



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
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TNT/2016-17/ 299

20.09.2016

Bombay Stock Exchange Ltd.
Dept. of Corporate Services
PJ Towers, Floor 25
Dalal Street, MUMBAI - 400 001

"By Courier"

Through BSE Centre

Dear Sirs,

Sub: 37th AGM of our Company - held on 19.09.2016 - documents forwardal
Ref: 1. Our e-mail of date (with combined scrutinizer report)
2. Our e-mail of date (with copy of AGM Minutes)

We send herewith the following which may please be acknowledged .

1. Six Copies of 37th Annual Report 2015-16
2. Copy of the Minutes of the AGM held on 19.09.2016
3. Copy of Chairman Speech.
4. Copy of Distribution Schedule (5% follow)
5. Copy of Scrutinizer Report

This has also reference to our e-mails of date with relevant enclosures.

Thanking you,

Yours faithfully,
for TAMILNADU STEEL TUBES LTD.

Director

Encl: as above.

Copy by Courier To: Ahmedabad Stock Exchange Ltd.
- enclosing above Statements/Reports

Minutes of the Thirty Seventh Annual General Meeting (AGM) of M/s Tamilnadu Steel Tubes Ltd., held on Monday the 19th September 2016, at 10.00 a.m. at Rani Seethai Hall, No. 603, Anna Salai, Chennai-600 006.

PRESENT: -

Directors:

- | | |
|--------------------------------|--------------------------------|
| 1. Mr. MJ Lakshmi Narsimha Rao | : Director cum Chairman |
| 2. Mr. Rakesh Goyal | : Managing Director cum Member |
| 3. Mr. Mahveer Singh | : Whole Time Director |
| 4. Mr. M.T. Elumalai | : Whole Time Director |
| 5. Mr. Pradeep Kumar Dubey | : Whole Time Director |
| 6. Mr. Bivashwa Das | : Whole Time Director |
| 7. Smt. Seshadhri Rajalakshmi | : Woman & Independent Director |
| 8. Mr. Gopal Singh | : Independent Director |

Members:

- | | | |
|------------|---|-------------------------------------|
| In Person | : | 96 Nos. (Total No. of Shares: 4300) |
| By Proxies | : | 50 Nos. (Total No. of Shares:6700) |

Company Secretary:

Mr. Kamala Lochan Ray : Company Secretary

In Attendance with :

- | | |
|-------------------------|-------------------------------------|
| 1. Mr. Abhaykumar Jain | : Statutory Auditor |
| 2. Mr. Gaurav Jain | : Internal Auditor |
| 3. Mr. VS Sowri Rajan | : Scrutinizer & Secretarial Auditor |
| 4. Smt. Sobana Pranesh | : Fellow Company Secretary |
| 5. Smt. Latha Venkatesh | : Cost Auditor |
| 6 . Mr. P Muralidharan | : M/s Cameo Corporate Svces. Ltd. |
| 7 . Ms Vasuki | : M/s Cameo Corporate Svces. Ltd. |

Chairman and Quorum :

Mr. MJ Lakshmi Narasimha Rao, Director of the Company,(DIN: 01275880) elected as the chairman of the Meeting and thereafter occupied the Chair to preside over the Meeting.

Chairman, through Company Secretary, declared that 146 members are present in person or by proxy. According to the Articles of Association of the Company and Companies Act, 2013, the Chairman declared it is a valid quorum and called the meeting to order and start.

Then he welcomed all the Members present at the Meeting and introduced the Directors and Auditors in Dias to the Members of the Company and further announced that Statutory Registers of the company which were available, to the members, for inspection during the Meeting.

RECORDS AVAILABLE FOR INSPECTION OF MEMBERS:

The following documents and Registers were placed on the Table before the Meeting:

1. Directors' Report for the financial year ended March 31, 2016.
2. Auditors' Report for the financial year ended March 31, 2016.
3. Audited Accounts for the financial year ended March 31, 2016.
4. Registers of Director's, Directors Shareholding & Members.

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- The Chairman informed the shareholders that as per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Act and Clause 35B of the Listing Agreement, the Company has offered remote e-voting facility through National Security Depository limited (NSDL) to the Members of the Company (who were holding shares as on cut-off date 12th September, 2016) in respect of the businesses to be transacted at the Annual General Meeting. He further informed that the e-voting period commenced at 9:00 A.M. on Thursday, the 16th September, 2016 and ended at 5:00 P.M. on Sunday, the 18th September, 2016.
- The Chairman then announced to the Members that those who had not taken part in the e-voting and wished to vote at the 37th Annual General Meeting may do so and he would allow them sufficient time for the same to exercise their votes.
- The Chairman thereafter read out his speech. The Chairman then took up the items mentioned in Notice.

