

### TAMILNADU STEEL TUBES LTD.

Registered Office: Mercury Apts., 1<sup>st</sup> Floor, No. 65, Pantheon Road, Egmore, CHENNAI-8 Phones: 2855 5653 / 2855 5673; Fax: 091-044-2855 5643

#### C.I.N. - U27110TN1979PLC007887

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

	Contents	Page No.				
	COMPANY OVERVIEW					
1	Letter to Shareholders	3				
2	Your Directors' Profile	5				
3	Company Information	7				
4	Major Products and Brands	9				
5	Product Flow Chart	9				
6	Financial Highlights	10				
	STATUTORY REPORTS					
7	Notice of A.G.M.	12				
8	Corporate Governance Report	22				
9	Management Discussions & Analysis	37				
10	Business Responsibility Report	42				
11	Report on Corporate Social Responsibility	45				
12	Directors' Report	46				
13	Auditors' Certificate on Corporate Governance					
14	Independent Auditors' Report on Financial Statements & Annexure to Auditors' Report	52				
15	Balance Sheet	57				
16	Statement of Profit & Loss	58				
17	Cash Flow Statement	59				
18	Significant Accounting Policies	60				
19	Notes on Financial Statements	63				
	SHAREHOLDERS 'INFORMATION					
20	E-Voting and Procedures	74				
21	Shareholders' Referencer	77				
22	Green Initiative & E-communication Registration Form	87				
23	Members' Feedback Form	89				
24	Attendance Slip & Proxy Form	91				

#### LETTER TO SHAREHOLDERS:

In the Financial Year 2013-14, the Steel Industry economy has shown a sign of slow down with growth and demand, particularly in the Southern parts of India in the second half of the financial year.

The domestic upstream production was lower compared to the prior year, due to the increased cost of raw materials. Emerging markets, including South India, had to face multiple challenge of rising current account deficit, depreciation of the local currency and capital outflows.

We are implementing several new technologies in the manufacturing domain and to retain our existing market share. Our ambition goal of making TNT Pipes is one of the premium product of Steel Pipes in South India.

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. We will continue our relentness 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.

TNT has always pride itself in manufacturing quality pipes and contribute into the South Indian Economy growth.

During the year TNT continued to retain its market share, and attract, retain the talent, performance management system and corporate working atmosphere. We are now making deep commitment to TNT's Growth by investing our integrated energy.

I would like to thank all my colleagues for their commitment and contribution towards TNT's growth. As we strengthen our core, we look at the future eagerly to continue to generate shareholders value.

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 Yours,

RAKESH GOYAL Managing Director

### YOUR DIRECTORS' PROFILE

#### **Mr RAKESH GOYAL**

Mr RAKESH GOYAL (45), DIN – 00990310, was appointed as a Managing Director in the year 1993. Professionally qualified from reputed Institutions, highly qualified, well experienced and an able administrator. having vast / indepth experience in E.R.W. Tube Manufacturing as well as in the Steel Industry For more than 20 years. Under his Leadership, TNT's sustainability initiatives were given shape by fashioning corporate strategies that not only enhance Shareholders' value but added significantly to the development of natural and social capital. He is the member of several Educational and Social Welfare Associations

Other Directorships : - Nil - Committee Membership of Other Companies : - Nil -

#### Mr M.J. LAKSHMI NARASIMHA RAO

Mr M.J. LAKSHMI NARASIMHA RAO (77), DIN: 01275880, was appointed as an Independent Director in the year 1993. He is a qualified Chartered Accountant and had held several positions in Public Sector Financial Institutions till he switched over to Independent practice in the year 1986, and continues in practice. In a career that spans over three decades, he has been acknowledged for his vision and commitment, leveraging the significant learning of sustainable excellence within TNT. He is a member of various Social Organizations.

Other Directorships : M/s Indo Asia Finance Ltd.

