

TUMUS ELECTRIC CORPORATION LTD

CIN: L31300MP1973PLC001186

Regd. Office: Ground Floor, Bagri Niwas, 53/55 Nath Madhav Path, Kalbadevi, Mumbai 400 002
Corp Office: 1207-A, P.J. Towers, Dalal Street, Fort, Mumbai - 400001, India
Tel.: 022-22721981, Email: compliance.tumus@gmail.com Website: www.tumuselectric.com

07th September, 2016

To,

Department of Corporate Relations BSE Limited P.J.Towers, Dalal Street, Fort, Mumbai - 400 001	Central Depository Services (India) Limited 17 th Floor, P.J.Towers, Dalal Street, Fort, Mumbai - 400 001
National Securities Depository Limited Trade World, A wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai - 400 013	Purva Share Registry (India) Pvt. Ltd. Unit No. 9, Shiv Shakti Ind. Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (East) Mumbai 400 011.

Subject: Intimation of Book Closure as per Regulation 42 of Securities Exchange and Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Date of Annual General Meeting (AGM) to be held

Ref: Tumus Electric Corporation Limited – Scrip Code: 504273

Dear Sir/Madam,

1. The 43rd Annual General Meeting of the Company will be held on Friday, September 30, 2016. (Copy of Notice of AGM is enclosed herewith)
2. The register of members and share transfer books of the Company will remain closed from Saturday 24th, September 2016 to Friday, 30th September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
3. The Company will provide the facility of remote e-voting to cast their vote at the aforesaid AGM on all resolutions set forth in the notice of AGM. The remote e-voting will commence on Tuesday, 27th September, 2016 and will end on Thursday, 29th September, 2016.

Kindly take the same on record.

By order of the Board
For Tumus Electric Corporation Limited

Manish
Manish Mourya
Company Secretary



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NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting of Tumus Electric Corporation Limited will be held at the Corporate Office of the Company at 1207/A, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001 on Friday, 30th September, 2016 at 11:30 A.M. to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Profit and Loss Account and Cash Flow Statement for the year ended 31st March, 2016 and the Balance Sheet as on that date, together with the Reports of the Directors and the Auditors thereon.
2. To appoint Mr. Navinchandra Patel (holding DIN 06909577) as Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Mr. Rupesh Parde (holding DIN 06909495) as Director, who retires by rotation and being eligible, offers himself for re-appointment.

Ratification of appointment of Statutory Auditors and fixing their remuneration

4. To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, the appointment of Bhatler & Co., Chartered Accountants (ICAI Firm Registration No. 131092W) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2018 to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, be and is hereby ratified.”

Special Business

5. Issue of Equity Shares on Preferential basis to Promoters

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

“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 1,77,500 (One Lac Seventy Seven Thousand Five Hundred) Equity Shares of Rs.10/- (Rupees Ten) 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	1,77,500	Promoter	Not Applicable
	TOTAL		1,77,500		

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 31st August, 2016, being the date 30 days prior to the date of passing of this Resolution as per Regulation 71 of SEBI ICDR Regulation.

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted in terms of this Resolution 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.”

By Order of the Board of Directors
For Tumus Electric Corporation Limited
Sd/-
Manish Mourya
(Company Secretary)

Registered Office:
Ground Floor, Bagri Niwas, 53/55 Nath Madhav Path, Kalbadevi, Mumbai 400 002.

Place: Mumbai
Date: 31st August, 2016

Notes:

1. The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed. The relevant details of Directors seeking appointment/reappointment under item No. 2 and 3 above pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“**THE MEETING**”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A **PROXY NEED NOT BE A MEMBER.**
3. As per the provisions of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10 per cent of the total share capital of the Company carrying voting rights. A member holding more than 10 per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The instrument appointing proxy/proxies in order to be effective, must be lodged at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
5. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a duly certified board resolution authorizing their said representative(s) to attend and vote on their behalf at the meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. Members/proxies/authorized representatives should bring duly filled Attendance slip enclosed herewith to attend the meeting mentioning therein details of their DP ID and Client ID/Folio No.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. The Register of Contracts or Arrangements in which the Directors are interested, maintained u/s 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
11. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their

questions in writing to the Company Secretary at least seven days before the date of the Meeting, so that the information required may be made available at the Meeting.

