

To,  
The Bombay Stock Exchange Limited,  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

Date: 21<sup>st</sup> February, 2019

Dear Sir/Madam,

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015**

Further to the outcome of meeting of the board of directors of the Company dated 13<sup>th</sup> February, 2019, we hereby enclose a copy of the postal ballot notice dated 13<sup>th</sup> February, 2019 and postal ballot form.

The Postal Ballot Notice, along with other relevant documents, are being sent to all the shareholders whose names appear in the register of members / beneficial owners received from the National Securities Depository Limited [NSDL] and Central Depository Services (India) Limited [CDSL] as on 18<sup>th</sup> February, 2019 (“Cut-off date”), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The voting through postal ballot and through e-voting will commence from Monday, 25<sup>th</sup> February, 2019 at 09.00 a.m. (IST) and shall end on Tuesday, 26<sup>th</sup> March, 2019 at 05.00 p.m. (IST). The results of the postal ballot will be announced on or before Friday, 29<sup>th</sup> March, 2019 at 05.00 p.m.

The said notice of Postal Ballot is also available on the website of the Company: <http://tulsyannec.co.in>

This is for your information and record.

Thanking you,

Yours faithfully,  
For Tulsy NEC Limited

  
Parvati Soni  
Company Secretary & Compliance officer



Encl: As below

**TULSYAN NEC LTD:** Apex Plaza, 1st Floor, No.3, Nungambakkam High Road, Chennai, Tamil Nadu - 600 034.  
Ph : +91 44 3918 1060 / 3912 0756, Fax : +91 44 3918 1097 | Email : [info@tulsyannec.in](mailto:info@tulsyannec.in) | [www.tulsyannec.in](http://www.tulsyannec.in)

**Registered Office:** 61, Sembudoss Street, Chennai - 600 001. Phone : +91 44 2522 2673.

GSTIN 33AABCT3720E1ZW | CIN L28920TN1947PLC007437



## TULSYAN NEC LIMITED

Corporate Identity Number (CIN): L28920TN1947PLC007437

Registered Office: 61, Sembudoss Street, Chennai - 600 001

Corporate Office: First Floor, Apex Plaza, Old No. 3, New No.77, Nungambakkam High Road, Chennai – 600034

Phone: 044-39181060 / 39120756, Fax: 044-39181097, E-mail: investor@tulsyanec.in; Website: www.tulsyanec.co.in

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### **NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration), Rules, 2014 and Secretarial Standard-2]*

Dear Members,

Notice of Postal Ballot is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standards-2 (SS-2), to transact the following special businesses by passing the ordinary / special resolution set out below through Postal Ballot or voting through electronic means (e-voting) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 or any amendment or re-enactment thereof and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended.

The Company is desirous of seeking your consent to the proposal contained in the below mentioned Resolutions. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons thereof forms part of this Postal Ballot notice along with a Postal Ballot form.

The Board of Directors, vide their Board Meeting dated 13th February, 2019, have appointed Mr. M. Damodaran, Practising Company Secretary (CP No. 5081), Partner, M/s. M. Damodaran & Associates, Practising Company Secretaries, as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

#### **Items of special business requiring consent of members through Postal Ballot / E-Voting:**

- 1. Re-appointment of Mr. Chakkolath Ramachandran (DIN: 00050893) as a Non-Executive Independent Director for a second term of five consecutive years w.e.f. April 1, 2019.**

To consider and to give assent / dissent for passing the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015] as amended and upon the recommendation of the Board and Nomination and Remuneration Committee in their respective meetings held on 13<sup>th</sup> February, 2019, consent of the Members of the Company be accorded to re-appoint Mr. Chakkolath Ramachandran (DIN: 00050893), who has attained the age of 80 years, as a Non-Executive Independent Director of the Company to hold office for a second term of five (5) consecutive years w.e.f. from April 1, 2019;

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. Chakkolath Ramachandran be paid such fees as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and take all such steps as may be deemed proper and expedient to give effect to this resolution.”