Notice of the Meeting :

With the consent of the Members present, the Notice of the 37th Annual General Meeting of the Company which has already been lying with the Members was taken as read.

ORDINARY BUSINESS:

ITEM No.1:

ADOPTION OF ANNUAL ACCOUNTS- ORDINARY RESOLUTION

Proposed by : (Mr Samboornam - Fol. No. 6333)

Seconded by: (Mr VE Parasuram - Fol. No. 9945)

The ordinary resolution set at item no. 1 of the Notice pertaining to the adoption of annual accounts along with annexure, proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.

The Chairman stated that the Audited Annual Accounts of the Company for the year ended 31st March, 2016, the Auditors' Report thereon and the Directors' Report attached thereto have been with the members for some time and therefore with the permission of the members present, the same were taken as read.

Directors' Report:

With the consent of the Members present, the Directors' Report as circulated among the Members was taken as read.

Auditors' Report:

Auditors' Report as submitted by the Statutory Auditors of the Company for the Financial Year ended 31st March 2016 was read before the Meeting by the permission of Chair.

The Chairman invited the queries from the members present in respect of Annual Accounts of the Company. Few queries were raised by the members which were suitably replied by the Chairperson.

"RESOLVED THAT the audited Balance Sheet, Statement of Profit & Loss and (Cash Flow Statement) along with the notes forming part of the audited financials for the financial year ended 31st March 2016 along with the Auditors' Report and the Directors' Report thereon for the financial year ended 31st March 2016 be and are hereby taken as read, approved and adopted by the members."



Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of votes (favour)	Nos.	% of total number of votes (against)	
Item No.1 of the Notice (as an Ordinary Resolution)	1251010	100%	-	-	-

Result: Passed unanimously.

ITEM No.2:

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

Proposed by: (N Sundararajan - Fol. No. 9412)

Seconded by: (Sunil Jain - Fol. No. 7583)

The ordinary resolution set at item No.2 of the Notice pertaining to the appointment of Director who retire by rotation, proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.

"RESOLVED that pursuant to the provisions of Sections 149, 152, read with Schedule IV and all other applicable provisions of the Companies Act 2013, and the Companies (Appointment & Qualification of Directors) Rules 2014, (including any statutory modifications or re-enactment thereof for the time being in force) and provisions of Listing Obligation and Discloser Regulation(LODR) Mr. **M.T. ELUMALAI (DIN: 01278399)** who was appointed as a Whole Time Director, liable to retire by rotation, proposing his candidature for the office of the Director, be and is hereby appointed as Whole Time Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 42nd AGM of the Company to be held in the Calendar Year 2021, and who shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT the aggregate of the remuneration payable to **Mr. M.T. ELUMALAI (DIN: 01278399)** would be Rs.19,150/- and shall be subject to overall ceilings laid down under Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary, increase or enhance the scope of remuneration in accordance with provisions regarding payment of managerial remuneration under the Companies Act, 2013."

Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of votes (favour)	Nos.	% of total number of votes (against)	
Item No.2 of the Notice (as an Ordinary Resolution)	1251010	100%	-	-	-

Result: Passed unanimously.



ITEM No.3:

RATIFICATION OF APPOINTMENT OF STATUTORY AUDITOR – ORDINARY RESOLUTION

Proposed by: (N Ramaswamy - Fol. No. 26313)
Seconded by: (TS Vasudevan - Fol. No. 11134)

The ordinary resolution set at item no. 3 of the notice pertaining to the ratification of Appointment of Statutory Auditor and their remuneration, proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s Abhay Jain & co., Chartered Accountants, (Firm Registration No.0000085), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017; on such remuneration and out of pocket expenses as may be fixed by the board"

Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of votes (favour)	Nos.	% of total number of votes (against)	
Item No.3 of the Notice (as an Ordinary Resolution)	1251010	100%	-	-	-

Result: Passed unanimously.

SPECIAL BUSINESS:

ITEM NO. 4

Appointment of Mr. Bivashwa Das (DIN : 07352655) as Whole Time Director.