12. The Register of Members and Share Transfer Books will remain closed from **Saturday 24th September, 2016 to Friday, 30th September, 2016, (both days inclusive)**, for the purpose of AGM.
13. Members holding shares in physical form are requested to notify/send the following to the Company's Registrar and Transfer Agents to facilitate better service:
 - Any change in their address
 - Particulars of their bank accounts in case the same have not been sent earlier, for dividend payment through ECS mode and
 - Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of the names for consolidation of such holdings into one account.
14. Non-resident Indian members are requested to inform the RTA, M/s. Purva Shareregistry (India) Private Limited, Mumbai immediately about:
 - Change in their residential status on return to India for permanent settlement
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. As per Section 72 of Companies Act, 2013, members are entitled to make nomination in respect of shares held by them in physical form. Nomination form (Form No. SH-13) can be downloaded from the website of the Company at www.tumuselectric.com and requested to submit form to the Registrar and Share Transfer Agents of the Company. Members can also delete or change an earlier Nomination by executing Form No.SH-14 (available on the website of the Company).
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
17. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at compliance.tumus@gmail.com
18. The Annual Report for 2015-16 is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for the physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report are being sent by the permitted mode.
19. Members may also note that the notice of the 43rd AGM and the Annual Report for 2015-16 will be available on the Company's website www.tumuselectric.com
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
21. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations"), the Company is pleased to provide members, facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
22. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
23. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
24. The remote e-voting period commences on **Tuesday, 27th September, 2016 at 10:00 Hrs. and will end on Thursday, 29th September, 2016 at 17:00 Hrs.** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** (record date) of **Friday, 23rd September, 2016**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
25. The voting rights of shareholders shall be in proportion to their shares of the paid equity capital of the Company as on 23rd September, 2016.
26. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (i) Open email and open PDF file viz; "**Tumus 43rd AGM.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles
 - (vii) Select "EVEN" of "Tumus Electric Corporation Limited"
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to Cssonamjain3@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
105285	*DP ID & Client ID / Folio No.	Use Existing User ID & Password

* Applicable for members who are holding shares in dematerialized form.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

27. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
28. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
29. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
30. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Friday, 23rd September, 2016**.
31. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **23rd September, 2016**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or busicomp@gmail.com

If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

32. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM
33. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
34. Ms. Sonam Jain, ~~Practicing~~ Company Secretary has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
35. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
36. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
37. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizers' Report shall be placed on the Company's website www.tumuselectric.com and on the website of NSDL within two days of the passing of the resolutions at the 43rd AGM of the Company on 30th September, 2016, and communicated to the BSE Ltd. within the prescribed period.
38. The route map showing directions to reach the venue of the 43rd AGM is annexed.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses. Item No.4:

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

M/s. Bhattar & Co., Chartered Accountants, Mumbai (ICAI Firm Registration No. 131092W) were appointed as the statutory auditors of the Company for a period upto 2017-18, at the Annual General Meeting (AGM) of the Company held on 29th September, 2014. As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM. Accordingly, ratification of the Members is being sought for the proposal contained in the Resolution set out at Item No.4 of the accompanying Notice.

The Board commends the Resolution at Item No.4 of the accompanying Notice for ratification by the Member of the Company.

None of the Directors or Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the Resolution at Item No.4 of the accompanying Notice.

