



TULSYAM NEC LTD
Strength of Steel, Flexibility of Plastic

ANNUAL REPORT

2021-22



TULSYAN NEC LIMITED

CORPORATE INFORMATION

Board of Directors

Lalit Kumar Tulsyann

Executive Chairman

Sanjay Tulsyann

Managing Director

Sanjay Agarwalla

Whole-time Director

Manogyanathan Parthasarathy

Non-executive Independent Director

Antonisamy Axilium Jayamary

Non-executive Independent Director

Somasundaram Ponsing Mohan Ram

Non-executive Independent Director

Chief Financial Officer

Shantha Kumar RP

Company Secretary And Compliance Officer

Parvati Soni

Registered Office

Tulsyannec Limited

Apex Plaza, 1st 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

Steel Division

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

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

Statutory Auditors

M/s. 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 Agent

Cameo Corporate Services Ltd.

"Subramanian Building",
No.1 Club House Road, Chennai - 600 002
Tel. : 044-28460390, Email: murali@cameoindia.com

Cost Auditors

M/s. Murthy & Co. LLP

Practicing Cost Accountants
8, 1st Floor, 4th Main,
Behind Rameshwara Temple,
Chamarajpet, Bangalore- 560018

Secretarial Auditors

M/s. M Damodaran & Associates LLP

Practicing Company Secretaries,
MDA Towers, New.No.6, Old No.12,
Appavoo Gramani 1st Street,
Mandaveli, Chennai - 600 028

Bankers

Canara Bank
Union Bank of India
State Bank of India
IDBI Bank
Indian Overseas Bank
SVC Co-operative Bank

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NOTICE OF THE 75th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Seventy Fifth (75th) Annual General Meeting (AGM) of the Members of Tulsyan NEC Limited will be held on Friday, September 30, 2022, at 11.30 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following items of business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and the Auditors thereon be and are hereby received, considered and adopted.”

- To appoint Mr. Sanjay Agarwalla (DIN: 00632864) as Director, liable to retire by rotation, and being eligible, offers himself for re-appointment.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Sanjay Agarwalla (DIN: 00632864), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

- To ratify the remuneration payable to M/s. Murthy & Co. LLP, Cost Auditors of the Company, for the financial year 2022-2023.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Murthy & Co. LLP, Practicing Cost Accountants, (Firm Registration Number: S200001), Chennai, appointed by the Board of

Directors of the Company as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023, amounting to Rs.70,000/- (Rupees Seventy Thousand only) (excluding all taxes and reimbursement of out of pocket expenses) be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- To approve the re-appointment of Mr. Lalit Kumar Tulsyan (DIN: 00632823) as Managing Director (Executive Chairman) of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (LODR) Regulations, 2015, as amended from time to time and such other provisions as may be applicable and on the basis of recommendation of Nomination and Remuneration Committee and approval of the board, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Lalit Kumar Tulsyan (DIN: 00632823) as Managing Director (Executive Chairman) of the Company for a further period of 5 (five) consecutive years w.e.f. July 11, 2022, liable to retire by rotation and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Lalit Kumar Tulsyan, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT pursuant to provisions of sections 197(1) and 197(3) read with

Schedule V to the Companies Act, 2013 and on the basis of recommendation of Nomination and Remuneration Committee and approval of the board, consent of the members of the Company be and is hereby accorded for the remuneration including all other benefits and perquisites, as stated in the Information in terms of Schedule V to the Companies Act, 2013 and detailed in the Explanatory Statement annexed to the Notice convening this Meeting, payable to Mr. Lalit Kumar Tulsyan (DIN: 00632823), Managing Director (Executive Chairman) of the Company, for the period of 5 years commencing from July 11, 2022 to July 10, 2027;

RESOLVED FURTHER THAT pursuant to sub-section (3) of Section 197 of the Companies Act, 2013, Mr. Lalit Kumar Tulsyan (DIN: 00632823), Managing Director (Executive Chairman) of the Company, be paid minimum remuneration including all other benefits and perquisites, for the period of 3 years commencing from July 11, 2022 to July 10, 2025, in case of absence or inadequacy of profits in any financial year of the Company but does not exceeding the limit specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable including filing of relevant forms with the Registrar of Companies, Chennai, for the purpose of giving effect to this resolution."