- 2. Approval of Material Related Party Transaction entered into with Tulsyan Smelters Private Limited.**

To consider and to give assent / dissent for passing the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Regulation 23 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 as amended and Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon the recommendation of the Board and Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into the related party transaction with Tulsyan Smelters Private Limited as per the terms and conditions mentioned herein below table;

Name of the Party	Nature of Transaction	Maximum Amount of Transaction	Period of Transaction
Tulsyan Smelters Private Limited	Purchase / Sale of Company Goods and Services	Value not exceeding Rs.1800 Crores in aggregate	From 01-04-2019 to 31-03-2022 (for three years)

**RESOLVED FURTHER THAT** the said transaction so carried out shall be at arm's length basis and in the ordinary course of business of the Company and 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;

**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  
For Tulsyan NEC Limited

Date: 13/02/2019  
Place: Chennai

Sd/  
Parvati Soni  
Company Secretary &  
Compliance Officer

#### EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013]

#### Item No. 1:

#### **Re-appointment of Mr. Chakkolath Ramachandran (DIN: 00050893) as a Non-Executive Independent Director for a second term of five consecutive years w.e.f. from April 1, 2019.**

Mr. Chakkolath Ramachandran is a Non-Executive Independent Director of the Company. He is also the Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee.

Mr. Chakkolath Ramachandran joined the Board of the Company in 12<sup>th</sup> December, 2007. He is expertise in administration. He is an I.A.S. Officer (Retd.). He was appointed as a Non-Executive and Independent Director by the members at the 67<sup>th</sup> Annual General Meeting of the Company held on September 30, 2014, for a term of five consecutive years from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019, not liable to retire by rotation as per the Companies Act, 2013. His tenure will get expired w.e.f. 01<sup>st</sup> April, 2019 as per Companies Act, 2013. Based on his skills, experience, knowledge and performance evaluation, it is proposed to reappoint him for another term of 5 consecutive years with effect from April 1, 2019.

The Board at the meeting held on February 13, 2019, on recommendation of the Nomination and Remuneration Committee, has recommended for approval of the members through postal ballot, the re-appointment of Mr. Chakkolath Ramachandran as an Independent Director of the Company for another term of 5 consecutive years with effect from April 1, 2019 in terms of Section 149, 150, 152, read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof.

In accordance with Section 149 (10) & (11) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

Further, as per Regulation 17(1A) of SEBI (LODR) Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

The current age of Mr. Chakkolath Ramachandran is 80 years and hence his re-appointment as a Non-Executive Independent Director with effect from April 1, 2019 requires prior approval of members by way of a special resolution pursuant to Section 149 (10) & (11) of the Companies Act, 2013 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

Nomination and Remuneration Committee at its meeting held on 13<sup>th</sup> February, 2019 evaluated the performance of all the Independent Directors including Mr. Chakkolath Ramachandran and concluded that his performance was satisfactory.

Mr. Chakkolath Ramachandran fulfils all requirements of an Independent Director specified in 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. Chakkolath Ramachandran –

- (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR 8 in terms of the Companies (Appointment & 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, confirming his eligibility for such reappointment, and
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A copy of the draft letter for the re-appointment of Mr. Chakkolath Ramachandran as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day up to March 26, 2019.

The Board of Directors and the Nomination & Remuneration Committee are of the opinion that in view of the vast managerial experience and expertise of Mr. Chakkolath Ramachandran, his continued association with the company would be of immense benefit and this will enable the Board to discharge its functions and duties effectively.

Accordingly, the Board recommends the proposal set forth in the Item No.1 of the accompanied Notice for consideration and approval of the members of the Company.

Except Mr. Chakkolath Ramachandran, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

