

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 41ST ANNUAL GENERAL MEETING OF THE MEMBERS OF TUMUS ELECTRIC CORPORATION LIMITED CIN U31300MP1973PLC001186 ('THE COMPANY') WILL BE HELD ON 29TH DAY OF SEPTEMBER, 2014 AT THE REGISTERED OFFICE OF THE COMPANY AT BAUG, P B CHORHATA, REWA, M.P. – 486006 at 11 AM TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet as at 31st March, 2014 and statement of Profit & Loss Account for the year ended on that date and the reports of Directors and the Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 (“Act”) and other applicable provisions of the Act, if any and Rules framed thereunder, as amended from time to time and subject to rectification by the shareholders at every Annual General Meeting, M/s. Bhattar and Co., Chartered Accountants, Mumbai (Firm Registration No. 131092W) be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company for the financial year 2017-18 and that their remuneration be fixed by the Board.”.

SPECIAL BUSINESS:

3. Appointment of Ms. Kamrunnisa Khan DIN 06939545, as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149,150,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Ms. Kamrunnisa Khan DIN 06939545 in respect of whom the Company has received a notice in writing under Section 160 of the Companies act ,2013 from a member proposing her candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company from the conclusion of this Annual General Meeting upto the conclusion of next Annual General Meeting and whose office shall henceforth, not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Ms. Kamrunnisa Khan DIN 06939545, be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.”

4. Appointment of Mr. Sunjjoy Ingley DIN 06935543 as an independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149,150,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any

statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. Sunjjoy Ingley DIN 06935543 in respect of whom the Company has received a notice in writing under Section 160 of the Companies act ,2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company from the conclusion of this Annual General Meeting upto the conclusion of next Annual General Meeting and whose office shall, henceforth, not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149 and 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. Sunjjoy Ingley DIN 06935543, be paid such fees and commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.”

5. Increase in Authorised Share Capital and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, sub-section (1) read with Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby authorized to be increased from Rs. 1,00,00,000 (Rupees One Crore) divided into 9,50,000 (Nine Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each and 50,000 (Fifty Thousand) preference shares of Rs. 10/- (Rupees Ten) each to Rs. 2,00,00,000 (Rupees Two Crores) divided into 19,50,000 (Nineteen Lakhs Fifty Thousand)Equity Shares of Rs. 10/- (Rupees Ten) each and 50,000 (Fifty Thousand) preference shares of Rs. 10/- (Rupees Ten) each by creation of additional 10,00,000 (Ten Lakhs Only) Equity Shares of Rs. 10/- each ranking pari-passu in all respect with the existing Equity Shares and consequently the existing clause V (a) of the memorandum of Association of the Company relating to share capital, be and is hereby altered by substituting in its place the following as new clause V(a)

V (a) “The Authorized Share Capital of the Company is Rs. 2,00,00,000 (Rupees Two Crores only) divided into 19,50,000 (Nineteen Lakhs fifty thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten) each and 50,000 (Fifty Thousand) preference Shares of Rs. 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors be and is hereby authorised to do all such acts, deeds, matters and things and deal with all such matters and take all such steps as may be necessary.”

6. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

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

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

“RESOLVED THAT in supersession of all previous resolutions passed by the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies Act, 1956, (including any amendment thereto or re-enactment thereof) (hereinafter referred to as the “Act”), consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution) for borrowing, on behalf of the Company, any sum or sums of money, from time to time, as they may consider fit, any sum of money, in any manner, and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian rupees or any other foreign currency, from any bank or banks, or any financial institutions, other person or persons, and whether the same may be secured or unsecured, and if secured, whether domestic or international, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or stock in transit), notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) and remaining undischarged at any given time, will or 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 so however that the total amount upto which money may be borrowed by the Board under this resolution, at any one time shall not exceed, in the aggregate, the sum of Rs. 50 Crore (Rupees Fifty Crore Only) and/or in equivalent foreign currency.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee(s) of Directors or any one or more Directors of the Company, with the power to further delegate any such powers as they may deem fit, to finalize, settle and execute such documents / deeds / writings / agreements, as may be required, and to do all such acts, matters and things as it may at its absolute discretion deem proper, fit and expedient and to settle any question difficulty or doubt that may arise in regard or otherwise considered to be in the best interests of the Company.”

8. 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 152 and any other applicable provisions of the Companies Act, 2013, Mr. Rupesh Parade DIN 06909495 who was appointed as an additional Director of the Company under section 161 of the Companies Act, 2013 with effect from 15 .07. 2014 by the Board of Directors to hold office upto the Date of this Annual General Meeting of the Company in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director the Company, be and is hereby appointed as a Director of the Company Liable to retire by rotation.”