Proposed by: (Srinivasulu - Fol. No. 29809)
Seconded by: (Atulkumar Maheswari - Fol. No. 3117)

The ordinary resolution set at item no. 4 of the notice pertaining to the, appointment whole time director, proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.

Members' requested to consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196,197,198 and other applicable provisions, if any, of the Companies Act, 2013 (Act Act) read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules) including any statutory modifications or re-enactment(s) thereof for the time being in force, Mr.Bivashwa Das having his DIN: 07352655, be and his hereby appointed as a Whole Time Director of



the Company for a period of 5 years from the date of his appointment (i.e. from 07.12.2015) with the terms and conditions as may be agreed to between the Board of Directors and the appointee."

Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of votes (favour)	Nos.	% of total number of votes (against)	
Item No.4 of the Notice (as an Ordinary Resolution)	1251010	100%	-	-	-

Result: Passed unanimously.

ITEM NO. 5

Appointment of Mr. Pradip Kumar Dubey (DIN : 03160298), as Whole Time Director

Proposed by: (Abhay K - Fol. No. 31485)

Seconded by: (Chandra Subhash - Fol. No. 30706)

The ordinary resolution set at item no.5 of the notice pertaining to the appointment of whole time director, proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.

Members' requested to consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act Act) read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules) including any statutory modifications or re-enactment(s) thereof for the time being in force, Mr. Pradip Kumar Dubey, having his DIN: 03160298, be and his hereby appointed as a Whole Time Director of the Company for a period of 5 years from the date of his appointment (i.e. from 07.12.2015) with the terms and conditions as may be agreed to between the Board of Directors and the appointee."

Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of votes (favour)	Nos.	% of total number of votes (against)	
Item No.5 of the Notice (as an Ordinary Resolution)	1251010	100%	-	-	-

Result: Passed unanimously.

ITEM NO. 6

Re-appointment of Mr. Rakesh Goyal (DIN : 00990310) as Managing Director:

Proposed by: (Tarachand Jain - Fol. No. 6334 10328)

Seconded by: (KS Kumarasamy - Fol. No. 30580)



The ordinary resolution set at item no. 6 of the notice pertaining to the reappointment of managing director in his existing terms and conditions, proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.

Members requested to consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, & 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules) including any statutory modifications or re-enactment(s) thereof for the time being in force, Mr. Rakesh Goyal, Managing Director, having his DIN: 00990310 whose tenure expired on 16.03.2016, be and is hereby re-appointed as Managing Director of the Company for a further period of 5 years from 16.03.2016, with a remuneration of Rs.1,83,333/- (Rupees One Lac eighty three thousand and three hundred thirty three only) per month, as recommended by the Remuneration Committee and approved by the Board. "

Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of votes (favour)	Nos.	% of total number of votes (against)	
Item No. 6 of the Notice (as an Ordinary Resolution)	1251010	100%	-	-	-

Result: Passed unanimously.

ITEM No.7:

FIXATION OF REMUNERATION OF COST AUDITOR: ORDINARY RESOLUTION

Proposed by: (D. Sunil Kumar - Fol. No. 5250)

Seconded by: (Chandra Subhash - Fol. No. 30706)

The ordinary resolution set at item no. 8 of the notice pertaining to fixation of remuneration of cost auditor, proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.

Members requested to consider and, if thought fit, to pass, with or without modification(s), the following 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 made there under, the remuneration payable to CMA Latha Venkatesh, Cost Accountant (Firm Registration No.101017), appointed by the Board of Directors as Cost Auditor to conduct the Audit of the Cost Records of the Company for the Financial year ending 31st March 2017, amounting to Rs. 70,000/- (Rupees Seventy Thousand only) as also the payment of Service Tax as applicable and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit, be and are hereby ratified and confirmed."

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



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Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of votes (favour)	Nos.	% of total number of votes (against)	
Item No.8 of the Notice (as an Ordinary Resolution)	1251010	100%	-	-	-

Result: Passed unanimously.

ITEM No.8:

AUTHORIZING BOARD TO BORROWING FUNDS UPTO Rs.25 CRORES UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013 :

Proposed by: (Sunilkumar Gupts - Fol. No. 10328)

Seconded by: (Ashok Kumar Goud - Fol. No. 5949)

The ordinary resolution set at item no.7 of the notice pertaining to increase the borrowing power of the board, proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.

