

Annual Report 2015 - 2016



**TULSYAN** NEC LTD  
Strength of Steel, Flexibility of Plastic

# TULSYAN NEC LIMITED

CIN : L28920TN1947PLC007437

## Board of Directors

**Lalitkumar Tulsyannec**  
Executive Chairman

**Sanjay Tulsyannec**  
Managing Director

**Sanjay Agarwalla**

**C. Ramachandran**

**P.T. Rangamani**

**Kalyani Venkatesan**

**Shantha Kumar RP**  
Chief Financial Officer

**P Laxmidhar Prusty**  
Company Secretary

## Registered Office

61, Sembudoss Street,  
Chennai - 600 001.

## Corporate Office

Apex Plaza, I Floor, New No. 77,  
(Old No. 3), Nungambakkam High Road,  
Chennai - 600 034.  
Tel.: 044-3918 1060, Fax : 044-3918 1097  
E-mail: [investor@tulsyannec.in](mailto:investor@tulsyannec.in)  
Website: [www.tulsyannec.in](http://www.tulsyannec.in)

## Administrative Office

37, Kaveriappa Layout,  
Miller Tank Bund Road,  
Vasanth Nagar, Bangalore - 560 052.

## Bankers

Canara Bank  
Syndicate Bank  
Andhra Bank  
State Bank of India  
IDBI Bank  
Indian Overseas Bank  
Shamrao Vithal Co-operative Bank

## Auditors

C.A. Patel & Patel,  
Chartered Accountants,  
"A" Wing 4th floor  
Flat No. 2 Parsan Manere, 442 Anna Salai,  
Chennai - 600 006.

## Registrar & Share Transfer Agents

Cameo Corporate Services Ltd.  
"Subramanian Building",  
1 Club House Road, Chennai - 600 002.  
Tel. : 044-28460390, Fax : 044-28460129

## Steel Division

D-4, SIPCOT Industrial Complex,  
Gummudipoondi-601 201, Tamil Nadu.

## Branch:

50B, Muktaram Babu Street, Kolkata 700 007

## Godown:

135 / 51A, Girish Ghosh Road,  
Belur, Howrah 711 202

## Power Plant:

17, Sithurnatham Village,  
Gummidipoondi-601 201, Tamil Nadu

## Windmill

Kudimangalam, Udumalpet, Tamil Nadu.  
Pazhavoor, Tirunelveli District, Tamil Nadu.  
Kavalakurichi, Tirunelveli District, Tamil Nadu.

## Synthetics Division

7-A, Doddaballapura Industrial Area,  
Kasba Hobli, Karnataka.  
Plot No. E-4, Madkaim Industrial Area,  
Madkaim Village, Ponda Taluk, Goa.  
Survey No. 237 to 245,  
Boincheruvupalli Village, Peapully Mandal,  
Kurnool District, Andhra Pradesh - 518 220.

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## NOTICE

NOTICE is hereby given that the 69<sup>th</sup> Annual General Meeting (AGM) of the members of Tulsyam NEC Limited will be held as scheduled below:

<b>Day</b>	Monday
<b>Date</b>	26 <sup>th</sup> September, 2016
<b>Time</b>	03.30 P.M.
<b>Place</b>	"The Music Academy, (Mini Hall)" New No. 168, T.T. K. Road, Royapettah, Chennai, Tamil Nadu 600014

### ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March 2016 and the statement of Profit and loss for the year ended on the date, the Reports of the Board of Directors and Auditors thereon;
2. To appoint a director in the place of Shri Sanjay Agarwalla (DIN 00632864) who retires by rotation and being eligible offers himself for reappointment.

### SPECIAL BUSINESS:

#### 3. Appointment of Statutory Auditor to fill the Casual Vacancy

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

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), on the basis of recommendation of Audit committee and approval of the Board of directors, approval of the shareholders of the company be and is hereby accorded for the appointment of M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai, having LLP Identity Number: AAC-9402, having Firm ICAI Registrations No: 004925S/S200036 as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Messrs C.A. Patel & Patel, Chartered Accountants, Chennai."

**"RESOLVED FURTHER THAT** M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai, be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting till the conclusion of the next Annual General Meeting on such remunerations as may be fixed by the Board of Directors in consultation with them."