9. 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 152 and any other applicable provisions of the Companies Act, 2013, Mr. Navinchandra Patel DIN 06909577 who was appointed as an additional Director of the Company under section 161 of the Companies Act, 2013 with effect from 15 .07. 2014 by the Board of Directors to hold office upto the Date of this Annual General Meeting of the Company in respect of whom the Company has received a

notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director the Company, be and is hereby appointed as a Director of the Company Liable to retire by rotation.”

10. Appointment of Mr. Navinchandra Patel, Whole-Time-Director and in this regard to consider and if thought fit, to pass, with or without modification(s),the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 196, 197, 203 and schedule V and other applicable provisions of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force), the company hereby accords its approval to appoint Mr. Navinchandra Patel as Whole- Time Director of the company for the period of 3 years w.e.f. September 30, 2014 on an aggregate remuneration not exceeding of Rs. 2,40,000/- p.a. subject to the limit specified in schedule V of the Companies Act, 2013 with a liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment so as the total remuneration payable to him shall not exceed the limits specified in schedule V to the companies Act, 2013 including any statutory modification or re-enactment thereof , for the time being in force and as agreed by and between the Board of Directors and Mr. Navinchandra Patel.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V to the Companies Act, 2013 the Board of Directors be and are hereby authorised to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. Navinchandra Patel within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Navinchandra Patel without any further reference to the Company in General Meeting.”

By order of the Board of Tumus Electric Corporation Limited

Sd/-
(Manish Mourya)
Director
DIN 06511765
Place: Mumbai
Date: August 28, 2014

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the meeting.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses under Item Nos. 3 to 10 is annexed hereto.
4. A person can act as proxy on behalf of Members not exceeding fifty in number and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. In case of a Member holding more than ten per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
5. Members / Proxies should bring the Attendance Slip duly filled in and signed for attending the meeting. Corporate Members intending to send their authorised representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting so as to reach the Company on or before 29th September, 2014.

6. 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.
7. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2014 to 29th September, 2014 (both days inclusive).
9. Members are requested to send all communications concerning shares, change of address etc. to the Company's Registrar, Purva Sharegistry India Private Limited. quoting their folio and reference no. Members are also requested to send their email address to the company's Registrar.
10. As stipulated under Clause 49 of the Listing Agreement, a profile and brief resume of the directors seeking reappointment, their memberships/chairmanship in various Board Committees and names of other Companies in which they hold directorships, is given in the Corporate Governance Report which forms part of the Annual Report.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
12. Shareholders who are still holding physical share certificate(s) are advised to dematerialize their shareholding to avail the benefits of dematerialization.
13. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
14. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.tumuselectric.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: compliance.tumus@gmail.com
15. Voting through electronic means.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The Company has signed an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their vote electronically.

The instructions for shareholders voting electronically are as under:

- I. The voting period begins on 23rd September, 2014 (10. 00 am) and ends on 25th September, 2014 (6.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- III. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- IV. Click on "Shareholders" tab.

- V. Now, select the “Tumus Electric Corporation Limited” from the drop down menu and click on “SUBMIT”
- VI. Now Enter your User ID
 a. For CDSL: 16 digits beneficiary ID,
 b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- VII. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 Next enter the Image Verification as displayed and Click on Login.
- VIII. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- IX. If you are a first time user follow the steps given below:

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

*Members who have not updated their PAN with the Company / Depository Participant are requested to use default number 'GM1379BG11' in the PAN Field for e-voting.

#Members who have not updated their Date of Birth with the Company / Depository Participant are requested to use default number '23121978' in the DOB field for e-voting.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the value <Default Value> in the DOB column or the <Default Value> in the Dividend Bank details field.

- X. After entering these details appropriately, click on “SUBMIT” tab.
- XI. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- XII. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XIII. Click on the EVSN for Tumus Electric Corporation Limited on which you choose to vote.
- XIV. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XV. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XVI. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XVII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVIII. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XIX. Note for Institutional Shareholders & Custodians:
 ➤ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 ➤ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 ➤ After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- XX. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 22, 2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

Ms. Sonam Jain, Practicing Company Secretary (having ACS 31862), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

The voting rights of shareholders shall be in proportion to their shares of the paid equity capital of the Company as on 22nd August, 2014.

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 CDSL within two days the passing of the resolutions at the 41st Annual General Meeting of the Company on 29th September, 2014, and communicated to the BSE Ltd. within the prescribed period.

Annexure to Notice

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), sets out all material facts relating to the business mentioned at Item Nos. 3 to 9 of the accompanying Notice dated 28th August, 2014:

Item Nos. 3 & 4

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed Company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement which would be effective from October 1, 2014 inter alia stipulates the conditions for the appointment of Independent Directors by a listed Company.

The above have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, the above Independent Directors fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of the above Directors as Independent Directors is now being placed before the Members in General Meeting for their approval.

The brief profile of the Independent Directors to be appointed is given below:

Ms. Kamrunnisa Khan DIN 06939545 is a Bachelor of Science from the Mumbai University also holding a diploma in Information System Management and Higher Diploma in Software Engineering. She is working in the software industry from more than 15 years.