"RESOLVED THAT under the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the board of directors of the company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) be and is hereby authorized for borrowing fund/s, from Bank/ Financial Institutions, from time to time, as it may consider fit, any sum or sums of monies, on such terms and conditions as the Board may deem fit notwithstanding that the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loan obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up Capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.25 Crores (Twenty five Crores Only)."

Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of votes (favour)	Nos.	% of total number of votes (against)	
Item No.7 of the Notice (as an Ordinary Resolution)	1251010	100%	-	-	-

Result: Passed unanimously.

ITEM No.9:

AUTHORIZING BOARD FOR CREATION OF CHARGE/MORTGAGE OF ASSETS FOR BORROWING FUNDS UPTO Rs. 25 CRORES :

Proposed by: (G. Kumar - Fol. No. 5714)

Seconded by: (Dharmaraj N Kochan - Fol. No. 26406)

The ordinary resolution set at item no.7 of the notice pertaining to authorise the board for creation of charge, proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.

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"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the members of the company giving their consent, for the board of directors of the company, to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favor of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non convertible and/or rupee/ foreign currency convertible bonds and/or bonds with share warrants attached.

"RESOLVED FURTHER THAT the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs.25 Crores (Twenty five Crores Only).

Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of votes (favour)	Nos.	% of total number of votes (against)	
Item No.7 of the Notice (as an Ordinary Resolution)	1251010	100%	-	-	-

Result: Passed unanimously.

ITEM No.10:

To authorize Board of Directors to take steps for Compliance as per Companies Act, 2013 and Amendments thereto in addition with SEBI(LODR) and Stock Exchange Notifications/Amendments from time to time.

Proposed by: (Gopalakrishnan - Fol. No. 9370)

Seconded by: (Mrs Savithri Kumarasamy - Fol. No. 30592)

The ordinary resolution set at item no.9 of the notice pertaining to authorise the board of directors and key managerial personals for necessary compliance purpose , had been proposed and seconded by the afore mentioned shareholders and taken up for consideration with the consent of the Members present.

"RESOLVED THAT the Board of Directors of the company do hereby authorized sign, execute and arrange to e-file all necessary forms, returns and documents including agreements, receipt, undertakings, affidavits with the Registrar of Companies, Regional Director, Ministry of Corporate Affairs, Central government and/ or any other prescribed authority, as may be required under various provisions of Companies Act, 2013 or any other enactment thereof for and on behalf of the Company, relating to all matters for the conduct of the Management and business of the Company."



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Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of votes (favour)	Nos.	% of total number of votes (against)	
Item No.10 of the Notice (as an Ordinary Resolution)	1251010	100%	-	-	-

Result: Passed unanimously.

VOTE OF THANKS:-

In his concluding address, the Chairman thanked the Board members, senior management, employees, the shareholders and all the stakeholders for their unstinted support.

There being no other business to transact, the Chairman then declared the Meeting as closed.

Meeting was concluded with "NATIONAL ANTHEM" in honor of the nation.

Place: CHENNAI
Date : 19.09.2016

Sd/-
MJ LAKSHMI NARSIMHA RAO
Chairman of the Meeting
DIN: 01275880

True Copy



For TAMILNADU STEEL TUBES LTD.

A handwritten signature in blue ink, appearing to be "S. Lakshmi Narasimha Rao".

Director

MINUTES OF THE 4th BOARD OF DIRECTORS' MEETING 2016-17 OF TAMILNADU STEEL
TUBES LTD. HELD ON MONDAY, THE 19TH SEP. 2016 AT 02.00 PM AT THE REGD. OFFICE
OF THE COMPANY, MERCURY APTS., 1st FLOOR, NO. 65, PANTHEON ROAD, EGMORE,
CHENNAI-600 008

DIRECTORS PRESENT:

Mr. RAKESH GOYAL	- MANAGING DIRECTOR
Mr. MJ LAKSHMI NARASIMHA RAO	- DIRECTOR
Mr. MAHAVEER SINGH	- DIRECTOR
Mr. M. T. ELUMALAI	- DIRECTOR
Mr BIVASHWA DAS	- DIRECTOR
Mr. PRADIP KUMAR DUBEY	- DIRECTOR
Mr. GOPAL SINGH	
Mrs.SESHADHRI RAJALAKSHMI	- WOMAN DIRECTOR

SECRETARY:

CS KAMALA LOCHAN RAY. - Company Secretary.