#### 4. Ratification of Remuneration payable to Messrs Murthy & Co. LLP as Cost Auditor for the Financial Year 2016-2017

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

**"RESOLVED THAT** the remuneration of ₹70,000/- (Rupees Seventy Thousand only), in addition to reimbursement of travel and out of pocket expenses, payable to Messrs Murthy & Co. LLP, Practicing Cost Accountants, (Firm Registration Number: S200001), who was appointed as cost auditor of the Company for the financial year 2016-2017 as recommended by Audit Committee and approved by the Board of Directors of the Company, in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, be and is hereby ratified.

#### 5. Approval for Re-Appointment and Remuneration to Shri Sanjay Agarwalla, as Whole-time Director.

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and rules made thereunder (including and statutory modification(s) or re-enactment thereof and subject to the necessary approval if any, on the basis of recommendation of nomination an Remuneration Committee and approval of the Board of Directors, approval of the shareholder of the company be and is hereby accorded for the re-appointment of Mr. Sanjay Agarwalla (DIN: 00632864) as Whole-time Director of the Company for a Period of 3 (three) years w.e.f. 22-09-2016 at a remuneration not exceeding of ₹ 10,00,000/- per month (including of all perquisites and benefits) for a period of (three) years w.e.f. 22.09.2016 as per the terms and conditions, including remuneration as set out in the abstract of the terms of the contract furnished in the explanatory statement annexed to this Notice with liberty to the Board of Directors to alter and vary the said terms and the said terms conditions, amendments thereto as may be agreed to between the Board and Shri Sanjay Agarwalla or as may be varied by the Company in General Meeting."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter, vary and modify the said terms including salary, allowances and



perquisites in such manner as may be agreed to between the Board and Shri Sanjay Agarwalla (DIN: 00632864) within and in accordance with and subject to the limits prescribed in Schedule V to the said Companies Act, 2013 and if necessary, as may be stipulated by the Central Government as may be agreed to accordingly between the Board and Shri Sanjay Agarwalla (DIN: 00632864)."

**"RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, Shri Sanjay Agarwalla (DIN: 00632864), shall be paid/payable the same remuneration as stated herein above, as minimum remuneration but subject to the upper limit, if any, prescribed under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), as may be applicable from time to time."

**"RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

#### 6. Approval for Re-Appointment and Remuneration to Shri Sanjay Tulsyan, as Managing Director

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and rules made thereunder (including and statutory modification(s) or re-enactment thereof and subject to the necessary approval if any, on the basis of recommendation of nomination and Remuneration Committee and approval of the Board of Directors, approval of the shareholder of the company be and is hereby accorded for the re-appointment of Mr. Sanjay Tulsyan (DIN: 00632802) as Managing Director of the Company for a Period of 3 (three) years w.e.f. 01-10-2016 and at a remuneration not exceeding of Rs. 10,00,000/- per month (including of all perquisites and benefits) for a period of (three) years w.e.f. 01.10.2016 as per the terms and conditions, including remuneration as set out in the abstract of the terms of the contract furnished in the explanatory statement annexed to this Notice with liberty to the Board of Directors to alter and vary the said terms and the said terms conditions, amendments thereto as may be agreed to between the Board and Shri Sanjay Tulsyan (DIN: 00632802) or as may be varied by the Company in General Meeting."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter, vary and modify the said terms including salary, allowances and perquisites in such manner as may be agreed to between the Board and Shri Sanjay Tulsyan (DIN: 00632802) within and in accordance with and subject to the limits prescribed in Schedule V to the said Companies Act, 2013 and if necessary, as may be stipulated by the Central Government as may be agreed to accordingly between the Board and Shri Sanjay Tulsyan (DIN: 00632802)."

**"RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, Shri Sanjay Tulsyan (DIN: 00632802), shall be paid/payable the same remuneration as stated herein above, as minimum remuneration but subject to the upper limit, if any, prescribed under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), as may be applicable from time to time."