5. To approve re-appointment of Mr. Sanjay Tulsyan (DIN: 00632802) as Managing Director of the Company.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (LODR) Regulations, 2015, as amended from time to time and such other provisions as may be applicable and on the basis of recommendation of Nomination and Remuneration Committee and approval of the

board, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Sanjay Tulsyan (DIN: 00632802) as Managing Director of the Company for a further period of 5 (five) consecutive years w.e.f. September 30, 2022, liable to retire by rotation and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Sanjay Tulsyan, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT pursuant to provisions of sections 197(1) and 197(3) read with Schedule V to the Companies Act, 2013 and on the basis of recommendation of Nomination and Remuneration Committee and approval of the board, consent of the members of the Company be and is hereby accorded for the remuneration including all other benefits and perquisites, as stated in the Information in terms of Schedule V to the Companies Act, 2013 and detailed in the Explanatory Statement annexed to the Notice convening this Meeting, payable to Mr. Sanjay Tulsyan (DIN: 00632802), Managing Director of the Company, for the period of 5 years commencing from September 30, 2022 to September 29, 2027;

RESOLVED FURTHER THAT pursuant to sub-section (3) of Section 197 of the Companies Act, 2013, Mr. Sanjay Tulsyan (DIN: 00632802), Managing Director of the Company, be paid minimum remuneration including all other benefits and perquisites, for the period of 3 years commencing from September 30, 2022 to September 29, 2025, in case of absence or inadequacy of profits in any financial year of the Company but does not exceeding the limit specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable including filing of relevant

forms with the Registrar of Companies, Chennai, for the purpose of giving effect to this resolution.”

6. 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 the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (LODR) Regulations, 2015, as amended from time to time and such other provisions as may be applicable and on the basis of recommendation of Nomination and Remuneration Committee and approval of the board, consent of the members 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 5 (five) consecutive years w.e.f. September 21, 2022, liable to retire by rotation and on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Sanjay Agarwalla, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT pursuant to provisions of sections 197(1) and 197(3) read with Schedule V to the Companies Act, 2013 and on the basis of recommendation of Nomination and Remuneration Committee and approval of the board, consent of the members of the Company be and is hereby accorded for the remuneration including all other benefits and perquisites, as stated in the Information in terms of Schedule V to the Companies Act, 2013 detailed in the Explanatory Statement annexed to the Notice convening this Meeting, payable to Mr. Sanjay Agarwalla (DIN: 00632864), Whole Time Director of the Company, for the period of 5 years commencing from September 21, 2022 to September 20, 2027;

RESOLVED FURTHER THAT pursuant to sub-section (3) of Section 197 of the Companies Act, 2013, Mr. Sanjay Agarwalla (DIN: 00632864), Whole Time Director of the Company, be paid minimum remuneration including all other benefits and perquisites, for the period of 3 years commencing from September 21, 2022 to September 20, 2025, in case of absence or inadequacy of profits in any financial year of the Company but does not exceeding the limit specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable including filing of relevant forms with the Registrar of Companies, Chennai, for the purpose of giving effect to this resolution.”

7. To ratify and approve the existing limit of Related Party Transactions with Tulsiyan Smelters Private Limited.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and the Company’s policy on Related Party transaction(s) and subject to such approvals, consents, sanctions and permissions as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to enter / continue to enter into the following Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Tulsiyan Smelters Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase / sale of goods and services, any income or expenses,

applicable taxes, if any, incurred in these connections and on such terms and conditions as the Board of Directors may deem fit and as detailed in the Explanatory Statement annexed to the Notice convening this Meeting, up to a maximum aggregate value of Rs. 2,200 crores for a period of 2 years starting from the conclusion of 74th AGM till the conclusion of the 76th AGM of the Company,

such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value, as specified below, under each category for the said period, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and are at arm's length basis;

Name of the related party	Nature of relationship	Nature of contract/ arrangement/ Transaction	Value of transaction	Period for which shareholders' approval is sought for the transaction
Tulsyam Smelters Private Limited	Private Company in which directors are interested	Purchase of goods and services	Rs. 800 Crores	For a period of 2 years starting from the conclusion of 74th AGM till the conclusion of the 76th AGM of the Company
Tulsyam Smelters Private Limited	Private Company in which directors are interested	Sale of goods and services	Rs. 1400 Crores	For a period of 2 years starting from the conclusion of 74th AGM till the conclusion of the 76th AGM of the Company

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

8. To ratify and approve the existing limit of Related Party Transactions with Chitrakoot Steel and Power Private Limited.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and the Company's policy on Related Party transaction(s) and subject to such approvals, consents, sanctions and permissions as may be necessary from time to time and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to enter / continue to enter into following Related Party Transaction(s) / Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Chitrakoot Steel and Power Private Limited, a wholly owned subsidiary and a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase / sale of goods and services, any income or expenses, applicable taxes, if any, incurred in these connections and on such terms and conditions as the Board of Directors may deem fit and as detailed in the Explanatory Statement annexed to the Notice convening this Meeting, up to a maximum aggregate value of Rs. 300 crores for a period of 2 years starting from the conclusion of 74th AGM

till the conclusion of the 76th AGM of the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value, as specified below, under each category

for the said period, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and are at arm's length basis;

Name of the related party	Nature of relationship	Nature of contract/ arrangement/ Transaction	Value of transaction	Period for which shareholders' approval is sought for the transaction
Chitrakoot Steel and Power Private Limited	Wholly Owned Subsidiary	Purchase of goods and services	Rs. 150 Crores	For a period of 2 years starting from the conclusion of 74th AGM till the conclusion of the 76th AGM of the Company
Chitrakoot Steel and Power Private Limited	Wholly Owned Subsidiary	Sale of goods and services	Rs. 150 Crores	For a period of 2 years starting from the conclusion of 74th AGM till the conclusion of the 76th AGM of the Company