**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	Chakkolath Ramachandran		
Age	80 years		
DIN	00050893		
Qualification	B.Sc (Hons), MA, I.A.S (Retd.)		
Expertise in specific functional areas	He has served for Government in various responsibilities and worked in public sector companies and retired as Principal Secretary, Industrial Dept. He is specialised in the area of Corporate Management & Administration		
Date of first appointment on the Board	12/12/2007		
Terms of Re-appointment	As may be decided by the Board from time to time		
Shareholding in the Company	NIL		
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL		
Number of meetings of the Board attended during the year	6		
Other Directorships, Memberships / Chairmanship of Committees of other Boards	<b>Directorship</b>	<b>Committee Membership</b>	<b>Committee Chairmanship</b>
	Tamilnadu Petroproducts Limited		a) Audit Committee b) Nomination & Remuneration Committee c) Stakeholders' Relationship Committee
	Elnet Technologies Limited	a) Audit Committee b) Nomination & Remuneration Committee	a) Stakeholders' Relationship Committee
	Dewa Properties Limited	-	-
	IG3 Infra Limited	a) Audit Committee	-
	The Great Indian Linen and Textile Infrastructure Company Private Limited	-	-
	Elnet Software City Limited	-	-
	Grand Luxe Hotels Limited	-	-
	Appu Hotels Limited	a) Audit Committee	-

**Item No. 2:**

**Approval of Material Related Party Transaction entered into with Tulsyan Smelters Private Limited.**

As the members are aware that in the 70<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2017, the related party transaction with Tulsyan Smelters Private Limited was approved with the following terms –

<b>Name of the Party</b>	<b>Nature of Transaction</b>	<b>Maximum Amount of Transaction</b>	<b>Period of Transaction</b>
Tulsyan Smelters Private Limited	Sale of Company goods	Value not exceeding Rs.500 Crores per financial year	From 01-02-2018 to 31-03-2020

Section 188 of the Companies Act, 2013 read with rules made thereunder provides that any related party transaction will require approval of the shareholders through ordinary resolution, if aggregate value of the transaction amounts to 10% or more of the turnover of the company or rupees one hundred crore, whichever is lower.

Further, 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. A transaction with a related party shall be considered material if the transaction(s) to be entered into 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 section 188 of the companies Act, 2013 at arm's length basis and in the ordinary course of business but the transaction is material pursuant to Regulation 23 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 as amended.

Therefore, the Audit Committee at its meeting held on 13<sup>th</sup> February, 2019 determined the criteria and requirement to change the exiting terms of the related party transaction with Tulsyan Smelters Private Limited and hence recommended to the Board to consider and approve the same in its meeting.

The Board at its meeting held on February 13, 2019, on recommendation of the Audit Committee, considered the need and requirement to increase the amount of the related party transaction and approved the Related Party Transaction with the terms as follows subject to approval of the members through postal ballot-

<b>Name of the Party</b>	<b>Nature of Transaction</b>	<b>Maximum Amount of Transaction</b>	<b>Period of Transaction</b>
Tulsyan Smelters Private Limited	Purchase / Sale of Company Goods and Services	Value not exceeding Rs.1800 Crores in aggregate	From 01-04-2019 to 31-03-2022 (for three years)

Accordingly, in order to ensure uninterrupted operations of the Company, the Board recommends the proposal set forth in the Item No.2 of the accompanied Notice for consideration and approval of the members of the Company.

Except Mr. Sanjay Tulsyan and Mr. Lalit Kumar Tulsyan, none of the directors or Key Managerial personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No.2.

By Order of the Board  
For Tulsyan NEC Limited

Date: 13/02/2019  
Place: Chennai

Sd/  
Parvati Soni  
Company Secretary &  
Compliance Officer

**NOTES AND INSTRUCTIONS**

1. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on February 18, 2019 (Cut-off Date). A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
2. Members may note that as required under the provisions of Section 108, 110 and other applicable provisions, if any, of the Act and the rules as applicable in that regard and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company has engaged the services of Central Depository Services (India) Limited [CDSL] to provide e-voting facility to the Members of the Company. Accordingly, the Company is also providing e-voting facility as an alternate, which would enable Members

to cast votes electronically, instead of returning Postal Ballot Form. Please read and follow the instructions on e-voting enumerated in the Notes and Instructions to this Notice. The process for electronic voting is attached herewith.