Committee Membership of Other Companies : - Nil -

#### **Mr MAHAVEER SINGH**

Mr MAHAVEER SINGH (56), DIN: 01907248, was appointed as a Director in the year 1994. He is an Engineer and having vast experience particularly in ERW Tube Manufacturing Mills and having indepth knowledge in Steel Industry for more than 25 years. He holds wide range of responsibilities for the TNT's business. He took charge of TNT's Pipe Manufacturing Division as a Works Manager, in the year 1985 and he is credited with successful turnaround of TNT's Exponential growth thereafter. He spare-headed the growth involving capital infusion, maximum output and maintaining the quality of the product to brand the product as a premium product.

Other Directorships : - Nil - Committee Membership of Other Companies : - Nil -

#### Mr VIKRAM SINGH

Mr VIKRAM SINGH (54), DIN – 01601165, was appointed as a Director in the year 2003. He is a professionally qualified Graduate, having vast knowledge / experience in Marketing in Steel Industry, and an experienced Technician particularly in ERW Tube Manufacturing Mills for more than 24 years. He joined the Company as a Sales Executive. During his tenure, the Company has handled vide range of responsibilities in Sale, Brand Management, and Product Development. He has been involved in the incubation and development of TNT's new initiatives. He is a Co-Header and his visions have improved the company's Sales and Financial aspects of the company.

Other Directorships : - Nil - Committee Membership of Other Companies : - Nil -

#### **Mr PRADIP KUMAR DUBEY**

Mr PRADIP KUMAR DUBEY (51), DIN: 03160298, was appointed as an Independent Director in the year 2011. He is a Graduate. An experienced person in the Marketing Field, especially ERW Tubes, as well as Technician and having vast knowledge/experience in Marketing in Steel Industry, and an experienced Technician particularly in ERW Tube Manufacturing Mills for more than 25 years. He held various positions and he is the instrumental in creating new techniques and due to his advice, the Company's requirements have been met effectively.

**Other Directorships** 

Name of the Company	Position
M/s Venkateswara Conduits Pvt. Ltd.	Director

Committee Membership of Other Companies : - Nil -

#### Mr PRADEEP KUMAR TIWARI

Mr PRADEEP KUMAR TIWARI (43), DIN: 06589154, was appointed as an Independent Director on 31.05.2013. He is a Graduate. An experienced Technician particularly in ERW Tube Manufacturing and having more than 10 years experience in this Industry. He is on the Board as a non-executive and also a member of various Committees. He was instrumental in developing and managing materials management and advising for increasing the production and to achieve the output and enhanced the performances of the company's production. His technical expertise has helped the company to achieve ,maximum performances in production,

**Other Directorships** 

Name of the Company	Position
M/s Venkateswara Conduits P.Ltd.	Director

Committee Membership of Other Companies : - Nil -

#### Mrs SESHADHRI RAJALAKSHMI

Mrs SESHADHRI RAJALAKSHMI (66), DIN: 06927846, has been appointed as an Independent Director on 19.07.2014. She is a Graduate doing Marketing & Sales, and also having a vast knowledge and experience in interacting with various departments, particularly in Steel Pipe Industry, for more than 15 years and to avail better service, the Company has inducted her as an Independent Director.

Other Directorships : - Nil - Committee Membership of Other Companies : - Nil -



#### **COMPANY INFORMATION**

Name of the Company : TAMILNADU STEEL TUBES LTD.

C.I.N. (Corporate Identity Number) : U27110TN1979PLC007887

Incorporation : 1979

Initial Public Offering : 1994

Listing with Stock Exchanges : Madras, Bombay & Ahmedabad

BSE Scrip Code : 513540

I.S.I.N. : INE 176E01012

**BOARD OF DIRECTORS** 

Managing Director Independent Directors Wholetime Directors

RAKESH GOYAL M.J.Lakshmi Narasimha Rao

Pradip Kumar Dubey Pradeep Kumar Tiwari Mrs.S.Rajalakshmi Mahaveer Singh Vikram Singh

