





TULSYAN NEC LIMITED

CIN : L28920TN1947PLC007437

Board of Directors

Lalitkumar Tulsyannec
Executive Chairman

Sanjay Tulsyannec
Managing Director

Sanjay Agarwalla
(Whole-time Director)

C. Ramachandran
(Non-executive Independent Director)

P.T. Rangamani
(Non-executive Independent Director)

Preeti Garg
(Non-executive Independent Director)

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
Website: 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

CNGSN & Associates LLP
Chartered Accountants,
No. 43, Old No. 22, Swathi Count,
Flat No. C & D Vijayaraghava Road,
T.Nagar, Chennai - 600 017.

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,
Gummudipoondi-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.

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NOTICE

NOTICE is hereby given that the 70th Annual General Meeting (AGM) of the members of Tulsyani NEC Limited will be held as scheduled below:

Day	Thursday
Date	28 th September, 2017
Time	03.30 P.M.
Place	"Narada Gana Sabha", Mini Hall, No. 254, TTK Road, Chennai - 600018

ORDINARY BUSINESS:

1. To consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2017, the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in the place of Shri Lalit Kumar Tulsyani (DIN 00632823) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass 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, and relevant rules made thereunder, M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai, having LLP Identity Number: AAC-9402, having Firm ICAI Registration No: 004925S/S200036 be and are hereby appointed as Statutory Auditors of the Company, to hold office for a period of 4 (Four) consecutive financial years, from the conclusion of the 70th Annual General Meeting of the Company until the conclusion of the 74th Annual General Meeting of the Company (subject to ratification of the appointment at every Annual General Meeting) and the Board of Directors of the Company be and is hereby authorized to fix their remuneration"

SPECIAL BUSINESS:

4. **Ratification of Remuneration payable Messrs Murthy & Co. LLP as Cost Auditor for the Financial Year 2017-2018**

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

"RESOLVED THAT the remuneration of Rs.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 2017-2018 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. **Regularization of Additional Director of Mrs. Preeti Garg (DIN 03644985)**

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Preeti Garg (DIN: 03644985), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th February, 2017 and who holds office until the date of the AGM in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 14th February, 2017, who is not liable to retire by rotation

RESOLVED FURTHER THAT any of the Directors / Company Secretary, be and are hereby severally authorized to file relevant forms with the Registrar of companies, Chennai, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment"

6. **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
Tulsyam Smelters Private Limited	Sale of Company goods	Value not exceeding Rs. 500 Crores Per financial year	From 01-02-2018 to 31-03-2020

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 Tulsyam NEC Limited

Lalit Kumar Tulsyam
Executive Chairman
DIN: 00632823

Place: Chennai
Date : 01-09-2017

NOTES:

- 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.
- 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.

- 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.
- The Register of Member and Share Transfer Books of the Company will remain closed for a period of Seven days from Friday, September 22, 2017 to Thursday, September 28, 2017 (both days inclusive) for the purpose of Annual General Meeting.
- 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.
- 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.
- Members are requested to bring their copies of Annual Report to the meeting, as the same will not be circulated at the meeting.
- The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 permits Companies to send soft copies of the annual report to all those shareholders who have registered their e-mail address with the Company/depository participants. To support this green initiative, the shareholders holding shares both in physical/demat form are requested to register/update their e-mail address with the Company/depository participants. Accordingly, the Annual Report for the financial year ended 31st March, 2017, notice for Annual General Meeting etc, are being sent in electronic mode to those shareholders who have registered their e-mail address with the Company/depository participants. For those shareholders who have not opted for the above, the same are being sent in physical form.



9. As per the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. Accordingly, unclaimed dividend amounts upto final dividend 2008-2009 & 2009-2010 has been transferred to the said fund. The shareholders are advised to forward all unencashed dividend warrants from final dividend 2010-2011 & 2011-2012 to the registered office of the Company for revalidation and encash the same before the respective due date of transfer to IEPF.