**"RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

#### 7. Approval for Re-Appointment and Remuneration of Shri Lalit Kumar Tulsyan, in the Capacity of Whole-time Director, designated as "Executive Chairman"

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and rules made thereunder (including and statutory modification(s) or re-enactment thereof and subject to the necessary approval if any, on the basis of recommendation of nomination and Remuneration Committee and approval of the Board of Directors, approval of the shareholder of the company be and is hereby accorded for the re-appointment of Mr. Lalit Kumar Tulsyan (DIN: 00632823) as Whole-time Director of the Company designated as "Executive Chairman" for a Period of 3 (three) years w.e.f. 12-07-2016 and at a remuneration not exceeding of ₹ 10,00,000/- per month (including of all perquisites and benefits) for a period of (three) years w.e.f. 12.07.2016 as per the terms and conditions, including remuneration as set out in the abstract of the terms of the contract furnished in the explanatory statement annexed to this Notice with liberty to the Board of Directors

to alter and vary the said terms and the said terms conditions, amendments thereto as may be agreed to between the Board and Shri Lalit Kumar Tulsyan (DIN: 00632823) or as may be varied by the Company in General Meeting."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter, vary and modify the said terms including salary, allowances and perquisites in such manner as may be agreed to between the Board and Shri Lalit Kumar Tulsyan (DIN: 00632823) within and in accordance with and subject to the limits prescribed in Schedule V to the said Companies Act, 2013 and if necessary, as may be stipulated by the Central Government as may be agreed to accordingly between the Board and Shri Lalit Kumar Tulsyan (DIN: 00632823)."

**"RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, Shri Lalit Kumar Tulsyan (DIN: 00632823), shall be paid the same remuneration as stated herein above, as minimum remuneration but subject to the upper limit, if any, prescribed under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), as may be applicable from time to time."

**"RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

#### 8. Approval of Related Party Transaction

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and subject to such approvals, consents, sanctions and permissions as may be necessary, on the basis of

approval of the Audit Committee the consent of the members of the Company be accorded to the "Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, to enter into related party transaction(s) up to the maximum amount per annum as mentioned in below table."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

Name of the Party	Nature of Transaction	Maximum Amount of Transaction	Period of Transaction
Chitrakoot Steel and Power Private Limited	Purchase of Raw materials, sale of materials and availing of job work relating to manufacturing activity.	Value not exceeding ₹ 250 Crores in Aggregate	For the period of 3 years From 13-06- 2016 to 12-06-2019

**"RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

By Order of the Board of Directors  
For Tulsyan NEC Limited

Lalit Kumar Tulsyan  
Executive Chairman  
DIN: 00632823

Place: Chennai  
Date: 26.08.2016

**NOTES:**

1. The statement setting out material facts as required under Section 102(1) of the Companies Act, 2013, in respect of Special Business mentioned in the above notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE ANY MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY, CAN APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED WITH THE COMPANY AT ITS CORPORATE OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY HOLDER SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE ANNUAL GENERAL MEETING.
3. Corporate members intending to send their authorized representative to attend the meeting are requested to send certified copy of board resolution or power of attorney to attend and vote on their behalf at the meeting.
4. The Register of Member and Share Transfer Books of the Company will remain closed for a period of Seven days from Tuesday, September 20, 2016 to Monday, September 26, 2016 (both days inclusive) for the purpose of Annual General Meeting.
5. Members desirous of obtaining any information as regards to accounts and operation of the Company are requested to write to the Company at least 10 days before the meeting to enable the Company to keep the required information ready at the ensuing annual general meeting.
6. Members holding shares in physical form are requested to notify change of address immediately to the Company or its Registrar and Share Transfer Agent of the Company namely Cameo Corporate Services Limited, Subramanian Building, No.1 Club House Road, Chennai 600002. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.
7. Members are requested to bring their copies of Annual Report to the meeting, as the same will not be circulated at the meeting.
8. Investors are requested to update their e-mail IDs with Depository Participants (DP) for shares held in demat form or with the Registrar and Share Transfer Agent Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002 (RTA) (or) the Company in case the shares are held in physical form for receipt of Notices, Annual Report, Circulars, etc. by electronic mode.
9. In terms of Section 124 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder, the Dividend pertaining to the year 2008-2009 and the Dividend pertaining to the subsequent years, which remain unclaimed for a period of seven years, will be transferred on due dates to Investor Education and Protection Fund (IEPF) established by Central Government. Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the unencashed warrants immediately to the Company or its Registrar and Share Transfer Agent Cameo Corporate Services Limited, Chennai. It may be noted that once the amount in the unpaid dividend account are transferred to IEPF, no claim shall lie against the IEPF or the Company in respect thereof and the Members would lose their right to claim such dividend. In terms of the relevant Rules for the said IEPF, the Company has uploaded the information in respect of the Unclaimed Dividends pertaining to the years 2008 till 2012 on the website of the Company [www.tulsiyannec.in](http://www.tulsiyannec.in).
10. Members are requested to bring their folio no. and DP ID – Client ID for easy identification of attendance at the meeting and also for participation at the meeting.
11. Pursuant to Section 72 of the Companies Act, 2013, members holding share in physical form may file Nomination Form in respect of their shareholding to Registrar and Share Transfer Agent.
12. The shares of the company have been activated for dematerialization with National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL) vide ISIN INE463D01016. Members wishing to dematerialize their shares may approach any Depository Participant (DP).
13. In case of Joint Holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of the 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) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar and Share Transfer Agent.

