

October 1, 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.: Combined Scrutinizers' report (remote e-voting and ballot process) - annual general meeting of Tulsyan NEC Limited held on 30th September, 2015 – Reg.

Ref.: 1) SCRIP CODE: 513629 -Tulsyan NEC Limited
2) Rule 20(xvi) of the Companies (Management and Administration) Amendment Rules, 2015 – Reg.

With reference to Rule 20(xvi) of the Companies (Management and Administration) Amendment Rules, 2015, enclosed herewith the combined scrutinzers' report (remote e-voting and ballot process) as furnished by Mr.M. Damodaran, Practicing Company Secretary (Mem No.5837) and the results declared by Chairman of the annual general meeting of Tulsyan NEC Limited held on 30th September, 2015.

Kindly take on record the same.

Thanking you.

Yours faithfully
For Tulsyan NEC Limited



CS GIRIDHAR
Company Secretary

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@tulsyanec.in | www.tulsyanec.in
Registered Office: 61, Sembudoss Street, Chennai - 600 001. Phone : +91 44 2522 2673. | CIN L28920TN09071901434



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M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



M. Damodaran, B.Com, F.C.S. L.L.B.
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CONSOLIDATED SCRUTINIZER'S REPORT
(REMOTE E VOTING AND POSTAL BALLOT)

[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 and
Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of **68th** Annual General Meeting of the Equity Shareholders of **TULSYAN NEC LIMITED** held on the **30th September, 2015** at 11.30 A.M at the Narada Gana Sabha, Mini Hall, No.254, TTK Road, Chennai - 600018.

1. I, M.Damodaran, a Company Secretary in Practice having office at New No. 6, Old No. 12, Appavoo Gramni 1st Street, Mandaveli, Chennai, Tamil Nadu 600028 have been appointed as a scrutinizer by the Board of Directors of **TULSYAN NEC LIMITED** (the company) for the purpose of :
 - (i) Scrutinizing the e-voting process (remote e- voting) under the provisions of Section 108 of The Companies Act 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) and
 - (ii) Poll through Ballot paper under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the **68th** Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the **30th September, 2015** at 11.30 A.M at the Narada Gana Sabha, Mini Hall, No.254, TTK Road, Chennai - 600018.



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2. The management of the Company is responsible to ensure the compliance with the requirement of The Companies Act 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by Poll by way of ballot paper at the AGM] for the resolutions contained in the Notice to the 68th AGM of the Equity Shareholders of the company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e by remote e-voting and Poll by way of Ballot paper at AGM) is restricted to make a consolidated scrutinizer's report of the votes cast "in favor" or "against" the resolution stated above, based on the report generated from the e-voting system provided by Central Depository Services Limited (CDSL), authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means.

3. I submit herewith my Consolidated scrutinizers report on the results of voting through electronic means i.e by remote e voting and Poll by way of Ballot papers at the AGM as under:

TULSYAN NEC LIMITED E VOTING & INSTA POLL REPORT											
Resolution	Mode	Ballots Received	Favour			Against			Invalid		
			Ball-ots	Votes	Percent age	Ball ots	Vote s	Perce ntage	Ball ots	Votes	Perce ntage
Item No. 1: To receive, consider and adopt the Audited Financial Statements, Reports of the Board of Directors and the Auditors thereon the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2015. (As an Ordinary resolution)	E VOTING	11	11	10569516	99.71	-	-	-	-	-	-
	INSTA POLL	4	4	31035	0.29	-	-	-	-	-	-
	TOTAL	15	15	10600551	100	-	-	-	-	-	-



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Item No. 2: To appoint a Director in place of Mr. Sanjay Tulsyan (holding DIN 00632802), who retires by rotation and being eligible, offers himself for re-appointment. (As an Ordinary resolution)	E VOTING	11	10	10569515	99.71	1	1	-	-	-	-
	INSTA POLL	4	4	31035	0.29	-	-	-	-	-	-
	TOTAL	15	14	10600550	100	1	1	-	-	-	-
Item No. 3: To appoint Auditors, Messrs C.A. Patel & Patel, Chartered Accountants, Chennai, having Firm Registration No.005026S as Statutory Auditors of the Company for 3 consecutive years and to ratify their appointment to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting. (As an Ordinary resolution)	E VOTING	11	10	10569515	99.71	1	1	-	-	-	-
	INSTA POLL	4	4	31035	0.29	-	-	-	-	-	-
	TOTAL	15	14	10600550	100	1	1	-	-	-	-
Item No. 4: To consider and if though fit pay remuneration of Rs.70,000, in	E VOTING	11	10	10569515	99.71	1	1	-	-	-	-

(Handwritten signature)



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addition to reimbursement of travel and out-of-pocket expenses, payable to Mr.M.R. Krishna Murthy, Practicing Cost Accountant, Designated Partner, Messrs Murthy & CO. LLP, Practicing Cost Accountants, holding Membership No 7568 who was appointed as cost auditor of the Company for the year 2015-16 (As an Ordinary resolution)	INSTA POLL	4	4	31035	0.29	-	-	-	-	-	-
	TOTAL	15	14	10600550	99.71	1	1	-	-	-	-
Item No. 5: To appoint Smt Kalyani Venkatesan (DIN 00685701), who was appointed as an Additional Director hereby appointed as Non-executive Independent Director of the Company, to hold office for a term of 5 (five) consecutive years commencing from 13 th February, 2015 (As an Ordinary resolution)	E VOTING	11	10	10569515	99.71	1	1	-	-	-	-
	INSTA POLL	4	4	31035	0.29	-	-	-	-	-	-
	TOTAL	15	14	10600550	100	1	1	-	-	-	-



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<p>Item No. 6: Company be and is hereby accorded to the Board to offer or invite to subscribe, issue and allot 12334500 (One crore twenty three lacs thirty four thousand five hundred) 6% Non-Convertible Non-Cumulative Redeemable Preference Shares (NCRPS) of Rs.10 (Rupees ten only) each at a premium of Rs.90 (Rupees ninety only) per share in one lot or such other lots to select group of persons including strategic investors, members, employees, non-resident Indians, including Overseas Corporate Bodies (OCBs) substantially owned by NRIs, Financial Institutions (FIs), Foreign Institutional Investors (FIIs), Companies, Multilateral Financial Institutions, other entities and/or any one</p>	E VOTING	11	10	10569515	99.71	1	1	-	-	-	-
	INSTA POLL	4	4	31035	0.29	-	-	-	-	-	-
	TOTAL	15	14	10600550	100	1	1	-	-	-	-

(Handwritten signature)



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or more combination thereof whether through private placement, conversion of loans or otherwise and/ or any one or more modes or any combination thereof (As a Special resolution)												
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4. The electronic data and all other relevant records relating to e voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours faithfully,

M. Damodaran
Practicing Company Secretary
Membership No. 5837

Place: Chennai

Date: 01.10.15