

April 7, 2014

1. Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
2. Madras Stock Exchange Ltd,
No.30, Second Line Beach, Chennai, 600 001
3. The Calcutta Stock Exchange Limited,
No.7, Lyons Range, Kolkata – 700 001

Dear Sir/ Madam,

Sub.: Clause 49(VI)(ii) of the Listing Agreement – Compliance report on Corporate Governance for the Quarter ended 31st March, 2014 - Reg.

Ref.: SCRIP CODE: 513629 -Tulsyan NEC Limited

In connection with the subject matter, enclosed herewith the report on Corporate Governance in respect of Tulsyan NEC Limited for the quarter ended 31st March, 2014 in accordance with the Clause 49(VI)(ii) of the Listing Agreement.

Kindly take the same on record.

Thanks & Regards
For Tulsyan NEC Limited,

e.s. Giridhar

CS GIRIDHAR
Company Secretary

TULSYAN NEC LIMITED

Registered Office: #61, Sembudoss Street, CHENNAI - 600 001

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Quarter ended 31st March, 2014

Particulars	Clause of Listing Agreement	Compliance Status		Remarks
		Yes/No	Yes/No	
I Board of Directors	49 I			
(A) Composition of Board	49 (IA)	YES		
(B) Non-executive Directors' compensation & Disclosures	49 (IB)	N/A		
(C) Other provisions as to Board and Committees	49 (IC)	YES		
(D) Code of Conduct	49 (ID)	YES		
II Audit Committee	49 II			
(A) Qualified & Independent Audit Committee	49 (II A)	YES		
(B) Meeting of Audit Committee	49 (II B)	YES		
(C) Powers of Audit Committee	49 (II C)	YES		
(D) Role of Audit Committee	49 (II D)	YES		
(E) Review of Information by Audit Committee	49 (II E)	YES		
III Subsidiary Companies	49 (III)	YES		
IV Disclosures	49 (IV)			
(A) Basis of related party transaction	49 (IV A)	YES		
(B) Disclosure of Accounting Treatment	49 (IV B)	YES		
(C) Board Disclosures	49 (IV C)	YES		
(D) Proceeds from public issues, rights issues, preferential issues etc.,	49 (IV D)	YES		
(E) Remuneration of Directors	49 (IV E)	YES		Will be complied in the next Annual Report
(F) Management	49 (IV F)	YES		Will be complied in the next Annual Report
(G) Shareholders	49 (IV G)	YES		Will be complied in the next Annual Report
V CEO/CFO Certification	49 (V)	YES		Will be complied in the next Annual Report
VI Report on Corporate Governance	49 (VI)	YES		
VII Compliance	49 (VII)	YES		Will be complied in the next Annual Report

Place : Chennai
Date : 07/04/2014

For Tulsyan NEC Limited,

*C.S. Giridhar*CS GIRIDHAR
Company Secretary