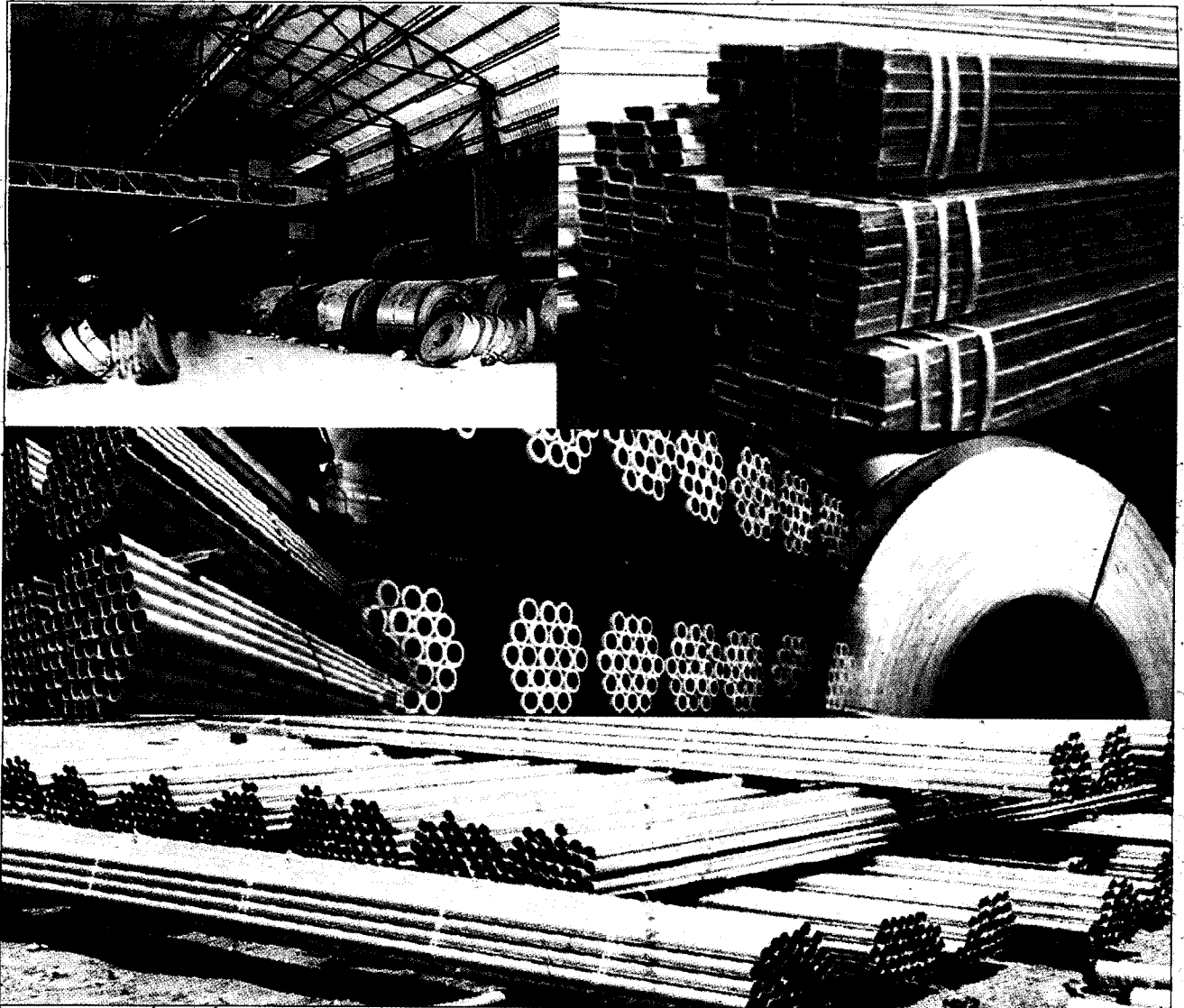


# TAMILNADU STEEL TUBES LIMITED

ANNUAL REPORT 2012-2013





## TAMILNADU STEEL TUBES LIMITED, CHENNAI

### TAMILNADU STEEL TUBES LTD.

Registered Office: No.15. Kondi Chetty Street, Hindustan Chamber Bldg., Chennai-1

Phone Nos. 2538 5653 / 2538 5673; Fax: 044-2538 7352

e-mail: [tnstl@vsnl.net](mailto:tnstl@vsnl.net), website: [www.tamilnadusteeltubesltd.com](http://www.tamilnadusteeltubesltd.com)