**BOARD COMMITTEES** 

Audit Committee CSR and Governance Committee

M.J.Lakshmi Narasimha Rao Mahaveer Singh Vikram Singh Pradip Kumar Dubey Pradeep Kumar Tiwari

Mrs.S.Rajalakshmi

Health, Safety, Environmental & Women Staffs'

**Protection Committee** 

M.J.Lakshmi Narasimha Rao Pradip Kumar Dubey Pradeep Kumar Tiwari Mrs.S.Rajalakshmi

Committee
M.J.Lakshmi Narasimha Rao
Pradip Kumar Dubey
Pradeep Kumar Tiwari
Mrs.S.Rajalakshmi

Nomination & Remuneration

Committee
M.J.Lakshmi Narasimha Rao
Pradip Kumar Dubey

Pradip Kumar Dubey Pradeep Kumar Tiwari Mrs.S.Rajalakshmi

Shareholders Relationship, Investors' Grievances & Share Transfer Committee

M.J.Lakshmi Narasimha Rao Pradip Kumar Dubey Pradeep Kumar Tiwari Mrs.S.Rajalakshmi

**Executive Director** 

M.T. Elumalai

Corporate Management
Committee /Executive Directors

Rakesh Goyal

M.J.Lakshmi Narasimha Rao Mahaveer Singh

Vikram Singh Pradip Kumar Dubey

Independent Directors
Committee

M.J.Lakshmi Narasimha Rao Pradip Kumar Dubey Pradeep Kumar Tiwari Mrs.S.Rajalakshmi

**Executives** 

N Sudharsan C.C. Rajasekaran

CHIEF FINANCIAL OFFICER Mr VIKRAM SINGH

CHIEF EXECUTIVE OFFICER Mr M.T.ELUMALAI

LEGAL ADVISOR Mr P.R.SHANKAR, Advocate

Supreme Court of India

New Delhi

**COMPANY SECRETARY** Mr KAMALA LOCHAN RAY

Chennai-600 008

M/S.ABHAY JAIN & CO. **AUDITORS** 

**Chartered Accountants** 

Chennai-600 031

M/s R. GOPAL & ASSOCIATES INTERNAL AUDITORS

> **Internal Auditors** Chennai-600 031

**COST AUDITORS** Mrs.LATHA VENKATESH

> **Cost Auditors** Chennai - 600 044

**BANKERS** 1. THE JAMMU & KASHMIR BANK LTD.

Chennai - 600 002

2. CITY UNION BANK LTD.

Chennai - 600 001

**REGISTRAR &** M/S.CAMEO CORPORATE SERVICES LTD.

SHARE TRANSFER AGENTS Subramanian Building

No.1, Club House Road Chennai - 600 002

(Tel) 044 - 2846 0390 / 2846 0718

REGISTERED OFFICE Mercury Apartments, First Floor

No.65. Pantheon Road

Egmore, CHENNAI - 600 008 (Tel) 044 - 2855 5653 / 2855 5673

Fax: 044 - 2855 5643

E-mail: tnstl@vsnl.net / tnt.share@yahoo.in contact@tamilnadusteeltubesltd.com Website: www.tamilnadusteeltubesltd.com

CIN: U27110TN1979PLC007887

**WORKS** B-10, Industrial Complex

> Maraimalai Nagar - 603 209 Kancheepuram District.

Tamilnadu

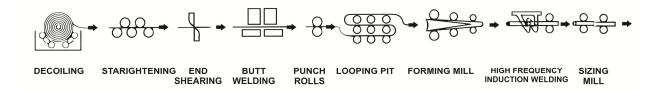
#### MAJOR PRODUCTS, BRANDS AND MARKS:

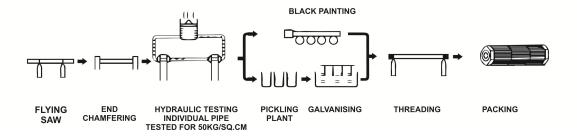
YOUR Company is manufacturing various sizes of ERW Pipes – Black & Galvanized, Square, Rectangular and Round Pipes ranging from ½ inch to 10 inches. The products are being identified with Brands and Marks. These products are being used mainly for Irrigation, water supply projects, sewerage and drainage, mines, coal fields, Industries, plumbing and construction, Bridge constructions, Airports, Automobiles, Warehousing, etc.

