

# **TULSYAN** NEC LTD

Strength of Steel, Flexibility of Plastic



ANNUAL REPORT  
**2018-19**



# **TULSYAN NEC LIMITED**

CIN : L28920TN1947PLC007437

## **Board of Directors**

**Lalit Kumar Tulsyann**  
(Executive Chairman)

**Sanjay Tulsyann**  
(Managing Director)

**Sanjay Agarwalla**  
(Whole-time Director)

**Chakkolath Ramachandran**  
(Non-executive Independent Director)

**Manogyanathan Parthasarathy**  
(Non-executive Independent Director)  
(Appointed with effect from 13.11.2018)

**Preeti Garg**  
(Non-executive Independent Director)

**Shantha Kumar RP**  
(Chief Financial Officer)

**Parvati Soni**  
(Company Secretary)  
(Appointed with effect from 29.10.2018)

## **Registered Office**

Apex Plaza, I Floor, New No. 77,  
Old No. 3, Nungambakkam High Road,  
Chennai - 600 034  
Tel.: 044-6199 1060, Fax : 044-6199 1066  
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  
SVC 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.

## **Power Plant:**

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

## **Windmill**

Kudimangalam, Udumalpet, Tamil Nadu.  
Pazhavor, 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 Seventy Second (72nd) Annual General Meeting (AGM) of the Members of Tulsyam NEC Limited will be held as scheduled below:

<b>Day</b>	Thursday
<b>Date</b>	26 <sup>th</sup> September, 2019
<b>Time</b>	04.00 P.M.
<b>Place</b>	"MUSIC ACADEMY MINI HALL", No. 168, TT Krishnamachari Road, Royapettah, Pudupet, Gopalapuram, Chennai-600014, Tamil Nadu

**ORDINARY BUSINESS:**

- To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.**

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

**"RESOLVED THAT** the audited standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and the Auditors thereon and the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the report of the auditors thereon be and are hereby received, considered and adopted."

- To appoint a director in place of Mr. Sanjay Agarwalla (DIN: 00632864), Whole Time Director, who retires by rotation and being eligible offers himself for reappointment.**

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

**"RESOLVED THAT** Mr. Sanjay Agarwalla (DIN: 00632864), Whole Time Director of the Company, who retires by rotation in accordance with section 152 of the Companies Act, 2013 be and is hereby re-appointed as a director liable to retire by rotation."

**SPECIAL BUSINESS:**

- To ratify the remuneration payable to M/s. Murthy & Co. LLP, Cost Auditors of the Company, for the financial year 2019-2020.**

To consider and, if thought fit, to pass, with or without modification, 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, shall be paid to M/s. Murthy & Co. LLP, Practicing Cost Accountants, (Firm Registration Number: S200001) who were appointed as the Cost Auditors of the Company for the financial year 2019-2020 as recommended by the Audit Committee and approved by the Board of Directors of the Company at their meeting held on 14th August, 2019 in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the same be and is hereby ratified."

- To regularize the appointment of Mr. Manogyanathan Parthasarathy (DIN: 08277111), Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and Schedule IV to the Companies Act, 2013, Mr. Manogyanathan Parthasarathy (DIN: 08277111), who was appointed as an Additional Director (Non-Executive & Independent) of the Company by the Board of Directors with effect from 13th November, 2018 and who holds the office as such till the date of the ensuing 72nd Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided under section 149(6) of the Act and who is not debarred from holding the office of director by virtue of any SEBI order or any other such authority and who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, 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 his candidature for the office of the Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company to hold the office as such for a term of 5 (five) consecutive years



commencing from the date of appointment and shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be considered necessary in connection with the aforesaid resolution including filing of relevant forms with the Registrar of Companies, Chennai."

**5. To approve the re-appointment of Mr. Lalit Kumar Tulsyani (DIN: 00632823), Managing Director designated as "Executive Chairman" of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the necessary approvals if any required, on the basis of recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the shareholders of the Company be and is hereby accorded for re-appointment of Mr. Lalit Kumar Tulsyani (DIN: 00632823) as Managing Director of the Company designated as "Executive Chairman" for a further period of 3 (three) years w.e.f. 12th July, 2019 with existing terms and conditions (including remuneration) and with liberty to the Board of Directors to alter and vary the said terms and conditions and amendments thereto as may be agreed to between the Board of Directors and Mr. Lalit Kumar Tulsyani (DIN: 00632823) or as may be varied by the Company in General Meeting as and when required;

**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof of the Company, be and are hereby authorized to take all such steps as may be necessary, proper and expedient and to do all such acts, deeds and things as may be considered necessary in connection with the aforesaid resolution including filing of relevant forms with the Registrar of Companies, Chennai in order to give effect to the aforesaid resolution."