Item No.5: Issue of Equity Shares on Preferential basis to Promoters

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

The required disclosure as per Regulation 73(I) 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/ activities.
- 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 1,77,500 (One Lac Seventy Seven 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	7,07,840	63.90	8,85,340	68.88
	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	7,07,840	63.90	8,85,340	68.88
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
	FIIIs	0.00	0.00	0.00	0.00
	Sub-Total	200	0.02	200	0.02
2	Others				
	Private Body Corporates	1,21,160	10.94	1,21,160	9.43
	Indian Public	2,78,575	25.15	2,78,575	21.67
	Clearing Members	0.00	0.00	0.00	0.00
	Sub-Total	3,99,935	36.10	3,99,935	31.12
	Grand Total	11,07,775	100.00	12,85,275	100.00

Notes:-

- 1) The above pre-issue shareholding pattern has been prepared on the basis of shareholding as on 30th June, 2016 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 1,77,500 (One Lac Seventy Seven 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 current stake from 63.90% to 68.88%. 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.	7,07,840	8,85,340	63.90	68.88	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.

- 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. Bhatner & 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 Ballot/E-voting. The certificate received from M/s. Bhatner & 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.
- 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 31st August, 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 1,77,500 (One Lac Seventy Seven 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 Resolution as set out at Item No. 5 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.

This information forms part of the Notice for the Annual General Meeting

Details of Directors seeking appointment / re-appointment at the 43rd Annual General Meeting of the Company:
[Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

Name	Navinchandra Patel	Rupesh Parde
Date of Birth	01-June-1958	25-Sep-1987
Occupation	Service	Service
Qualification	Graduate	Under Graduate
Expertise in specific functional areas	Financial Services	Financial Services
Relationships between directors inter-se	Nil	Nil
Shares held in the Company	Nil	Nil
Directorship in the other Company	Nil	Nil
Chairman / Member of the Committee of other Companies on which he is a Director	Nil	Nil

Note: Directors of the Company do not have any inter-se relationship

TUMUS ELECTRIC CORPORATION LIMITED

CIN: L31300MP1973PLC001186

Registered Off: Ground Floor, Bagri Niwas, 53/55 Nath Madhav Path, Kalbadevi, Mumbai 400 002.

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

ATTENDANCE SLIP

43RD ANNUAL GENERAL MEETING

(To be signed and handed over at the entrance of the meeting venue)

Regd. Folio No.: _____ DP ID*:

No. of Shares held: _____ Client ID*:

Full Name of the Member (in Block Letters):

Name of the Proxy: (To be filled-in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the **FORTY THIRD ANNUAL GENERAL MEETING** of the Company on Friday, 30th September, 2016 at 11:30 A.M. at the Corporate office of the Company at 1207/A, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001.

Members / Proxy's Signature

(To be signed at the time of handing over this slip)

* Applicable for members holding shares in electronic form.

Note: Members are requested to bring their copies of the Annual Report to the meeting

TUMUS ELECTRIC CORPORATION LIMITED

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**Form MGT-11
PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member (s): Registered Address:

E-mail Id:

Folio No / Client Id: DP ID:

I / We, being the member(s) of shares of the above mentioned Company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: or failing him/her

2. Name:

Address:

E-mail Id:

Signature: or failing him/her

3. Name:

Address:

E-mail Id:

Signature:

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Forty Third Annual General Meeting of the Company to be held on the Friday, 30th September, 2016 at the Corporate Office of the Company at 1207/A, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001 and at any adjournment thereof, in respect of such resolutions as are indicated below:

****I wish my above Proxy to vote in the manner as indicated in the box below:**

Resolution:	For	Against
Adoption of Financial Statements for the financial year ended 31 st March, 2016 together with reports of the Auditors and Board of Directors thereon		
Re-appointment of Mr. Navinchandra Patel who retires by rotation		
Re-appointment of Mr. Rupesh Parde who retires by rotation		
Ratification of appointment of Auditors and fixing their remuneration		
Issue of Equity on Preferential basis to the Promoter of the Company		