PRODUCTS	SIZES	MARKS	BUSINESS BRANDS		
ERW M.S. Pipes	½ " upto 10 "				
ERW Galvanised Pipes	½ " upto 10 "				
M.S. Square	½ " upto 10 "	IS1239 part-1 IS – 1161	THE MOT CHOSE		
Galvanised Square	½ " upto 10 "	IS – 1161 IS – 3601 IS – 9295	TNT, KST, SHREE, VICTOR, SUPER,		
M.S. Rectangular	½ " upto 10 "		JUPITER, STAR		
Galvanised Rectangular	½ " upto 10 "	IS – 4923			
M.S. Round	½ " upto 10 "				
Galvanised Round	½ " upto 10 "				

#### FLOW CHART :-

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







#### FINANCIAL HIGHLIGHTS - 2004-05 TO 2013-14

#### **RS. IN LAKHS**

									INO. IN EXIMIC	
	2004-05	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14
Revenue from operations	3079.35	3563.22	4825.85	7177.57	6304.30	7273.77	7753.28	8087.43	10354.56	10655.01
Total Income	3101.15	3627.49	4919.00	7493.88	6298.15	7345.80	7825.61	8088.60	10360.70	10658.33
Earnings before Depreciation, Finance Cost and Tax Expenses (EBDIT)	42.92	100.14	241.04	734.76	332.70	213.07	123.24	196.94	469.78	322.21
Depreciation and Amortisation	26.59	25.14	24.61	25.21	20.22	19.45	21.61	21.56	20.03	27.32
Exceptional Items	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	257.06
Profit for the Year	(10.11)	29.46	147.97	664.88	281.45	(361.11)	0.87	71.03	215.87	356.31
Equity Dividend %	-	-	-	-	-	-	-	-	_	-
Equity Share Capital	412.48	512.48	512.48	512.48	512.48	512.48	512.48	512.48	512.48	512.48
Reserves and Surplus	(1685.21)	(1638.22)	(1490.25)	(825.37)	(543.92)	(905.03)	(904.17)	(833.14)	(617.26)	(260.95)
Net Worth	(1272.73)	(1125.74)	(977.77)	(312.89)	(31.44)	(392.55)	(391.69)	(320.66)	(104.78)	251.53
Gross Fixed Assets	695.23	695.86	698.27	726.65	754.83	763.87	804.33	836.43	962.49	979.62
Net Fixed Assets	180.15	155.64	133.43	136.59	144.80	134.39	153.47	168.37	276.97	283.44
Total Assets	1199.61	1266.17	1608.28	1569.95	1166.15	1608.93	1879.02	2739.02	2899.13	3356.68
Key Indicators										
Earning Per Share	(0.24)	0.57	2.89	12.97	5.49	(7.05)	0.02	1.39	4.21	6.95
Turnover per Share	74.65	69.53	94.17	140.06	123.02	141.93	151.29	157.81	202.05	207.91
Book Value Per Share	(30.85)	(21.96)	(19.08)	(6.10)	(0.61)	(7.66)	(7.64)	(6.26)	(2.04)	4.91
Debt: Equity Ratio	(1.94):1	(2.12):1	(2.64):1	(6.02):1	(38.09):1	(5.10):1	(5.80):1	(9.54):1	(28.67):1	12.35:1
EBDIT/Gross Turnover %	1.39	2.81	4.99	10.24	5.28	2.93	1.59	2.44	4.54	3.02
Net Profit Margin %	(0.32)	0.83	3.07	9.26	4.46	(4.96)	0.01	0.88	2.08	3.34
RONW %	0.79	(2.62)	(15.13)	(212.50)	(895.18)	91.99	(0.22)	(22.15)	<b>(</b> 206.02)	141.66