ITEM No. 4.1: Election of Chairman :-

Mr. MJ LAKSHMI NARASIMHA RAO (DIN: 01275880) was elected as the chairman of the Meeting and thereafter he occupied the Chair.

ITEM No. 4.2: Leave of Absence :-

All Directors were present and no Leave of absence.

ITEM No. 4.3: Confirmation of Minutes of the previous Board Meeting :-

The last Meeting of Board of Directors of the Company was held on 13th August, 2016, at the Registered Office of the Company, the "Draft Minutes" of the same was placed before the Board for confirmation and approval. After discussion Board passed the following Resolution

"RESOLVED THAT the Minutes of the Meeting of Board of Directors of the Company held on 13th Aug. 2016 and as circulated earlier and placed before the Board, be and are hereby confirmed."

ITEM No. 4.4: Business Review & Discussion :-

The Board discussed the current business operation of the company as well as the changing business scenario of the nation. After this discussion the board agreed that to increase our sales, the company has to penetrate into new market, mostly government sectors, through our marketing executives.

Again, the Board discussed the compliance position of the company and expected from the KMPs to strictly follow the compliance procedure as per "The Companies Act, 2013 and Amendments thereto along with applicable amendments of SEBI.

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ITEM No. 4.5 AUTHORISATION FOR E-FILING (DIGITAL SIGNATURE BEFORE P.F., E S I & OTHER STATUTORY AUTHORITIES : The Directors were informed that the P.F. Authorities have recently made amendments with regard to registration of Digital signatures of the authorized signatories of the companies which is mandatory and all the companies should strictly follow this rule. As such, our company is duly complying with this procedure by digitally signing the filings by our authorized signatory Mr Mahaveer Singh, Director. There was a discussion among the Directors on this subject and expressed their views for inclusion of two more directors may be authorized (in addition to the existing authorized signatory Mr Mahaveer Singh) for signing digitally as well as physically before the PF, ESI and other statutory authorities wherever necessary . After discussion, the following resolution was passed.

RESOLVED THAT Mr MT Elumalai, Wholetime Director, and Mr Bivashwa Das, Wholetime Director, be and are hereby authorized to sign digitally as well as to sign documents/letters/ correspondences physically before the PF, ESI and other statutory Authorities wherever necessary, which is in addition to the existing authorized signatory Mr Mahaveer Singh.

RESOLVED FURTHER THAT , Mr Mahaveer Singh, Wholetime Director, be and is hereby authorized to communicate the same to the PF and other statutory authorities, in this regard.

As there was no other subject, the Meeting concluded with a vote of thanks to the Chair.

PLACE : CHENNAI
DATE : 19.09.2016

Sd/-
MJ LAKSHMI NARASIMHA RAO
CHAIRMAN OF THE MEETING
(DIN: 01275880)

True Copy

For TAMILNADU STEEL TUBES LTD.


Director





TAMILNADU STEEL TUBES LTD.

Regd. Office: Mercury Apts., 1st Floor, No. 65, Pantheon Road, Egmore, CHENNAI-600 008

Phones: 2855 5653 / 2855 5673; Fax: 091-044-2855 5643

CIN : L27110TN1979PLC007887

e-mail: tnstl@vsnl.net / tn.share@yahoo.in / contact@tamilnadusteeltubesltd.com

website: www.tamilnadusteeltubesltd.com

CHAIRMAN'S SPEECH

Speech by the Chairman of the Meeting, Shri. M. J. Lakshmi Narasimha Rao, at the 37th Annual General Meeting held on Monday, the 19th September 2016

Dear Shareholders,

A very warm Good Morning to each and every one of you. I thank the Members for electing me to Chair this Meeting. It gives me a very great pleasure to welcome you to the 37th Annual General Meeting of Tamilnadu Steel Tubes Ltd. The Company's Accounts for the year ended 31st March 2016 along with Directors' Report & Auditors' Report thereon; along with Management Discussion & Analysis have already been circulated to you. With your permission, I would like to take them as read.

Permit me to deliver the customary Chairman's Speech before commencing the business of the AGM Agenda.

