

CERTIFIED TRUE COPIES OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF TULSYAN NEC LIMITED AT THE 67TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, THE 30<sup>TH</sup> SEPTEMBER, 2014 AT 11.00 AM AT "NARADA GANA SABHA, MINI HALL", No.254, TTK ROAD, CHENNAI – 600018

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1. Ordinary Resolution

"RESOLVED THAT the audited balance Sheet as at 31<sup>st</sup> March, 2014 and Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2014, together with the reports of Director's and Auditors' as laid before the meeting be received and adopted."

2. Ordinary Resolution

"RESOLVED THAT Mr. Lalit Kumar Tulsyannec be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

3. Ordinary Resolution

"RESOLVED THAT pursuant to Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendation of the Audit Committee, Messrs C.A. Patel & Patel, Chartered Accountants, Chennai, having Firm Registration No.005026S allotted by the Institute of Chartered Accountants of India, be and are hereby appointed as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting for three consecutive years, subject to ratification at every annual general meeting, at a remuneration to be determined by the Board of Directors in addition to out of pocket expenses as may be incurred by them during the course of the Audit."

4. Ordinary Resolution

"RESOLVED THAT the remuneration of Rs.70,000, in addition to reimbursement of travel and out-of-pocket expenses, payable to Mr. M.R. Krishna Murthy, Practicing Cost Accountant holding Membership No 7568, allotted by the Institute of Cost Accountants of India, who was appointed as cost auditor of the Company for the year 2014-15 as recommended by the audit committee and approved by the Board of Directors of the Company, in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, be and is hereby ratified. "



**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 : [marketing@tulsyannec.in](mailto:marketing@tulsyannec.in) | [www.tulsyannec.in](http://www.tulsyannec.in)  
**Registered Office:** 61, Sembudoss Street, Chennai - 600 001. Phone : +91 44 2522 2673. | CIN L28920TN1947PLC007437

5. Ordinary Resolution

“RESOLVED THAT pursuant to provisions of section 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 Mr. Chakkolath Ramachandran (DIN 00050893), be and is hereby appointed as Non-Executive Independent Director of the Company for a term of five consecutive years with effect from 1st April, 2014, and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Companies Act, 2013 as determined by the Board from time to time.”

6. Ordinary Resolution

“RESOLVED THAT pursuant to provisions of section 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 Mr. Selvaganapathy Ramakrishnan (DIN 01632133), be and is hereby appointed as Non-Executive Independent Director of the Company for a term of five consecutive years with effect 1st April, 2014, and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Companies Act, 2013 as determined by the Board from time to time.”

7. Ordinary Resolution

“RESOLVED THAT pursuant to provisions of section 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 Mr. Pondavakkam Tharmam Rangamani (DIN 01387032), be and is hereby appointed as Non-Executive Independent Director of the Company for a term of five consecutive years with effect 1st April, 2014, and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Companies Act, 2013 as determined by the Board from time to time.”



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**8. Ordinary Resolution**

"RESOLVED THAT pursuant to provisions of section 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 Mr. Kirubanandan Venkatachalam (DIN 01068178), be and is hereby appointed as Non-Executive Independent Director of the Company for a term of five consecutive years with effect 1st April, 2014, and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Companies Act, 2013 as determined by the Board from time to time."

**9. Special Resolution**

"RESOLVED THAT the consent of the Company be and is accorded under the provisions of Section 180(1)(c) of the Companies Act, 2013 to the Board of Directors of the Company, for borrowing from time to time all such sums of money as they may deem requisite for purpose of the business of the company notwithstanding the moneys already borrowed by the company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) from Bank, Financial Institutions and other body corporate will exceed the aggregate of the paid up capital and free reserves, provided that the aggregate of the amounts so borrowed and to be borrowed and outstanding at any time (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs.2000 crores."

**10. Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other provisions of applicable law/rules and subject to the approval/consent of such appropriate authorities, as may be required, under any statute for time being in force, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) for transactions / contracts / arrangements to be entered into or entered with TG Logistics Private Limited for availing Transportation services in connection with transportation of the Company's goods to the customers of the Company for a period of 3 years with effect from 1st July, 2014 till 30th June, 2017 for a value not exceeding Rs 25 crores in aggregate.



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RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the transactions or contracts with the Company's subsidiary TG Logistics Private Limited, as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution."

#### 11. Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other provisions of applicable law/rules and subject to the approval/consent of such appropriate authorities, as may be required, under any statute for time being in force, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) for transactions / contracts /arrangements to be entered into with Tulsyannec Smelters Private Limited for selling the products of the Company for a period of 3 years with effect from 2nd February, 2015 till 1st February, 2018 for a value not exceeding Rs.1200 crores in aggregate.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the transactions or contracts with Tulsyannec Smelters Private Limited, as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution."

#### 12. Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") read with the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to provisions of SEBI circular Ref.No.CIR/CFD/POLICY CELL/2/2014 dated 17th April 2014, and all other provisions of applicable law/rules, the existing related party contract / arrangement between the Company and Chitrakoot Steel and Power Private Limited, for purchase of raw materials, sale of materials and availing of job work relating to manufacturing activity, ranging for a period of 3 years starting from 14th June, 2013 till 13th June, 2016, for a value not exceeding Rs.250 crores in aggregate, for which the approval dated 27th June, 2014 granted by the Regional Director, Ministry of Corporate Affairs, in accordance with the proviso to sub-section (1) of Section 297 of the erstwhile Companies Act, 1956, be and is hereby approved, confirmed and ratified.



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RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the transactions or contracts with Chitrakoot Steel and Power Private Limited, as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution."

### 13. Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") read with the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to provisions of SEBI circular Ref.No.CIR/CFD/POLICY CELL/2/2014 dated 17th April 2014, and all other provisions of applicable law/rules, the existing related party contract / arrangement between the Company and Buildmet Fibres Private Limited, for availing job work services, purchase and sale of raw materials and finished goods and supply of office space and management consultancy services, ranging for a period of 3 years starting from 17th February, 2014 till 16th February, 2017, for a value not exceeding Rs.222 crores in aggregate, for which the approval dated 25th March, 2014 granted by the Regional Director, Ministry of Corporate Affairs, in accordance with the proviso to sub-section (1) of Section 297 of the erstwhile Companies Act, 1956, be and is hereby approved, confirmed and ratified.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary or expedient or proper in respect of the transactions or contracts with Buildmet Fibres Private Limited, as it may, in its absolute discretion, deem appropriate for the purpose of giving effect to this Resolution."

### 14. Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the existing clauses in the Articles of Association (AOA) of the Company be and is hereby modified, revised and replaced with certain new clauses and that the altered and modified AOA, be and are hereby approved and adopted as the Articles of Association of the Company with effect from the date hereof, and they be the regulations of the Company in place, in substitution and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution, including filing any necessary forms with the Registrar of Companies."

//Certified True Copy//

For Tulsyannec Limited

*e.s. baidya*



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