**6. To approve re-appointment of Mr. Sanjay Tulsyani (DIN: 00632802) as Managing Director of the Company.**

To consider and, if thought fit, to pass, with or without modification, the following resolution as a

**Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the necessary approvals if any required, on the basis of recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the shareholders of the Company be and is hereby accorded for re-appointment of Mr. Sanjay Tulsyani (DIN: 00632802) as Managing Director of the Company for a further period of 3 (three) years w.e.f. 01st October, 2019 with existing terms and conditions (including remuneration) and with liberty to the Board of Directors to alter and vary the said terms and conditions and amendments thereto as may be agreed to between the Board of Directors and Mr. Sanjay Tulsyani (DIN: 00632802) or as may be varied by the Company in General Meeting as and when required;

**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof of the Company, be and are hereby authorized to take all such steps as may be necessary, proper and expedient and to do all such acts, deeds and things as may be considered necessary in connection with the aforesaid resolution including filing of relevant forms with the Registrar of Companies, Chennai in order to give effect to the aforesaid resolution."

**7. To approve re-appointment of Mr. Sanjay Agarwalla (DIN: 00632864) as Whole-time Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the necessary approvals if any required, on the basis of recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the shareholders of the Company be and is hereby accorded for re-appointment of Mr. Sanjay Agarwalla (DIN: 00632864) as Whole-time Director of the Company for a further period of 3 (three) years w.e.f. 22nd September, 2019 with existing terms and conditions



(including remuneration) and with liberty to the Board of Directors to alter and vary the said terms and conditions and amendments thereto as may be agreed to between the Board of Directors and Mr. Sanjay Agarwalla (DIN: 00632864) or as may be varied by the Company in General Meeting as and when required;

**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof of the Company, be and are hereby authorized to take all such steps as may be necessary, proper and expedient and to do all such acts, deeds and things as may be considered necessary in connection with the aforesaid resolution including filing of relevant forms with the Registrar of Companies, Chennai in order to give effect to the aforesaid resolution."

**By Order of the Board of Directors  
For Tulsyani NEC Limited  
Sd/-**

**Lalit Kumar Tulsyani  
Executive Chairman  
DIN: 00632823**

**Place: Chennai**

**Date: 14-08-2019**

**Registered Office:**

**Apex Plaza, I Floor, New No.77,  
Old No.3, Nungambakkam High Road  
Chennai-600034, Tamil Nadu**

#### **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. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY STAMPED, COMPLETED

AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY IN NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. ALL ALTERATIONS/CORRECTIONS MADE IN THE FORM OF PROXY SHOULD BE INITIALED BY THE MEMBER. THE PROXY HOLDER SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE ANNUAL GENERAL MEETING.

3. As per Secretarial Standards-2 (SS-2), Attendance Slip and a Proxy Form are attached with this Report respectively.
4. As per Secretarial Standards-2 (SS-2), Route Map for easy access to location of the venue of the Meeting is attached with this Report.
5. As per Section 113 of the Companies Act, 2013, Corporate Members intending to send their representatives to attend the meeting are requested to send the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed for a period of Seven days starting from September 20, 2019 to September 26, 2019 (both days inclusive) for the purpose of the Annual General Meeting.
7. Members desirous of obtaining any information as regards to accounts and operation of the Company are requested to write to the Company at least 7 days before the meeting to enable the Company to keep the required information ready at the ensuing Annual General Meeting.
8. In terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief resume of the Directors seeking reappointment at the AGM are enclosed to this Notice.
9. Members holding shares in physical form are requested to notify change of address immediately to the Company or its Registrar and Share Transfer Agent i.e. 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.
10. The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 permit the Companies to send soft copies of the annual reports to all those shareholders who have registered their e-mail addresses 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, 2019, notice for the Annual General Meeting etc., are being sent in electronic mode to those shareholders who have registered their e-mail addresses with the Company/depository participants. For those shareholders who have not opted for the above, the same are being sent in physical form.

11. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents as mentioned above, or to the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remain unclaimed for seven consecutive years will also be transferred to the IEPF as per Section 124 of the Act and the applicable rules thereunder.
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 Company has paid the Listing Fees for the Year 2019-20 to the Stock Exchange where equity shares of the Company are listed.
15. Relevant documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
16. The 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.
17. The resolution(s) passed by the Members through e-voting is / are deemed to have been passed at the AGM.
18. Members may also note that the Notice of the 72nd AGM and the Annual Report 2018-19 will be available on the Company's website at [www.tulsyannec.in](http://www.tulsyannec.in)
19. 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, as amended from time to time and pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members a facility to exercise their right to vote at the 72nd 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 for the resolutions placed by the Company on the e-voting system.
20. The Instruction for shareholders for voting electronically is as under:-
  - (i) The e-voting period begins on Monday, the 23rd September, 2019 at 9.00 A.M. and ends on Wednesday, the 25th September, 2019 at 5.00 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 i.e. Monday, 16th September, 2019 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](http://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](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:

**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"> <li>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.</li> <li>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.</li> </ul>
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"> <li>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).</li> </ul>

(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 "Tulsyani 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.