As explained in the last year AGM, I am obliged to reiterate that your Company is a name synonymous by its Brand Name "TNT" and Tamilnadu Steel Tubes Ltd. has embarked on a journey of creating a bench mark in business that will come to fruition in the coming years. Beneath financial investments are significant efforts in Technology deployment, talent deployment and completing production in time. The Steel Pipe business demonstrated robust performance in challenging conditions primarily due to the integrated nature of our economy, and due to heavy import, very high competition and world scale capacities. This year Steel Industry in

India witnessed a market slow down. Notwithstanding such an adverse operating environment, your company business recorded a profit. Your company's relentless efforts to rebuild its Brand backed by cutting edge and Research Implement more development and innovation, will continue to drive performance in the years ahead.

We continue to live today in challenging times. Persistent inflation, high Fiscal, Trade and Current Account deficits have severely curbed the growth potential. Now, we have put in place a comprehensive management system, organization strength process and requirements. We believe the management system has substantially enabled us to become more systematic and simpler company with digitalization. Decision rights have been pushed down and systems have been simplified and it is allowed our employees their own careers in our job market. We have accomplished a lot in the past 36 years. The best has just ahead of us. We have set ourselves high bar of performance and aspirations. Let me conclude by saying that your faith with us is potential as robust as ever. Our sustained investment of the several decades in the industry has a clear testimony to that belief. Our business are geared to produce more products and services that are a par with best industries.

At the National level, we are all glad to witness the historical amendment to our constitution which enables us to follow uniform Goods and Services Tax in place of innumerable tax systems faced by us which differed from State to State. The federal system of taxation is thus proposed to be given a good bye with effect from 1st April 2017.

At your Company's level, this change is expected to remove difficulties in Trade & Commerce with free and expeditious movement of goods and services through out the Country. This in turn is expected to benefit your company's product to penetrate into wider and new markets throughout the country.

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Dear Members, you are well aware that presently your Company is complying with various commitments. In the meantime, some new pressing liabilities have crept in during the previous year and have been duly included in the Modified Draft Rehabilitation Scheme (M.D.R.S.) incorporating the repayment of the said fresh liabilities and the "Scheme" is under active consideration at concerned levels, i.e. Indian Bank which has been nominated as "Operating Agency" by the Hon'ble B.I.F.R. Meantime, your company is meeting this new liability as per the proposed scheme even though the scheme is pending approval at concerned levels.

I would like to thank the Central and State Governments, Shareholders / Investors, Suppliers and Customers for their consistent and resole support. I am thankful to all my Members for their timely support and immense encouragement. I personally appreciate our Management and all your staffs for their hard work and dedication.

I have special words to acknowledge collective efforts of the name Tamilnadu Steel Tubes Team working tirelessly to creating and sustaining the best Industry in South India.

Thank you, Ladies & Gentlemen.

CHAIRMAN
M.J. LAKSHMI NARASIMHA RAO

19.09.216

For TAMILNADU STEEL TUBES LTD.



Director



V.S.SOWRIRAJAN, BA, FCA, FCS, ACMA
Company Secretary

SCRUTINIZER REPORT

The Chairman
TAMILNADU STEEL TUBES LIMITED
MERCURY APARTMENTS, 1ST FLOOR,
NO.65, PANTHEON ROAD,
EGMORE, CHENNAI-600008

Sub : Results of the E-Voting

I, V.S.SOWRIRAJAN, Practising Company Secretary, was appointed by the Board of Directors of your company as your Scrutinizer for E-Voting held pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the purpose of passing the Resolutions contained in the Notice of the Annual General Meeting held on 19th September 2016

As required under Section 108 of Companies Act, 2013, the Company has offered e-voting facility to the shareholders and a statement to this effect was included in the Notice of the Annual General Meeting. Electronic copy of the Notice of the 37th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form were sent to all the members whose email IDs are registered with the Company/ Depository Participant/s for communication purposes unless any member has requested for a hard copy of the same.

The Company provided the E-Voting facility offered by the National Securities Depository Limited (NSDL) for conducting e-Voting by the members of the Company.

The Shareholders were required to cast their votes on line on the basis of password provided to them by the Registrar and Share Transfer Agent namely, M/s. Cameo Corporate Services Limited, Chennai.

At the end of the voting period at 05.00 P.M on 18th September 2016, the Voting Portal was blocked by the Service Provider. On 18th September 2016, the Votes cast through e-Voting was duly un-blocked by me in accordance with the requirements of the Rules.