15. Voting through electronic means:

Pursuant to the 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 the facility to exercise their right to vote at the 69<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services. For this purpose, the Company has tied up with CDSL for providing e-voting services through CDSL's e-voting platform.

In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in the e-voting process on the resolutions placed by the Company on the e-voting system.

16. The Instruction for shareholders for voting electronically is as under:-

- (i) The voting period begins on **Friday, the 23<sup>rd</sup> September, 2016 at 9 A.M.** and ends on **Sunday, the 25<sup>th</sup> September, 2016 at 5 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 19-09-2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iv) Click on Shareholders.
- (v) Now enter your USER ID
  - a. For CDSL: 16 digit beneficiary ID,
  - b. For NSDL: 8 character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the image verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on

an earlier voting of any company, then your existing password to be used.

- (viii) If you are a first time user follow the steps given below:

**a) 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 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.

Dividend Bank Details or Date of Birth DOB

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login.

- If both 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).
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
  - (x) 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.
  - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xii) Click on the EVSN of "Tulsyan NEC Limited" on which you choose to vote.

- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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) **Shareholders Can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a 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.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- (XXI) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### 17 General Instructions:

- (I) Members can opt for only one mode of voting i.e. either physically voting at the AGM or e-voting. In case a members has cast multiple votes, then voting done by e-voting will be considered as valid.
- (II) The facility for voting, either through electronic voting system or polling paper or ballot shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting.
- (III) The members who have cast their vote by remote e-voting to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (IV) Mr. M Damodaran, Practicing Company Secretary (Membership No. 5837 and C P No. 5081), Chennai, has been appointed as the Scrutinizer to Scrutinize the remote e-voting process and voting at annual general meeting in a fair and transparent manner.
- (V) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

After all the items of the Notice have been discussed, the Chairman will order a poll in respect of all the Items. Poll will be conducted and supervised by the Scrutinizer appointed for e-voting as above. After the conclusion of the poll, the Chairman may declare the meeting as closed. The results of the poll aggregated with the results of e-voting will be announced by the Company on its website: [www.tulshyannec.in](http://www.tulshyannec.in) upon receipt of consolidated scrutinizer's report.



**Explanatory Statement in respect of the Special Business(Pursuant to Section 102 of the Companies Act, 2013)**

**Item No. 3:**

**Appointment of Statutory Auditor to fill the Casual Vacancy**

**a) Meaning, Scope & Implication of the items of the business:**

M/s. Patel & Patel, Chartered Accountants, Chennai have tendered resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Patel & Patel, Chartered Accountants. M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

**b) Interest of Director, Key Managerial Personnel and their relatives:**

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No.3 of the Notice.

**c) Relevance of Resolution in any other Company:**

The above resolution does not relate to any other company.

**d) Inspection of Documents:**

The following documents are available for the inspection for the above said resolution:

- (i) Consent and eligibility Letter of M/s. CNGSN & Associates LLP, Chartered Accountants.
- (ii) Resignation letter of M/s. Patel & Patel, Chartered Accountants.