- 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).
21. 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 member 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 the ensuing Annual General Meeting in a fair and transparent manner.
  - (v) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor of 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 results 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](http://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)

The following statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice.

#### **Item No.3: To ratify the remuneration payable to M/s. Murthy & Co. LLP, Cost Auditors of the Company, for the financial year 2019-2020**

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

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 14th August, 2019, has re-appointed M/s. Murthy & Co. LLP, Cost Auditors (Firm Registration Number: S200001), as Cost Auditors of the Company, in terms of Section 148 of the Companies Act, 2013 and has fixed a sum of Rs.70,000/- (Rupees Seventy Thousand only) as

remuneration payable to the Cost Auditors for the financial year 2019-2020.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, the Board recommends the ordinary resolution as set out under Item No.3 of the accompanying Notice for approval of the shareholders.

##### **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 under Item No.3 of the accompanying Notice.



**c) Inspection of Documents:**

Relevant documents are available for inspection in the Company during business hours till the date of the Annual General Meeting.

**Item No.4: To regularize the appointment of Mr. Manogyanathan Parthasarathy (DIN: 08277111), Independent Director of the Company**
**a) Meaning, Scope & Implication of the items of the business:**

Mr. Manogyanathan Parthasarathy is a Non-Executive Independent Director of the Company. He is also the Member of Audit Committee and Nomination & Remuneration Committee of the Board. He joined the Board of the Company on 13th November, 2018.

On recommendation of the Nomination and Remuneration Committee, Mr. Manogyanathan Parthasarathy was appointed as an Additional Director (Non-Executive & Independent) by the Board at its meeting held on 13th November, 2018 pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (LODR) Regulations, 2015, as amended from time to time, to hold the office as such till the conclusion of the ensuing Annual General Meeting of the Company and subject to the approval of the members at the ensuing General Meeting, for appointment as an Independent Director to hold the office for a term of up to five consecutive years from the date of appointment. His tenure will get expired at the ensuing Annual General Meeting of the Company.

Nomination and Remuneration Committee at its meeting held on 13th February, 2019 evaluated the performance of all the Independent Directors including Mr. Manogyanathan Parthasarathy and concluded that his performance was satisfactory.

Mr. Manogyanathan Parthasarathy fulfils all the requirements of an Independent Director specified under the Companies Act, 2013 read with rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received from Mr. Manogyanathan Parthasarathy -

- i) consent in writing to act as Director in Form DIR-2 pursuant to section 152(5) of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- ii) declaration in Form DIR-8 pursuant to Section 164(2) read with rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013; and
- iii) declaration as per section 149(7) of the Companies Act, 2013 confirming criteria of independence as provided under section 149(6) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the Board recommends the ordinary resolution as set out under Item No.4 of the accompanying Notice for approval of the shareholders.

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

Except Mr. Manogyanathan Parthasarathy, 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 under Item No.4 of the accompanying Notice.

**c) Inspection of Documents:**

Relevant documents are available for inspection in the Company during business hours till the date of Annual General Meeting.

**Particulars of Directors seeking Appointment / Re-appointment as required to be furnished under Clause 1.2.5 of the Secretarial Standard on General Meetings (SS - 2) and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Name of the Director	Manogyanathan Parthasarathy
Age	64 Years
DIN	08277111
Qualification	M.Sc, CAIIB, CTFC
Experience	He was working as an Assistant professor of Mathematics in Sir Thiagaraja College, Washermenpet, Chennai. He was superannuated from Indian Overseas Bank on 31.05.2015 as Assistant General Manager with PAN India service of 36 years of unblemished track record. Presently, he is engaged with Agricultural Cooperative Staff Training Institute (Apex body of TNSC Bank) as a full time contract Faculty.
Terms & Conditions of Re-appointment	Appointed for a term of 5 (five) consecutive years commencing from 13th November, 2018 and shall not be liable to retire by rotation;
Date of first appointment on the Board	13/11/2018
Shareholding in the Company	N.A.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	N.A.
The number of Meetings of the Board attended during the year	1
Other Directorships, Membership / Chairmanship of Committees of other Boards	NIL

**Item No.5: To approve re-appointment of Mr. Lalit Kumar Tulsyani (DIN: 00632823), Managing Director designated as “Executive Chairman” of the Company**

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

The members at their 69th Annual General Meeting of the Company held on 26th September, 2016 had approved the re-appointment of Mr. Lalit Kumar Tulsyani as Managing Director of the Company designated as “Executive Chairman” for a period of three years effective from 12-07-2016 and pursuant to which his present term is expired on 11-07-2019. Therefore, on recommendation of the Nomination & Remuneration Committee, the Board of Directors at its meeting held on 25th May, 2019 had approved the re-appointment of Mr. Lalit Kumar Tulsyani for a further period of three years w.e.f. 12-07-2019 with existing terms and conditions (including remuneration) subject to approval of the members of the Company. Accordingly, the Board recommends the special resolution as set out under Item No.5 of the accompanying Notice for approval of the shareholders.

**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