Thirty Four Thousand Five Hundred) Equity Shares of the Company on preferential basis under Clause 24(a) of the Listing Agreement.

I, Mr. D.H. Bhatler (Membership No. 16937), Independent Chartered Accountant in Practice having an experience of more than 10 years hereby certify that the minimum issue price for the proposed preferential issue of Tumus Electric Corporation Limited (CIN: L31300MP1973PLC001186), based on the pricing under Regulation 76A of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, has been worked out at **Rs. 10/- per share**

The relevant date for the purpose of said minimum issue price was 05th February, 2016

We further certify that Company is in Compliance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

The workings for arriving at such minimum issue price have been attached herewith.

For Bhatler & Co.,
Chartered Accountant
Firm Registration No. 131092W

dhbhatler

D.H. Bhatler
Proprietor
Membership No. 16937

Date: 12th January, 2016





Bhatler & Co.

CHARTERED ACCOUNTANTS

307, Tulsiani Chambers, Nariman Point, Mumbai - 400 021
Tel.: 2285 3039 / 3020 8868 • Fax : 91-22-6630 1318 • E-mail : dhbhatler@gmail.com

VALUATION REPORT

The shares of the Company being infrequently traded, the valuation is being determined under Regulation 76A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009

The valuation is to be taken by taking into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies:

The valuation methodology to be adopted varies from case to case depending upon different factors affecting valuation. The basis of valuation would depend on the purpose of valuation, the type of business, the future prospects and other attendant circumstances.

Following are the generally accepted valuation methodologies:

- i. Net Asset Value/Book Value (NAV/BV)
- ii. Market Traded Price (MTP)
- iii. Comparable trading multiples

The Company being infrequently traded, the Market Traded Price is not applied.

The Company being in losses for last three years, comparable trading multiples cannot be applied. Therefore, the fair value of the company is being assessed on the basis of Net Asset Value as under

Particulars as on 31-Mar-2015	In Rs. Lakh
Paid up Capital	97.73
Add: Reserves and Surplus (Excluding Revaluation Reserve)	-25.43
Less: Miscellaneous Expenditure not written off	-
Less: Preliminary Expenses not written off	-
Net worth	72.30
Number of Outstanding Shares (in lakh)	9.73
Book Value per Equity Share of Rs. 10/- each (in Rs.)	7.43

The fair value per share of the Tumus Electric Corporation Limited with a face value of Rs. 10/- is the highest of the following

1. Negotiated price/ Preferential Allotment price Rs. 10/- per share
2. Fair Value as reflected in Table above is Rs. 7.43

Since the negotiated price of Rs.10/- is the highest, price for the proposed issue of Equity shares on preferential basis is Rs. 10/- per share.

For Bhatler & Co.,
Chartered Accountant
Firm Registration No. 131092W

D.H. Bhatler
D.H. Bhatler
Proprietor
Membership No. 016937



Date: 12th January, 2016
Place: Mumbai

TUMUS ELECTRIC CORPORATION LIMITED

(CIN- L31300MP1973PLC001186)

Regd. Office: P.O-Chorhata, Rewa, Dist-Rewa, Rewa, Madhya Pradesh- 486 006.

Corporate Office: 1207/A, P.J. Towers, Dalal Street, Fort, Mumbai - 400 001.

Tel No. 022-2272 0000, Fax No. 022-2272 2451

Email id: compliance.tumus@gmail.com Website: www.tumuselectric.com

BALLOT FORM

Sr. No.

Name and Registered Address of the sole / First named Member	:	
Name (s) of the Joint Holder (s) (if any)	:	
Registered Folio No./ *DP ID No. and Client ID No. (*Applicable for Investors holding shares in dematerialized form)	:	
Number of share(s) held	:	
EVSN (e-voting EVSN Number)	:	160113002
User ID & Password	:	If you are registered with CDSL on e-voting system, please use your existing used ID and password. If you are a first time user follow the steps given in Note No. 12(vii) to the Postal Ballot Notice.

- I / We hereby exercise my / our vote(s) in respect of the Resolutions set out in the Postal Ballot Notice Dated January 12, 2016 and hereby sending my / our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Resolutions	Type of Resolutions	No. of Shares	For	Against
1	Issue of Equity shares on preferential basis in the Company.	Special			
2	Shifting of Registered Office of the Company from Rewa, State of Madhya Pradesh to Mumbai, State of Maharashtra.	Special			

Place:

Date:

(Signature of Member(s))

Note: Please read the instructions printed overleaf carefully before exercising your vote

Instructions

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form in all respect (no other form or photo copy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. The members residing outside India should stamp the envelope appropriately. The envelope containing Postal Ballot Form, if sent by courier or by Registered Post at the expense of the member will also be accepted. The Postal Ballot Form may also be deposited personally at the address provided on the attached envelope.
2. The self-addressed pre-paid envelope bears the postal address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The voting period commences on Friday, 05th February, 2016 at 9.00 A.M. (IST) and ends on Saturday, 05th March, 2016 at 05:00 P.M. (IST). The Postal Ballot Form duly completed and signed (as per specimen signature registered with the Company) should be sent to the Scrutinizer appointed by the Company at the corporate office of the Company on or before the close of the working hours i.e. by the Saturday, 05th March, 2016.
4. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Shareholder(s) has not been received and the same will not be considered.
5. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his/her absence, by the next named shareholder.
6. In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolutions / Authority together with attested specimen signature(s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders on the date of dispatch of the Notice.
8. Members are requested not to send any paper (other than the Resolutions/authority letter/copy of nomination/power of attorney as mentioned in instruction No.6 above) along with the Postal Ballot Form in the enclosed business reply self-addressed postage pre-paid envelope as all such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. A tick (✓) mark should be placed in the relevant box signifying assent/dissent for the Resolutions, as the case may be, before mailing the Postal Ballot Form. Postal Ballot Form bearing tick (ü) mark in both the columns will render the same invalid.
10. A member, including the member who has opted to receive the document electronically may seek duplicate Postal Ballot Form from the corporate office of the Company. However, the duly filled in and signed duplicate Postal Ballot Form should reach the scrutinizer not later than the time and date specified at instruction No. 3.
11. The Vote in this Postal Ballot cannot be exercised through Proxy.
12. There will be only one Postal Ballot Form for each folio/Client ID irrespective of number of joint Member(s).
13. Incomplete, unsigned, improperly or incorrectly tick marked Ballot Form will be rejected.
14. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
15. A Member can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both Physical Ballot and e-voting, then the voting done through physical ballot shall prevail and voting done by e-voting will be treated as invalid.