Last date for claiming unclaimed dividend from the Company is given below:

Year	Dividend	Date of Declaration	Last date for claiming unpaid dividend
2010-11	Interim	27.01.2011	03.03.2018
	Final	14.09.2011	21.10.2018
2011-12	Final	28.09.2012	04.10.2019

10. 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)
11. 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.
12. 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.
13. 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)

(Amendment) Rules, 2015, the Company is pleased to provide members the facility to exercise their right to vote at the 70th 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.

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

- (i) The e-voting period begins on **Monday, the 25th September, 2017 at 9 A.M.** and ends on **Wednesday, the 27th September, 2017 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 21-09-2017 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) The shareholders should log in to the e-voting website www.evotingindia.com.
- (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 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:

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. e.g. 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	<p>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.</p> <ul style="list-style-type: none"> 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 (170902063) of "Tulsiyan 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 and register themselves as Corporates.
 - 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 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

15. 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.
- (vi) 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.tulsiyannec.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.4:

Ratification of Remuneration payable to M/s Murthy & Co. LLP as Cost Auditor for the Financial Year 2017-2018

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

The Board, at its meeting held on 14th June, 2017, 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 Rs.70,000/- (Rupees Seventy Thousand only) as remuneration payable to him, for the financial year 2017-2018. 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:

Consent Letter and Board Resolution is available for the inspection.

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

Item No.5:

Regularization of Additional Director of Mrs. Preeti Garg (DIN 03644985)

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

The Board at its meeting held on February 14, 2017 appointed Mrs. Preeti Garg (DIN 03644985) as an additional director with effect from such Board meeting dates pursuant to Section 161 of the Companies Act, 2013. Hence, she will hold



office up to the date of the ensuing annual General Meeting.

The Company has received consent in writing to act as directors in Form DIR 2 and intimation in Form DIR8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of section 164 of the Companies Act, 2013. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director.

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

Excluding Ms. Preeti Garg, 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.5 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:

- (i) Form DIR-2 (Consent to act as a director of a company) [Pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014] and (ii) Form DIR-8 (Intimation by Director) [Pursuant to Section 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014] is available for inspection.

Accordingly, the Board recommends the ordinary resolution set out at Item No.5 of the Notice for approval by the shareholders.

Item No.6:

Approval of Related Party Transaction

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

Pursuant to the provisions of Regulation 23 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, All Material Related Party Transactions shall require approval of the shareholders through resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not. Material Related Party Transaction means the transaction(s) entered/to be entered with related parties either individually or

taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Though the related party transactions made or to be made by the company is covering under pursuant to section 188 of the companies Act, 2013 at arm's length basis and also the transactions is not material pursuant to the provisions of Regulation 23 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, the board requested for shareholder's approval by passing Ordinary Resolution to follow better corporate governance practice.

The Details of the Contract are as follows:

Particulars	Tulsyane Smelters Private Limited
Nature of Relationship	Common Directors
Nature of Transaction	Sale of Company goods
Duration	From 01-02-2018 to 31-03-2020
Monetary value	Value not exceeding Rs. 500 Crores Per financial year

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

Except Mr. Sanjay Tulsyane and Mr. Lalit Kumar Tulsyane, none of the directors or Key Managerial personnel or their relatives are interested in the resolution set out in Item No. 6.

c) Relevance of Resolution in any other Company:

The above resolution relates to Tulsyane Smelters Private Limited.

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.6 of the Notice for approval by the shareholders.

By Order of the Board of Directors
For Tulsyane NEC Limited

Lalit Kumar Tulsyane

Executive Chairman

DIN: 00632823

Place : Chennai
Date : 01-09-2017



Details of Directors seeking appointment / re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and section 118(10) of the Companies Act, 2013:

Name of the Director	Mrs. Preeti Garg (DIN: 03644985)	Mr. Lalit Kumar Tulsyani (DIN: 00632823)
Date of Birth	16-06-1977	18-02-1960
Date of Appointment in the Board	14-02-2017	12-07-1996
Qualification	Graduate Degree in Commerce, University of Madras, India	B.Com
Nature of his expertise in specific functional areas	<ul style="list-style-type: none"> • Event Planning • Marketing & Sales • Administration • Project & Team management 	Accounts & Finance
Directorship held in other companies	Gallery Veda Private Limited	(i) Tulsyani Power Limited, (ii) Cosmic Global Limited, (iii) Balaji Engineering & Galvanizing Limited, (iv) Chitrakoot Steel and Power Private Limited, (v) Tulsyani Smelters Private Limited
Membership / Chairmanship of committees of other Public Companies	Nil	Nil
Number of shares held in Company	Nil	4046645

BOARD'S REPORT

Dear Members,

Your Directors take immense pleasure in presenting their 70th Annual Report on the business and operations together with the Audited Accounts of the Company for the year ended March 31, 2017.