Accordingly, the Board recommends the ordinary resolution set out at Item No.3 of the Notice for approval by the shareholders.

**Item No.4:**

**Ratification of Remuneration payable to Messrs Murthy & Co. LLP as Cost Auditor for the Financial Year 2016-2017**

**a) Meaning, Scope & implementation of the items of the business**

The Board, at its meeting held on 26<sup>th</sup> August, 2016, appointed M/s Murthy & Co. LLP, Cost Auditors (Firm Registration Number: S200001), as cost auditor of the Company, in terms of Section 148 of the Companies Act, 2013 (the Act 2013) and fixed a sum of ₹70,000/- (Rupees Seventy Thousand only) as remuneration payable to him, for the financial year 2015-16. The remuneration, as recommended by the audit committee and approved by the board, is therefore required to be ratified by the shareholders of the Company, as per the requirements of the Companies (Audit and Auditors) Rules 2014, read with Section 148(3) of the Act 2013.

**b) Interest of Director, Key Managerial Personnel and their relatives:**

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No.4 of the Notice.

**c) Relevance of Resolution in any other Company:**

The above resolution does not relate to any other company.

**d) Inspection of Documents:**

There are no Documents required for the inspection for the above said resolution.

Accordingly, the Board recommends the ordinary resolution set out at Item No. 4 of the Notice for approval by the shareholders.

**Item No.5:**

**Approval for Re-Appointment and Remuneration of Shri Sanjay Agarwalla, as whole-time Director**

**a) Meaning, Scope & implementation of the items of the business**

The members at their Annual General Meeting of the Company held on September, 12, 2011 had approved the re-appointment of Mr. Sanjay Agarwalla as Whole-time Director for a period of five years effective from 22-09-2011 and his term is going to expire on 21-09-2016.

Accordingly the Board of Directors at its meeting held on August 26, 2016, has re-appointed Mr. Sanjay Agarwal for a further period of three years w.e.f. September 22, 2016, subject to approval of members at a remuneration not exceeding ₹10.00 Lakhs per month (inclusive of perquisites and benefits), if any.

Statement as per item (iv) of third proviso of section II of Part II of Schedule V to the Companies Act, 2013.

### I. General Information

Nature of industry	The Company is engaged in the business of Manufacturing of Steel, Synthetic and power generation.
Date or expected date of commencement of commercial production	11-04-1947 (Date of Incorporation)
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on the given indicators	Standalone: The Company has achieved total revenue of ₹ 84,898.94 Lakhs during 2015-2016 as compared to ₹ 1,24,026.64 Lakhs during 2014-2015. The Company has posted profit before tax of ₹ (3,204.64) Lakhs for the year ended 31 <sup>st</sup> March, 2016 as compared to profit before tax of ₹ (4,737.24) Lakhs for the year ended 31 <sup>st</sup> March, 2015.
Foreign Investments or Collaborations, if any	Not Applicable

### II. Information about the Appointee

Background Details	Mr. Sanjay Agarwalla is B.Com and he has over all experience of 25 years in Finance and Marketing
Past Remuneration	₹ 25,78,800/- (Paid during 2015-16)
Recognition or Awards	None
Job Profile and his Suitability	Mr. Sanjay Agarwalla is B.Com and he has over all experience of 25 years in Finance and Marketing
Remuneration Proposed	Not exceeding ₹ 10.00 Lakhs per month (inclusive of perquisites and benefits)
Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin)	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibilities, capabilities and involvement of Mr. Sanjay Agarwalla in the Company, the proposed remuneration to the appointee is reasonable and in line with the remuneration levels in the industry.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any :	Except remuneration, there is no pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel by Mr. Sanjay Agarwalla.

### III. Other Informations

Reasons of loss or inadequate profits	The heavy interest cost and decline in demand for steel, affecting revenue of the Company.
Steps taken or proposed to be taken for improvement	The Company has undertaken cost cutting initiative and expanding business in new areas to increase revenue and improve overall profitability.
Expected increase in productivity and profits in measurable terms:	The Company is committed to build the business operations within budget and considering that the business operates on going concern basis, it is believed financial position of the Company will further improve in near future.