3. Electronic copy of the Postal Ballot Notice of the Company along with its Annexures is being sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
4. The dispatch of Postal Ballot Notice shall be announced through advertisement in at least one Tamil Newspaper of the Chennai District and at least one in English Newspaper, both having a wide circulation in the Chennai district where the Registered Office & Corporate Office of the Company is situated.
5. The notice of the postal ballot shall also be placed on the website of the company <http://tulsyanec.co.in> forthwith after the notice is sent to the members and such notice shall remain on such website till the last date for receipt of the postal ballots from the members i.e. 26th March, 2019.
6. A member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as invalid.
7. Voting period shall commence on and from Monday, 25th February, 2019 at 09.00 a.m. (IST) and ends on Tuesday, 26th March, 2019 at 05.00 p.m. (IST).
8. A member desiring to exercise vote by postal ballot is requested to read the instructions for Postal Ballot carefully and return the Postal Ballot Form duly completed, in the attached self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the closing of Working Hours at 5.00 p.m. on Tuesday, 26th March, 2019.
9. Only members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of this Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the e-voting facility are given separately. The voting rights of the members shall be in proportion to the number of shares held by them in the paid-up equity share capital of the Company as on the cut-off date i.e. February 18, 2019. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in Tulsyan NEC Ltd. Unclaimed Suspense Account stands frozen in terms of Regulation 39 read with Schedule VI of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Such members are to treat this notice as having been given for information purposes only.
10. After the dispatch of the Notice, it shall also be displayed on the website of the Company <http://tulsyanec.co.in> and on the website of CDSL <https://www.evotingindia.com/>
11. The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, first count the votes cast, 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 a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall countersign the same. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
12. The Scrutinizer will submit his report to the Chairman or any other Director / Company Secretary of the Company as authorised by the Board, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot/e-voting will be announced by the Chairman or any other Director of the Company duly authorised, on or before Friday, 29<sup>th</sup> March, 2019 at 05.00 p.m. at the Corporate Office of the Company at Apex Plaza, 1st Floor, # 3, Nungambakkam High Road, Chennai-600034. The result of the postal ballot/e-voting will also be uploaded on the Company's website <http://tulsyanec.co.in> as well as on the website of CDSL <https://www.cdslindia.com/> and will be intimated to the BSE on which the Company is listed. The date of announcement of result of postal ballot / e-voting shall be taken to be the date of passing of the resolution.
13. Resolutions passed by the members by means of Postal Ballot / e-voting shall be deemed to have been passed at a General Meeting of the members. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the member or his/her duly constituted attorney or in case of bodies corporate, the duly authorised person.
14. For any queries / grievances with regard to voting by Postal Ballot, members are requested to contact Mr. P. Muralidharan, Assistant Manager, Cameo Corporate Services Limited (RTA), "Subramanian Building" #1, Club House Road, Chennai – 600002, India, Email Id - [murali@cameoindia.com](mailto:murali@cameoindia.com) / Phone number– 044-40020700. Members can also contact Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542), CDSL or may mail them at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) to resolve any grievances with regard to e-voting. Any grievances relating to voting by Postal Ballot including e-voting can also be addressed to the Company Secretary of the Company at Apex Plaza, 1st Floor, # 3, Nungambakkam High Road, Chennai-600034 or through e-mail at [investor@tulsyanec.in](mailto:investor@tulsyanec.in) / contact at 044-39181060.
15. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.

## INSTRUCTIONS FOR VOTING BY:

### (A) PHYSICAL POSTAL BALLOT FORM

1. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed envelope on which postage will be paid by the Company which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
3. The Postal Ballot Form should be signed by the Member as per specimen signature registered with the Registrar / Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his / her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA or enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. The duly completed and signed Postal Ballot Form, in the enclosed self-addressed Business Reply Envelope, should reach the Scrutinizer not later than 05.00 p.m. (IST) on March 26, 2019. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
5. In case of Equity Shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
6. Members are requested not to send any paper (other than the Resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
7. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
8. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during the normal business hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot/e-voting.
9. Any Member who doesn't receive the Postal Ballot Form may either send an e-mail to [investor@tulsyanec.in](mailto:investor@tulsyanec.in) or may apply to RTA of the Company and obtain a duplicate postal ballot form. The Postal Ballot Notice and the Postal Ballot Form can also be downloaded from the Company's website <http://tulsyanec.co.in/> or from the website of CDSL <https://www.cdslindia.com/>
10. The votes should be cast either in favour of or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing (√) in both the columns will render the Form invalid.
11. A postal ballot form shall be considered invalid if:
  - (a) A form other than one issued by the company has been used;
  - (b) It has not been signed by or on behalf of the Member;
  - (c) Signature on the postal ballot form doesn't match the specimen signatures with the company;
  - (d) It is not possible to determine without any doubt the assent or dissent of the Member;
  - (e) Neither assent nor dissent is mentioned;
  - (f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
  - (g) The envelope containing the postal ballot form is received after the last date prescribed;
  - (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - (i) It is received from a Member who is in arrears of payment of calls;
  - (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
  - (k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