## Contents

	Page No.
1 Company Information	1
2 Letter to Shareholders	3
3 Notice of AGM	4
4 Report on Management Discussions & Analysis	9
5 Report on Corporate Social responsibility	11
6 Ten Years at a Glance	12
7 Report on Corporate Governance	13
8 Directors' Report	20
9 Auditors' Certificate on Corporate Governance	24
10 Independent Auditors' Report on Financial Statements & Annexure to Auditors' Report	25
11 Balance Sheet	30
12 Statement of Profit & Loss	31
13 Cash Flow Statement	32
14 Significant Accounting Policies & Notes on Accounts	33
15 Notes on Financial Statements	36
16 Business Responsibility Report	47
17 Members' Feedback Form	49
18 Green Initiative & 'E' Communication Registration Form	51
19 Proxy Form	53



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### **ANNUAL REPORT 2012-2013**

#### **BOARD OF DIRECTORS**

**Sri. RAKESH GOYAL,**  
Managing Director

**Sri. M.J. LAKSHMI NARASIMHA RAO**

**Sri. MAHAVEER SINGH**

**Sri. VIKRAM SINGH**

**Sri. PRADIP KUMAR DUBEY**

**Sri. PRADEEP KUMAR TIWARI**

**LEGAL ADVISOR :** **Mr. P.R. SHANKAR, Advocate**  
**High Court of Madras**  
**CHENNAI – 600 104.**

**COMPANY SECRETARY :** **Mr. BIBHU KALYAN RAUTA**  
**Company Secretary**  
**CHENNAI - 600 001**

**STATUTORY AUDITORS :** **M/s. ABHAY JAIN & Co.,**  
**Chartered Accountants**  
**CHENNAI – 600 001.**

**COST AUDITORS :** **Mrs. LATHA VENKATESH**  
**Cost Accountant**  
**CHENNAI - 600 001**

**BANKERS :** **1. THE JAMMU & KASHMIR BANK LTD.,**  
**CHENNAI – 600 002.**  
**2. CITY UNION BANK LTD.**  
**CHENNAI - 600 001**

**WORKS :** **Plot : B-10,**  
**Maraimalai Nagar Industrial Complex**  
**M.M. NAGAR - 603 209**  
**Kancheepuram Dist., Tamil Nadu.**





## **LETTER TO SHAREHOLDERS:**

In 2012-13, " T.N.T. " delivered performance, robust business plans sound management practices that adapted rapidly to the changing environment and the contribution of our employees have collectively resulted in the Company performing well.

Our Company – " T.N.T. " remain committed our Goal of enriching the Customers experience, and providing quality merchandise at an attractive value proposition. T.N.T.'s introduction of Square & Rectangular Pipes have made a significant contribution and plays a vital role. We will continue to follow our successful strategy and actively shape our future. We will focus on improving our portfolio, increasing efficiency, product innovation and expanding our business in the Steel Pipe Industry in South India.

I am grateful to the Board of Directors for their unwavering support and guidance. I also take this opportunity to express my gratitude to all our stakeholders, who have reposed trust in us and extended their constant support .

With Best Wishes,

Sincerely,

**RAKESH GOYAL**  
Managing Director



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**THIRTY FOURTH ANNUAL GENERAL MEETING**

**NOTICE**

**NOTICE** is hereby given that the 34<sup>th</sup> Annual General Meeting of the Company will be held at 10.00 a.m. on Wednesday, the 25<sup>th</sup> September 2013, at "RANI SEETHAI HALL" No. 603, Anna Salai, Chennai-600 006, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Balance Sheet of the Company as at 31<sup>st</sup> March 2013, the Statement of Profit and Loss for the year ended that date, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Lakshmi Narasimha Rao, who retires by rotation at this Meeting and being eligible, offers himself for re-appointment.
3. To appoint Auditors to the Company to hold Office until the conclusion of the next Annual General Meeting, and to fix their remuneration. M/s. Abhay Jain & Co. Chartered Accountants, are proposed for re-appointment.
4. To appoint Cost Auditors to the Company to conduct Cost Compliance and to Audit Cost Records and to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration. Mrs. Latha Venkatesh, Cost Accountant is proposed for re-appointment.