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

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

Lalit Kumar Tulsiyan
Executive Chairman
DIN: 00632823

Place: Chennai
Date: 12-08-2022

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

NOTES:

- Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020, 02/2021 and 02/2022 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI / HO / CFD / CMD2 / CIR / P / 2022 / 62 issued by the Securities and Exchange Board of India (SEBI) and (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
- Explanatory Statement as required under section 102(1) of the Companies Act, 2013, in respect of items of special business to be transacted at this AGM is annexed hereto. Further, the relevant details with respect to Item Nos. 2, 4, 5 and 6 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
- Since this AGM will be held through VC / OAVM, (a) the facility for appointment of proxies by the Members will not be available for the AGM, and (b) Attendance Slip, Proxy Form and Route Map are not being annexed to this Notice.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Corporate shareholders intending to authorize their representatives to participate and vote at the AGM on their behalf are requested to send a certified scanned copy (in PDF / JPG format) of the Board resolution / authorization letter, pursuant to Section 113 of the Act, through email at investor@tulsiyannec.in .
6. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:
 - a) For shares held in electronic form: to their Depository Participants (DPs).
 - b) For shares held in physical form: to the Company/Registrar and Share Transfer Agent in Form ISR-1 and other relevant forms, as prescribed by SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI / HO / MIRSD / MIRSD_RTAMB / P / CIR/2021/687 dated December 14, 2021.
7. Shareholders may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed prescribed Form. It may be noted that any service request can be processed only after the folio is KYC Compliant.
8. Dematerialization of Shareholding: As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities, including transmission and transposition requests, shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Shareholders are advised to dematerialise the shares held by them in physical form. Shareholders can contact the Company or its Registrar and Share Transfer Agent i.e. Cameo Corporate Services Limited (CAMEO), for assistance in this regard.
9. Mandatory PAN Submission: The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic mode are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical mode can submit their PAN to the Company / to our RTA.
10. Shareholders holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or CAMEO, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
12. Only bona fide Shareholders of the Company whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
13. Non-Resident Indian Shareholders are requested to inform our RTA / respective depository participants, immediately of any:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. Relevant documents referred to in the notice are open for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2022 at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Members seeking to inspect such documents can send an email to investor@

tulsiyanec.in .

15. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before September 15, 2022 through email on investor@tulsiyanec.in. The same will be replied by the Company suitably.
16. As per the provisions of Section 72 of the Companies Act, 2013 and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the prescribed Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to CAMEO in case the shares are held in physical form.
17. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. Members may further note that all unclaimed dividend amount which were lying with the Company upto and in respect of the year ended on 31st March 2012, have already been transferred to IEPF. The details of the unclaimed dividends are available on the Company's website at www.tulsiyanec.in and on the website of Ministry of Corporate Affairs at www.mca.gov.in. Members are requested to contact the Company's Registrar and Share Transfer Agent or the Company to claim the unclaimed/unpaid dividends.
18. The Securities and Exchange Board of India (SEBI) has vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with SEBI Circular No. SEBI/HO/ MIRSD/ MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details etc.) and nomination details by holders of physical securities in prescribed forms by March 31, 2023. Effective from January 01, 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. Further, SEBI has also mandated linking PAN with Aadhaar by March 31, 2022. In case any of the above cited documents/ details are not available in the Folio(s) before the due date, RTA shall be constrained to freeze such Folio(s). Accordingly, Members are requested to send requests in the prescribed forms to the RTA of the Company for availing of various investor services as per the aforesaid SEBI circulars. Relevant details and forms prescribed by SEBI in this regard are made available under investors section on the website of the Company at www.tulsiyanec.in. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
19. The Notice of this AGM and the Annual Report 2021-22 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Members may note that the Notice and the Annual Report 2021-22 will also be available on the Company's website at www.tulsiyanec.in, on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of CDSL www.evotingindia.com. To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / their Depository Participants in respect of shares held in physical/electronic mode, respectively.
20. The Register of Members and Share Transfer Books of the Company will remain closed for a period of Seven days starting from September 24, 2022 to September 30, 2022 (both days inclusive) for the purpose of the Annual General Meeting.

E-VOTING

INSTRUCTIONS TO SHAREHOLDERS FOR CDSL E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

1. As the members are aware, in view of the situation arising due to COVID-19 global pandemic, the 75th AGM of the company will be conducted as per the guidelines issued by the Ministry of Corporate

Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The 75th AGM of the Company will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the 75th AGM of the Company through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 75th AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 75th AGM has been uploaded on the website of the Company at www.tulsiyannec.in. The Notice can also be accessed from the

website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday, September 27, 2022 (9:00 a.m. IST) and ends on Thursday, September 29, 2022 (5:00 p.m. IST). 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. September 23, 2022 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register