Mr. Sunjoy Ingley DIN 06935543 is a self employed professional presently working as an Insurance Advisor. He also has many years of experiences in the rubbers and polymer industry.

The Board commends the Ordinary Resolutions set out at Items Nos. 3 & 4 of the Notice for approval by the Members.

No Director, Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the resolutions mentioned at Items Nos. 3 & 4 of the Notice.

Item No.5

The company proposes to issue shares on a Rights basis in the ratio of 9 shares for every 10 shares held for working capital requirements. The Company is therefore required to increase its paid up capital beyond its present Authorized share capital. Keeping in view the funds requirements for its present scale of operations, it is proposed to increase the Authorized Share Capital to Rs. 2,00,00,000/- (Rupees Two Crores only).

The proposal to increase the Authorized share capital and the consequent alteration of Clause V of the Memorandum of Association of the Company require approval of members by an ordinary resolution. The Board of Directors commends the resolutions for approval by the members.

None of the Directors and Key Managerial Personnel (KMP) of the Company has any interest or concern in the resolution except as members of the company.

The Board of Directors accordingly recommends the resolution set out in Item No. 5 of the accompanying Notice for the approval of the members as special resolution.

Item No.6

The existing Articles of Association (herein after referred "AoA") of the Company is based on the Companies Act, 1956 and several regulations in the existing AoA contains reference to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act, 2013 which deals with the general working of the companies stand notified, it is proposed to amend the existing AoA to align it with the provisions of Companies Act, 2013 including the Rules framed thereunder.

The new AoA to substitute in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft AOA is being uploaded on the Company's website at www.tumuselectric.com for perusal by the shareholders. The Proposed new draft AoA is also available for inspection at the Registered Office of the Company on all working days, except, between 10.00 am to 12.00 noon up to the date Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said Special Resolutions.

The Board of Directors of your Company recommends the passing of the resolutions set-out under Item No. 6 of the Notice as Special Resolution.

Item No.7

Section 180(1)(c) of the Companies Act, 2013 requires the consent of the shareholders of a Company by way of a Special Resolution at a General Meeting to enable the Board of Directors to borrow monies to be borrowed, together with the monies already borrowed by the (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), which may exceed the aggregate of the paid up share capital of the Company and its free reserves. Since the current borrowing powers of the Board of directors may not be sufficient to facilitate the Board to borrow for the purpose of the business of the company, the approval of the shareholders is being sought by special resolution for enabling authority in favor of the Board to increase its borrowing power to Rs. 50,00,00,000/- (Rupees fifty crore Only) in addition to the aggregate of the paid up share capital and free reserve of the Company. Hence, the approval of the members of the Company is being sought for the resolution set-out under Item No. 7 by way of Special resolution.

The Board of Directors of your Company recommends the passing of the Resolutions set - out under Items No. 7 of the Notice as Special Resolutions in terms of Section 180(1) (c) of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel (KMP) of the company or their relatives are concerned or interested in the said Special Resolutions.

Item No.8

The Board of Directors at its meeting held on 15.07.2014 appointed Mr. Rupesh Parade as Additional Director of the Company with effect from 15.07.2014 to hold office upto the Date of the ensuing

Annual General Meeting of the Company under Section 161 of the Companies Act, 2013. The Company has received a notice from a member proposing his candidature for the office of Directors of the Company. The office of Rupesh Parade shall be liable to retire by rotation.

Mr. Rupesh Parde is a currently employed in the Financial Service industry with a experience of over a decade.

Item No.9

The Board of Directors at its meeting held on 15.07.2014 appointed Mr. Navinchandra Patel as Additional Director of the Company with effect from 15.07.2014 to hold office upto the Date of the ensuing Annual General Meeting of the Company under Section 161 of the Companies Act, 2013. The Company has received a notice from a member proposing his candidature for the office of Directors of the Company. The office of Mr. Navinchandra Patel shall be liable to retire by rotation.

Mr. Navinchandra Patel is a currently employed in the Financial Service industry with a experience of over three decades

Item No. 10:

As per the requirement of the Companies Act, 2013 for appointment of Key Managerial Personnel (KMP), the Board of Directors of the Company has decided to appoint Mr. Navinchandra Patel as Whole-Time Director of the Company as per the terms and condition decided by the Board and Mr. Navinchandra Patel.

Profile - Mr. Navinchandra Patel is a currently employed in the Financial Service industry with a experience of over three decades

The Board of Directors of your Company recommends the passing of the Resolutions set - out under Items No. 10 of the Notice as Special Resolutions in terms of Appointment of KMP as per the Companies Act, 2013.

None of the Directors or Key Managerial Personnel (KMP) of the company except Mr. Navinchandra Patel or their relatives are concerned or interested in the said Special Resolutions.

By order of the Board of Tumus Electric Corporation Limited

Sd/-
(Manish Mourya)
Director
DIN 06511765
Place: Mumbai
Date: August 28, 2014