

January 12, 2015

1. Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
2. The Calcutta Stock Exchange Limited
No.7, Lyons Range, Kolkata – 700 001

Dear Sir/ Madam,

Sub.: Intimation under Clause 31(d) of the Listing Agreement - Reg.

Ref.: 1) SCRIP CODE: 513629 -Tulsyan NEC Limited
2) Clause 31(d) of the Listing Agreement

In compliance with Clause 31(d) of the listing agreement, we have enclosed herewith the certified true copies of the special resolutions passed by the shareholders of Tulsyan NEC Limited held through Postal Ballot on Saturday, the 10th January, 2015, being the date of declaration of results of Postal Ballot at the Corporate Office of the Company at I Floor, Apex Plaza, No.3, Nungambakkam High Road, Chennai – 600 034.

Kindly take on record the same.

Thanking you.
Yours faithfully
For Tulsyan NEC Limited

e.s. Giridhar

CS Giridhar
Company Secretary



CERTIFIED TRUE COPIES OF THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF TULSYAN NEC LIMITED THROUGH POSTAL BALLOT ON SATURDAY, THE 10TH JANUARY, 2015 BEING THE DATE OF DECLARATION OF RESULTS OF POSTAL BALLOT AT THE CORPORATE OFFICE OF THE COMPANY AT I FLOOR, APEX PLAZA, No.3, NUNGAMBAKKAM HIGH ROAD, CHENNAI – 600 034

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Special Resolutions:

1. REVISION IN REMUNERATION PAID / PAYABLE TO SHRI SANJAY TULSYAN, MANAGING DIRECTOR.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, and Companies(Appointment and Remuneration of Key Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof if any, and on the basis of the recommendation of the Nomination and Remuneration Committee, the Shareholders of the Company be and hereby accord their approval for the payment of remuneration not exceeding Rs.10,00,000 per month to Shri Sanjay TulSYan (DIN: 00632802), Managing Director of the Company for a period of 3 years with effect from 1st April, 2014 as per the terms and conditions, including remuneration as set out in the abstract of the terms of the contract furnished in the explanatory statement annexed to this Notice with liberty to the Board of Directors to alter and vary and conditions, so as not to exceed the limits and stipulations specified in Schedule V to the Companies Act, 2013 or any amendments thereto as may be agreed to between the Board and Shri Sanjay TulSYan (DIN: 00632802) or as may be varied by the Company in General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter, vary and modify the said terms including salary, allowances and perquisites in such manner as may be agreed to between the Board and Shri Sanjay TulSYan (DIN: 00632802) within and in accordance with and subject to the limits prescribed in Schedule V to the said Companies Act, 2013 and if necessary, as may be stipulated by the Central Government as may be agreed to accordingly between the Board and Shri Sanjay TulSYan (DIN: 00632802).

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Shri Sanjay TulSYan (DIN: 00632802), shall be paid the same remuneration as stated herein above, as minimum remuneration but subject to the upper limit, if any, prescribed under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), as may be applicable from time to time.”

2. REVISION IN REMUNERATION PAID / PAYABLE TO SHRI LALIT KUMAR TULSYAN, MANAGING DIRECTOR DESIGNATED AS EXECUTIVE CHAIRMAN.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, and Companies(Appointment and Remuneration of Key Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof if any, and on the basis of

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Registered Office: 61, Sembudoss Street, Chennai - 600 001. Phone : +91 44 2522 2673. | CIN L28920TN1947PLC007437





the recommendation of the Nomination and Remuneration Committee, the Shareholders of the Company be and hereby accord their approval for the payment of remuneration not exceeding Rs.10,00,000 per month to Shri Lalit Kumar Tulsyan (DIN: 00632823), Managing Director of the Company designated as "Executive Chairman" for a period of 3 years with effect from 1st April, 2014 as per the terms and conditions, including remuneration as set out in the abstract of the terms of the contract furnished in the explanatory statement annexed to this Notice with liberty to the Board of Directors to alter and vary the said terms and conditions, so as not to exceed the limits and stipulations specified in Schedule V to the Companies Act, 2013, or any amendments thereto as may be agreed to between the Board and Shri Lalit Kumar Tulsyan (DIN: 00632823) or as may be varied by the Company in General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter, vary and modify the said terms including salary, allowances and perquisites in such manner as may be agreed to between the Board and Shri Lalit Kumar Tulsyan (DIN: 00632823) within and in accordance with and subject to the limits prescribed in Schedule V to the said Companies Act, 2013 and if necessary, as may be stipulated by the Central Government as may be agreed to accordingly between the Board and Shri Lalit Kumar Tulsyan.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Shri Lalit Kumar Tulsyan (DIN: 00632823), shall be paid the same remuneration as stated herein above, as minimum remuneration but subject to the upper limit, if any, prescribed under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), as may be applicable from time to time."