FINANCIAL RESULTS:

(₹ In Lakhs)

Particulars		Standalone		Consolidated	
		FY 2017	FY 2016	FY 2017	FY 2016
Total Revenue		54305.23	84898.94	54948.82	92238.43
Total Expenses (Excluding Deprecation & Finance Cost)		50362.21	77193.59	51528.34	85113.87
PBDIT		3650.29	7705.05	3130.15	7124.55
Less: Finance Cost		11762.66	9323.84	12028.85	9630.82
PBDT		(8112.37)	(1618.79)	(8898.70)	(2506.27)
Less: Deprecation		2267.67	1585.84	2298.95	1693.75
Profit before tax		(10380.04)	(3204.63)	(11197.65)	(4200.02)
Tax Expenses	Current Tax	0.00	0.00	0.00	16.49
	Deferred Tax	(2195.28)	(338.27)	(2219.41)	(665.15)
Profit After tax		(8184.76)	(2866.36)	(8978.24)	(3551.36)
Proposed Dividend and tax thereon		0.00	0.00	0.00	0.00
Transfer to General Reserve		0.00	0.00	0.00	0.00
Earnings per share	Basic	(55.67)	(19.50)	(61.07)	(24.17)
	Diluted	(55.67)	(19.50)	(61.07)	(24.17)

OPERATION AND OUTLOOK:

During the year under review, prolonged demand slump and fluctuating prices of steel has continued to affect the performance of your Company. The sales and other receipts declined by 36.04%, YOY to Rs. 54305.23 lakhs and Loss after tax increased from Rs. (2866.36) lakhs to Rs.(8184.76) Lacs mainly due to reduction in the operating margins.

The production of finished Steel in the country during the year witnessed a growth of 4.6% over previous year and the import of finished steel registered a decline of 29.4%. The growth is on account of increase witnessed in Flat products and non flat products witnessed a growth of 2.7% over previous year. Introduction of Minimum import price during the last year by the Government of India resulted reduction of imports and thus improved off take manufacturing flat steel products from the Indian Manufacturers. This also helped steel manufactures making flat products improve the profitability. Our product being in the long product segment did not benefit out of this policy

Your directors have pleasure to inform you that the II power plant has become operational during the FY under review. However, with the power demand supply situation in Tamilnadu eased substantially and the state became a power surplus state leading to excess of supply over demand and leading to the under utilization of the enhanced capacity and mostly remaining un-remunerative at the prices realizable at

sales through Open Access. Also during the year the coal price increased by 23%. The operations of the Synthetic division showed marginal reduction of about 8% over previous year.

DIVIDEND:

The Company has incurred loss in the year under review the Directors do not recommend dividend to its shareholders.

SHARE CAPITAL:

During the year under review, 18304 number of partly paid equity shares up to Rs. 6/- Converted to fully paid shares. The detailed capital Structure of the Company as on 31-3-2017 is as follows:

- a. **Authorized Capital:** The authorized share capital of the company is Rs. 36,00,00,000/- (Rupees Thirty Six Crores only) divided in to 1,60,00,000 equity shares of Rs. 10/- each and 2,00,00,000 6% Non-Convertible Redeemable Preference Shares of Rs. 10/- each.
- b. **Issued, Subscribed and Paid up:** The paid-up share capital of the Company is Rs. 23,54,55,281/- (Rupees Twenty Three Crores Fifty Four Lakhs Fifty Five Thousand Two Hundred Eighty One only) divided into 1,44,78,486 Equity shares of Rs. 10/- each, 2,25,293 Equity Shares of Rs. 6/- each (Partly Paid-up), 2,96,221 Equity Shares of Rs. 3/- each (Partly paid-up) and 88,43,000 6%