As a Scrutinizer, the report of the e-Voting carried out by the shareholders as required was duly complied, the details of which are given below:

EIGHT shareholders holding 12,51,010 shares has participated in the e-voting process. The Results of the e-Voting for each of the resolutions contained in the Notice of the Annual General Meeting is as under :



C2, Vijayrengaa Apartments, 64, West Adayavalanchan Street, Srirangam, Trichy-620006
e-mail: vssowrirajan@gmail.com Mobile :9444382985

V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA

Company Secretary

Subject No.1.- Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2016, the Reports of Board of Directors and Auditors thereon

Particulars	No. of E-Votes Cast	Number of Votes contained in E-Vote	Percentage (%)
Received	8	1251010	100.00
Assent	8	1251010	100.00
Dissent	0	0	0.00
Invalid	0	0	0.00

Subject No.2.- Ordinary Resolution

To appoint a Director in place of Mr. M.T Elumalai(DIN: 01278399) who retires by rotation and being eligible, offer himself for re-appointment.

Particulars	No. of E-Votes Cast	Number of Votes contained in E-Vote	Percentage (%)
Received	8	1251010	100.00
Assent	8	1251010	100.00
Dissent	0	0	0.00
Invalid	0	0	0.00

Subject No.3.- Ordinary Resolution

To ratify the appointment of Statutory Auditors

Particulars	No. of E-Votes Cast	Number of Votes contained in E-Vote	Percentage (%)
Received	8	1251010	100.00
Assent	8	1251010	100.00
Dissent	0	0	0.00
Invalid	0	0	0.00

Subject No .4 – Ordinary Resolution

To Appoint Mr.Bivashwa Das (DIN: 07352655) as Whole Time Director

Particulars	No. of E-Votes Cast	Number of Votes contained in E-Vote	Percentage (%)
Received	8	1251010	100.00
Assent	8	1251010	100.00
Dissent	0	0	0.00
Invalid	0	0	0.00

C2,Vijayrengaa Apartments, 64, West Adayavalanchan Street, Srirangam, Trichy-620006
e-mail: yssowrirajan@gmail.com Mobile :9444382985



V.S.SOWRIRAJAN, BA, FCA, FCS, ACMA
Company Secretary

Subject No .5 – Ordinary Resolution

To Appoint of Mr.Pradip Kumar Dubey (DIN: 03160298), as Whole Time Director

Particulars	No. of E-Votes Cast	Number of Votes contained in E-Vote	Percentage (%)
Received	8	1251010	100.00
Assent	8	1251010	100.00
Dissent	0	0	0.00
Invalid	0	0	0.00

Subject No .6 – Ordinary Resolution

To Re- appoint Mr.Rakesh Goyal (DIN: 00990310) as Managing Director

Particulars	No. of E-Votes Cast	Number of Votes contained in E-Vote	Percentage (%)
Received	8	1251010	100.00
Assent	8	1251010	100.00
Dissent	0	0	0.00
Invalid	0	0	0.00

Subject No .7 – Special Resolution

To Authorise Board to borrow funds up to Rs. 25 Crores under section 180(1)(c) of the Companies Act, 2013 and to authorize Board to create Charge / Mortgage of Assets for Borrowing Funds up to Rs.25 Crores.

Particulars	No. of E-Votes Cast	Number of Votes contained in E-Vote	Percentage (%)
Received	8	1251010	100.00
Assent	8	1251010	100.00
Dissent	0	0	0.00
Invalid	0	0	0.00

Subject No .8 – Ordinary Resolution

To ratify the Remuneration to Cost Auditor:

Particulars	No. of E-Votes Cast	Number of Votes contained in E-Vote	Percentage (%)
Received	8	1251010	100.00
Assent	8	1251010	100.00
Dissent	0	0	0.00
Invalid	0	0	0.00

C2, Vijayrengaa Apartments, 64, West Adayavalanchan Street, Srirangam, Trichy-620006
e-mail: yssowrirajan@gmail.com Mobile :9444382985



V.S.SOWRIRAJAN, BA, FCA, FCS, ACMA
Company Secretary


Subject No.9 – Ordinary Resolution

To Authorise the Board of Directors and KMPs for e-filing and compliance purposes

Particulars	No. of E-Votes Cast	Number of Votes contained in E-Vote	Percentage (%)
Received	8	1251010	100.000
Assent	8	1251010	100.00
Dissent	0	0	0.00
Invalid	0	0	0.00

Place:- Chennai
Date:- 20/09/2016




V.S.SOWRIRAJAN
Company Secretary
FCS 2368/CP 6482