**SPECIAL BUSINESS:**

**5. Appointment of Mr. Pradeep Kumar Tiwari as Director of the Company**

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

**"RESOLVED THAT** Mr. Pradeep Kumar Tiwari, who was appointed as an Additional Director pursuant to the provisions of section 260 of the Companies Act, 1956 at the meeting of the Board of Directors held on 31.05.2013 and hold office only to the date of the ensuing Annual General Meeting be and is hereby appointed as Director of the Company".

**6. Re-appointment of Mr. Vikram Singh as Whole Time Director of the Company:**

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

**"RESOLVED THAT** subject to the provisions of the Companies Act, 1956 approval of the Company be and is hereby accorded to the re-appointment of Mr. Vikram Singh as whole time Director of the Company for a further period of Five years from 31.05.2013, on the remuneration and such other terms and conditions as recommended by the Board of Directors at their meeting held on 31.05.2013, and set out in explanatory statement attached thereto with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment



## TAMILNADU STEEL TUBES LIMITED, CHENNAI

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from time to time within the scope of Schedule XIII of the Companies Act, 1956, or any amendments thereto or any re-enactment thereof and as may be agreed to between the Board of Directors and Mr. Vikram Singh."

**"FURTHER RESOLVED THAT** in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Vikram Singh, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and in Schedule XIII of the Companies Act, 1956."

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

### **7. Re-appointment of Mr. Mahaveer Singh as Whole Time Director of the Company.**

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

**"RESOLVED THAT** subject to the provisions of the Companies Act, 1956 approval of the Company be and is hereby accorded to the reappointment of Mr. Mahaveer Singh as Whole Time Director of the Company for a period of Five years from 31.05.2013, on the remuneration and such other terms and conditions as recommended by the Board of Directors at their meeting held on 31.05.2013 and set out in explanatory statement attached thereto with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said reappointment from time to time within the scope of Schedule XIII of the Companies Act, 1956, or any amendments thereto or any re-enactment thereof and as may be agreed to between the Board of Directors and Mr. Mahaveer Singh."

**"FURTHER RESOLVED THAT** in the event of loss or inadequacy of profit in any financial year, the Company shall pay to Mr. Mahaveer Singh, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed herein and in Schedule XIII of the Companies Act, 1956."

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

By Order of the Board  
for **TAMILNADU STEEL TUBES LTD.**

Place: CHENNAI  
Date : 31.05.2013

Sd/-  
**RAKESH GOYAL**  
Managing Director

### **Registered Office**

Hindustan Chamber of Commerce Building  
No.15, Kondi Chetty Street  
CHENNAI - 600 001.



**NOTE :-**

- i. The relevant Explanatory Statements, pursuant to Section-173(2) of the Companies Act, 1956, in respect of the business Items No.4 to 6 above are annexed hereto.
- ii. A MEMBER ENTITLED TO JOIN AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ENCLOSED AT THE END OF ANNUAL REPORT.
- iii. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 18<sup>th</sup> day of September, 2013 to Wednesday, 25<sup>th</sup> day of September, 2013 (Both days Inclusive).
- iv. Only members carrying the attendance slips or holders of valid proxies registered with the Company will be permitted to attend the meeting.
- v. Members are requested to bring their copy of the Annual Report.
- vi. Members are requested to intimate any change in their addresses registered with the Company.
- vii. Members seeking further information on the Accounts or any other matter contained in the Notice, are requested to write to the Company at least 7 days before the meeting.
- viii. Green Initiative in Corporate Governance by Ministry of Corporate Affairs :-  
  
The Ministry of Corporate Affairs ("Ministry") has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. In accordance with the circulars issued by the Ministry of Corporate Affairs, companies can now send various notices/documents (including notice/s calling General Meeting/s, Audited Financial Statements, Directors' Report, Auditors' Report etc.) to their shareholders through electronic mode, to the registered e-mail addresses of the shareholders.
- ix. Members are requested to opt for receipt of the above notices/documents through electronic mode. They are requested to register their e-mail ID for this purpose with the Company's address given above or e-mail at [tnstl@vsnl.net](mailto:tnstl@vsnl.net).