3. REVISION IN REMUNERATION PAID / PAYABLE TO SHRI SANJAY AGARWALLA, WHOLE-TIME DIRECTOR.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, and Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof if any, and on the basis of the recommendation of the Nomination and Remuneration Committee, the Shareholders of the Company be and hereby accord their approval for the payment of remuneration not exceeding Rs.10,00,000 per month to Shri Sanjay Agarwalla (DIN: 00632864), Whole time Director of the Company for a period of 3 years with effect from 1st April, 2014 as per the terms and conditions, including remuneration as set out in the abstract of the terms of the contract furnished in the explanatory statement annexed to this Notice with liberty to the Board of Directors to alter and vary the said terms and the said terms conditions, amendments thereto as may be agreed to between the Board and Shri Sanjay Agarwalla or as may be varied by the Company in General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter, vary and modify the said terms including salary, allowances and perquisites in such manner as may be agreed to between the Board and Shri Sanjay Agarwalla (DIN: 00632864) within and in accordance with and subject to the limits prescribed in Schedule V to the said Companies Act, 2013 and if necessary, as may be stipulated by the Central Government as may be

agreed to accordingly, between the Board and Shri Sanjay Agarwalla (DIN: 00632864).

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RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Shri Sanjay Agarwalla (DIN: 00632864), shall be paid the same remuneration as stated herein above, as minimum remuneration but subject to the upper limit, if any, prescribed under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), as may be applicable from time to time."

4. RE-APPOINTMENT OF SHRI. A.P. VENKATESWARAN AS WHOLE-TIME DIRECTOR (FINANCE & ACCOUNTS) AND PAYMENT OF REMUNERATION.

"RESOLVED THAT pursuant to the provisions of Sections 196 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, and Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof if any, and on the basis of the recommendation of the Nomination and Remuneration Committee, the Shareholders of the Company be and hereby accord their approval for the re-appointment of Shri. A.P.Venkateswaran (DIN 01461988) as Whole-time Director of the Company for a period of 5 (five) years with effect from 1st October, 2014 to 30th September, 2019 as per the terms and conditions, including remuneration as set out in the abstract of the terms of the contract furnished in the explanatory statement annexed to this Notice with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and for payment of remuneration not exceeding Rs.5,00,000 per month for a period of 3 (three) years with effect from 1st October, 2014 to 30th September, 2017 so as not to exceed the limits and stipulations specified in Schedule V to the Companies Act, 2013 or any amendments thereto as may be agreed to between the Board and Shri A. P. Venkateswaran or as may be varied by the Company in General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter, vary and modify the said terms including salary, allowances and perquisites in such manner as may be agreed to between the Board and Shri A. P. Venkateswaran (DIN:01461988) within and in accordance with and subject to the limits prescribed in Schedule V to the said Act, and if necessary, as may be stipulated by the Central Government as may be agreed to accordingly between the Board and Shri A. P. Venkateswaran (DIN: 01461988).

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Shri A. P. Venkateswaran (DIN: 01461988), shall be paid the same remuneration as stated herein above, as minimum remuneration but subject to the upper limit, if any, prescribed under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), as may be applicable from time to time."

5. LOANS AND INVESTMENTS IN OTHER COMPANIES / BODY CORPORATES

"RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 approval of the Company be and is hereby accorded for making investments by way of subscription, purchase, transfer or otherwise in the securities of any other Companies / Body Corporates to the extent of Rs.10 Crore and loans to such other Companies / Body Corporates as permissible under the Companies Act 2013 and the Rules made thereunder to the extent of Rs.15 Crore.

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RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things including execution of any applications and agreements as may be considered appropriate to give effect to the said Resolution.”

6. CREATION OF CHARGE / MORTGAGE ON THE ASSETS OF THE COMPANY

“**RESOLVED THAT** in supersession of the earlier Resolutions passed under the erstwhile provisions of the Companies Act, 1956, approval of the Company be and is hereby granted in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as may be amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, to the Board of Directors to mortgage and / or create charge, in addition to the mortgages and / or charges created / to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and / or immovable, tangible and / or intangible properties of the Company, both present and future, and / or the whole or any part of the undertaking(s) of the Company in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company or by any one or more subsidiary companies of the Company, availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rates notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limit of Rs.2000 crore (Rupees two thousand crore only) approved under Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, read with rules made thereunder, as may be amended from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s) / trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company or by any one or more so as not to exceed the limits and stipulations specified in Schedule V to the Companies Act, 2013 or any subsidiary companies of the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into / to be entered into between the Company or by any one or more subsidiary companies of the Company and the lender(s) / agent(s) / trustees, in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s) / agent(s) / trustee(s).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution”.

//Certified True Copy//

For Tulsyan NEC Limited

C. S. Srinivasan
Company Secretary