Signed this _____ day of _____, 2016

Affix

Signature of shareholder

Revenue
Stamp

Signature of first proxy holder

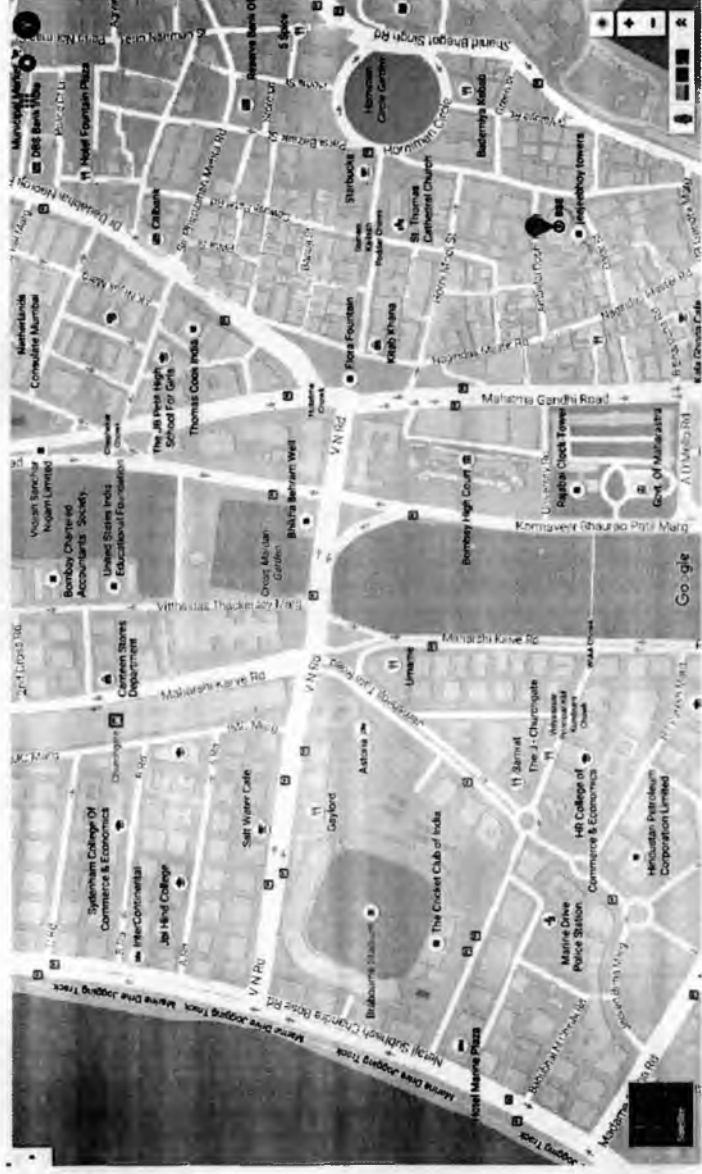
Signature of Second proxy holder

Signature of Third proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48hrs before the commencement of the meeting.
2. A proxy need not be a member of the Company
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
4. ****This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.**
5. Appoint a proxy does not prevent member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but name of all the joint holders should be stated.

Route Map



ALL SHAREHOLDERS MAY NOTE THAT THE
EQUITY SHARES OF TUMUS ELECTRIC
CORPORATION LIMITED ARE ADMITTED
FOR DEMAT AT BOTH CDSL AND NSDL
UNDER ISIN **INE064R01012**



Bhatler & Co.
CHARTERED ACCOUNTANTS

ANNEXURE I

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 1,77,500 (One Lac Seventy Seven Thousand Five Hundred) Equity Shares of Rs. 10/- each on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

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 formula prescribed under 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 **31st August, 2016**.

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

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

D.H. Bhatler
D.H. Bhatler
Proprietor
Membership No. 16937



Date: 31st August, 2016



Bhatler & Co.

CHARTERED ACCOUNTANTS

CERT.NO/BC/306/2016-17

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 st March, 2016	In Rs. Lakh
Paid up Capital	110.78
Add: Reserves and Surplus (Excluding Revaluation Reserve)	-41.93
Less: Miscellaneous Expenditure not written off	-
Less: Preliminary Expenses not written off	-
Net worth	68.85
Number of Outstanding Shares (in lakh)	11.08
Book Value per Equity Share of Rs. 10/- each (in Rs.)	6.21

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. 6.21

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: 31st August, 2016
Place: Mumbai

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