## TAMILNADU STEEL TUBES LIMITED, CHENNAI

### BRIEF PROFILE OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO THE CORPORATE GOVERNANCE CODE:

Name of the Director	Mr.M.J Lakshmi Narasimha Rao	Mr.Pradeep Kumar Tiwari
Age	75 years	43 Years
Qualifications	B.Com (Hons.), FCA	Graduate
Nature of Expertise	He had held several positions in Public Sector Financial Institutions till he switched over to Independent practice in the year 1986, and continues in practice.	An Experienced Technician particularly in ERW Tube Manufacturing having more than 10 years in the Industry
Date of First Appointment	10.03.1993	31.05.2013
Name of the Companies in which he holds Directorship of Boards	Nil	M/s. Venkateswara Conduits Pvt. Ltd.
Name of the Companies in which he holds Membership of the Committees of the Board	Nil	Nil
No. of Shares held in the Company	Nil	Nil
Nationality	Indian	Indian

### BRIEF PROFILE OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO THE CORPORATE GOVERNANCE CODE:

Name of the Director	Mr.Vikram Singh	Mr.Mahaveer Singh
Age	53 Years	55 Years
Qualifications	Graduate	B.E.
Nature of Expertise	A Graduate having vast experience in Marketing in Steel Industry, and an experienced Technician particularly in ERW Tube Manufacturing Mills, for more than 23 years.	An Engineer and having vast experience particularly in ERW Tube Manufacturing Mills and having indepth knowledge in Steel Industry for more than 25 years.
Date of First Appointment	29.12.2003	29.06.1994
Name of the Companies in which he holds Directorship of Boards	Nil	Nil
Name of the Companies in which he holds Membership of the Committees of the Board	Nil	Nil
No. of Shares held in the Company	Nil	Nil
Nationality	Indian	Indian



**Explanatory Statement U/s 173(2) of the Companies Act 1956 In respect of the business Items No.5 to 7 above :-**

**Item No. 5**

Mr. Pradeep Kumar Tiwari has been appointed as Additional Directors of the Company by the Board of Directors of the Company at their meeting held on 31.05.2013. Pursuant to the provisions of section 260 of the Companies Act, 1956, read with Article No.50 of the Articles of Association of the Company they hold office up to the date of ensuing Annual General Meeting. In terms of Section 257 of the Companies Act, the Company has received notice in writing from a members signifying their intention to propose the candidature of Mr. Pradeep Kumar Tiwari, for the office of Director of the Company. He is a Graduate with more than 10 years experience in Steel Pipes Manufacturing Company as well as Marketing & Selling and he is not disqualified to act as a Director. The Board considers that it is in the interest of the Company to continue to have the benefit of rich experience and expertise knowledge of Mr. Pradeep Kumar Tiwari and accordingly the Board of Directors recommend the resolution as set out in item No.5 of the notice convening annual general meeting for approval of the shareholders as Ordinary Resolutions.

Relevant documents pursuant to Section 257 of the Companies Act are available for inspection at the registered office of the Company and venue of meeting.

Except Mr. Pradeep Kumar Tiwari, none of the Directors are interested in the aforesaid resolution.

**Item No. 6**

Mr. Vikram Singh is a Graduate having vast experience in Marketing particularly in Steel pipe Industry, and an experienced Technician in ERW Tube Manufacturing Mills, for more than 23 Years. The Board recommends his name for re-appointment as Whole Time Director of the Company, for a period of Five years, with effect from 31.05.2013, subject to approval of the Members of the company at the ensuing Annual General Meeting to be held on 25.09.2013 and approval from necessary authorities concerned, wherever applicable. The said reappointment and remuneration are within the stipulations of the Companies Act, 1956. The Members of the Company are requested to pass the above resolution as a special resolution.

Except Mr. Vikram Singh, none of the other Directors of the company are concerned or Interested in the said resolution.

Your Directors recommend this resolution for your approval.

**Item No. 7**

Mr.Mahaveer Singh is an Engineering Graduate and having vast experience particularly in ERW Tube Manufacturing Mills and having indepth technical knowledge in Steel Tube Industry for more than 25 years. The Board recommends his name for re-appointment as Whole Time Director of the Company, for a period of Five years, with effect from 31.05.2013, subject to approval of the Members of the company at the ensuing Annual General Meeting to be held on 25.09.2013 and approval from necessary authorities concerned, wherever applicable. The said reappointment and remuneration are within the stipulations of the Companies Act, 1956. The Members of the Company are requested to pass the above resolution as a special resolution.

Except Mr.Mahaveer Singh, none of the other Directors of the company are concerned or Interested in the said resolution.

Your Directors recommend this resolution for your approval.