A postal ballot form which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated shall be considered valid.

### (B) VOTING THROUGH ELECTRONIC MEANS

In Compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 or any amendment or re-enactment thereof and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended, the Company is pleased to offer the members an e-

voting facility as an alternative mode of voting which will enable them to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The process and instructions for e-voting are as under:

The instructions for shareholders for voting electronically are as under:

- (i) The e-voting period begins on Monday, 25th February, 2019 at 09.00 a.m. (IST) and ends on Tuesday, 26th March, 2019 at 05.00 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. February 18, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders / Members
- (iv) Now Enter your USER ID
  - a. For CDSL: 16 digits 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

Particulars	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 (iv) above.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of "Tulsyan NEC Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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.
- (xx) 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 you may write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
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## GENERAL INTIMATION

### DEMATERIALIZATION OF SHARES:

Members are requested to note that, as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requests for transfer of securities held in physical form, except transmission or transposition of securities, will not be processed after March 31, 2019. In this regard, members are requested to dematerialize the securities held in physical form on or before March 31, 2019.

The procedure for dematerialisation of shares is placed on the website of the company at the link:  
<http://tulsyannec.co.in/pdf/Intimation%20of%20Demat%20to%20Shareholders.pdf>

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## TULSYAN NEC LIMITED

Corporate Identity Number (CIN): L28920TN1947PLC007437

Registered Office: 61, Sembudoss Street, Chennai - 600 001

Corporate Office: First Floor, Apex Plaza, Old No. 3, New No.77, Nungambakkam High Road, Chennai – 600034

Phone: 044-39181060 / 39120756, Fax: 044-39181097, E-mail: investor@tulsyanec.in; Website: www.tulsyanec.co.in

### POSTAL BALLOT FORM

Serial No.:

1. Name(s) of Member(s)/ Beneficial Owner: (including joint holders, if any, in block letters) :

2. Registered address of the sole / first named Member / Beneficial Owner :

3. Registered Folio no./DP ID No.\*/ Client ID No.>(\*applicable to investors Holding shares in dematerialized form) :

4. Number of share(s) held :

I/We hereby exercise my / our vote(s) in respect of the following Resolutions to be passed through postal ballot for the items of Special Businesses stated in the Notice of Postal Ballot of the Company dated February 13, 2019 by sending my / our assent (FOR) / dissent (AGAINST) to the said Resolutions by placing the tick mark (√) in the appropriate column below:

Item No.	Special Business	Resolution Type	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Re-appointment of Mr. Chakkolath Ramachandran (DIN: 00050893) as a Non-Executive Independent Director for a second term of five consecutive years w.e.f. from April 1, 2019	Special Resolution		
2.	Approval of Material Related Party Transaction entered into with Tulsyan Smelters Private Limited	Ordinary Resolution		

Place:

Date:

\_\_\_\_\_  
(Signature of the Member/Beneficial Owner)

#### Electronic Voting Particulars

The e-voting facility is available at the link <https://www.evotingindia.com/> . The electronic voting particulars are set out as follows:

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD
190212007	<<USER_ID>>	<<PWD>>

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Monday, 25 <sup>th</sup> February, 2019 at 09.00 a.m. (IST)	Tuesday, 26 <sup>th</sup> March, 2019 at 05.00 p.m. (IST)

NOTE:

- (1) Please read the instructions carefully before exercising your vote.
- (2) Last date for receipt of Postal Ballot Form by Scrutinizer is Tuesday, 26th March, 2019 at 05.00 p.m. (IST).