

NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting of **Tumus Electric Corporation Limited** will be held at Hotel Star, N.H.-7, Rewa – 486001, Madhya Pradesh on Tuesday, 15th September, 2015 at 11:30 a.m. to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended 31st March, 2015 and the Balance Sheet as on that date, together with the Reports of the Directors and the Auditors thereon.
2. To appoint Mr. Navinchandra Patel (holding DIN 06909577) as Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Mr. RupeshParde (holding DIN 06909495) as Director, who retires by rotation and being eligible, offers himself for re-appointment.

Ratification of appointment of Statutory Auditors and fixing their remuneration

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

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

Special Business

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

“**RESOLVED THAT** Mr. Navinchandra Patel, who was appointed with effect from 5th February, 2015 as Managing Director of the Company and holds office up to the date of General Meeting under Section 196 of the Companies Act, 2013, be and is hereby appointed as Managing Director of the Company with effect from 5th February, 2015 for a period of three years on the terms and conditions as stipulated in his appointment letter and as agreed between him and the Management.”

By Order of the Board of Directors
For Tumus Electric Corporation Limited

Sd/-
Manish Mourya
(Company Secretary)

Registered Office: P.O. Chorhata, Rewa,
Distt-Rewa,Madhya Pradesh – 486006

13th August, 2015

Notes:

6. The Explanatory statement pursuant to section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
7. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“**THE MEETING**”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A **PROXY NEED NOT BE A MEMBER.**
8. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10 per cent of the total share capital of the Company. A member holding more than 10 per cent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

9. The instrument appointing proxy/proxies in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
10. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a duly certified board resolution authorizing their said representative(s) to attend and vote on their behalf at the meeting.
11. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
12. Members/proxies/authorized representatives should bring duly filled Attendance slip enclosed herewith to attend the meeting mentioning therein details of their DP ID and Client ID/Folio No.
13. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
15. The Register of Contracts or Arrangements in which the Directors are interested, maintained u/s 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
16. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least seven days before the date of the Meeting, so that the information required may be made available at the Meeting.
17. The Register of Members and Share Transfer Books will remain closed from 5thSeptember, 2015 to 15th September, 2015, both days inclusive, for the purpose of AGM.
18. Members holding shares in physical form are requested to notify/send the following to the Company's Registrar and Transfer Agents to facilitate better service:
 - Any change in their address
 - Particulars of their bank accounts in case the same have not been sent earlier, for dividend payment through ECS mode and
 - Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of the names for consolidation of such holdings into one account.
19. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective Depositories, will be printed on the dividend warrants. Members are requested to inform the concerned Depository Participants of any change in address, dividend mandate, etc.
20. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar and Transfer Agents of the Company, in the prescribed Form SH. 13 for this purpose.
21. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at atcompliance.tumus@gmail.com
22. The Annual Report for 2014-15 is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for the physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report are being sent by the permitted mode.
23. Members may also note that the notice of the 42ndAGM and the Annual Report for 2014-15 will be available on the Company's website www.tumuselectric.com
24. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
25. In compliance with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereof and Clause 35B of the Listing

Agreement, the Company is providing its members with the facility for voting by electronic means and the business may be transacted through such voting. The Company also will be providing voting facility through polling paper at the Meeting and the members attending the Meeting who have not already cast their vote by remote e-voting may be able to exercise their voting right at the Meeting. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again. The instructions for e-voting are annexed to the Notice.

26. The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

- i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- ii. Now, click on “Shareholders” tab to cast your votes
- iii. Select the Electronic Voting Sequence Number “EVSN”-**150820006** along with “Tumus Electric Corporation Ltd” from the drop down menu and click on “SUBMIT” for voting.
- iv. Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User – ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company

- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in Demat form and had logged on to www.evotingindia.com and have cast your vote earlier for EVSN of any Company, then your existing User Id and Password are to be used
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 last 8 digits of the demat account/folio number in the PAN field In case the folio 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. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. 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 number of shares held by you as on the cut-off date in the Dividend Bank details field.

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then reach directly 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- xi. Click on the EVSN – 150820006 for the Tumus Electric Corporation Ltd on which you choose to vote.
- xii. 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
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
- xiv. 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.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to log on to <http://www.evotingindia.co.in> and register themselves as Corporate.
- xix. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com with a copy marked to Sonamjaincs@gmail.com.

xx. <mailto:hiteshkotharics@gmail.com> After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

xxi. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote

xxii. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same

xxiii. The E-voting period will commence from Saturday, 12th September, 2015 at 10:00 Hrs. and will end on Monday, 14th September, 2015 at 18:00 Hrs. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date (record date) of Friday, 8th September, 2015, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

xxiv. 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.

xxv. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8th September, 2015.

27. Mr. Kishor Gupta, Partner of R.K. Mishra & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- i. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company
- ii. The voting rights of shareholders shall be in proportion to their shares of the paid equity capital of the Company as on 8th September, 2015.
- iii. 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 42nd Annual General Meeting of the Company on 15th September, 2015, and communicated to the BSE Ltd. within the prescribed period.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses.

Item No.4:

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

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

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

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

Item No. 5:

As per the provisions of the Companies Act 2013 and rules mentioned thereunder; a Managing Director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the Company.

In accordance, Mr. Navinchandra Patel appointment as Managing Director of the Company with effect from 5th February, 2015 requires approval from the Shareholders in their immediate meeting held after such appointment.

None of the Director except for Mr. Navinchandra Patel is interested in the said matter.