

NAME OF THE COMPANY: TULSYAN NEC LTD

1.SPECIAL RESOLUTION: 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

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF VOTES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	10567415	10567415	100	10567415	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL		10567415	10567415	100	10567415	0	100
PUBLIC-INSTITUTIONS	E-VOTING	10200	0	0	0	0	0	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		10200	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	4422385	815	0.02	815	0	100	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		25418	0	25060	358	98.59	1.41
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		4422385	26233	0.59	25875	358	98.64
GRAND TOTAL		15000000	10593648	70.62	10593290	358	100	0

2.ORDINARY RESOLUTION: Approval of Material Related Party Transaction entered into with Tulsyan Smelters Private Limited

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				Yes				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	10567415	0	0	0	0	0	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		10567415	0	0	0	0	0
PUBLIC-INSTITUTIONS	E-VOTING	10200	0	0	0	0	0	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		10200	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	4422385	815	0.02	715	100	87.73	12.27
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		25418	0	25160	258	98.98	1.02
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL		4422385	26233	0.59	25875	358	98.64
GRAND TOTAL		15000000	26233	0.17	25875	358	98.64	1.36



M. DAMODARAN & ASSOCIATES

Practicing Company Secretaries



M. Damodaran, B.Com, F.C.S. L.L.B.
Mobile:98412 81693

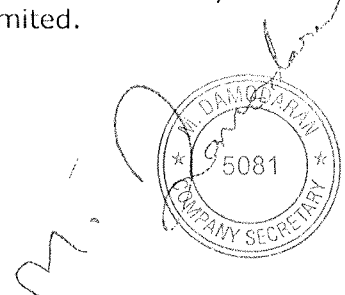
**SCRUTINIZER'S REPORT
(POSTAL BALLOT INCLUDING E-VOTING)**

[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015]

To,
The Chairperson
TULSYAN NEC LIMITED
Registered Office: 61, SEMBUDOSS STREET,
1ST FLOOR, CHENNAI - 600001

I, M.Damodaran, a Company Secretary in Practice, having office at New No. 6, Old No. 12, Appavoo Gramani 1st Street, Mandaveli, Chennai, Tamil Nadu 600028 have been appointed as a Scrutinizer by the Board of Directors of M/s. TULSYAN NEC LIMITED (the company) for the purpose of;

- (i) Scrutinizing the Postal Ballot process under the provisions of Section 110 of the Companies Act 2013 (the 2013 Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and
- (ii) 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 for the following two resolutions proposed to be passed by the members through postal ballot/ electronic voting (e-voting).
 - a) Special Resolution for 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.
 - b) Ordinary Resolution for Approval of Material Related Party Transaction entered into with Tulsyan Smelters Private Limited.

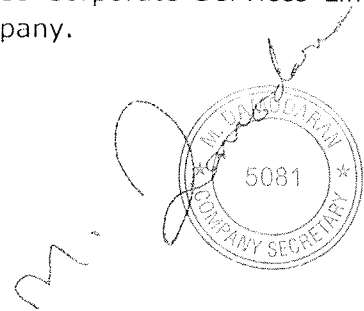
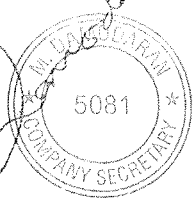




M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



1. In accordance with the Notice of the Postal Ballot dated February 13, 2019, dispatched to the shareholders by prescribed modes on February 20, 2019 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on February 21, 2019, the voting commenced on February 25, 2019 (at 09:00 AM) and ended on March 26, 2019 (at 5.00 PM) for physical ballots as well as for e-voting. The e-voting facility was provided by CDSL. The votes were unblocked at 5.00 PM on March 26, 2019 and the e-voting summary statement was downloaded from the e-voting website of CDSL <https://www.cdslindia.com>
2. The Equity shareholders holding shares as on February 18, 2019, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the Postal Ballot.
3. The Register of Ballots entered and prepared in electronic mode showing equity shareholders who have voted "For" and "Against" and e-voting results downloaded from the e-voting website of <https://www.cdslindia.com> are being handed over to the Chairperson.
4. The ballot papers received were scrutinized and reconciled with the records maintained by the Company/ R&TA and the authorizations/ Power of attorney etc. lodged with the Company. The voters were also scrutinized for the purpose of elimination of duplicate voting and no ballots were rejected on duplicate voting i.e. on e-voting as well as by physical ballot. Invalid ballots were marked and segregated and the summary results were prepared. For processing Postal Ballots, necessary technical support was provided by Cameo Corporate Services Limited, the Registrar and Share Transfer Agents of the Company.

M.





5. I submit herewith my Scrutinizers report on the results of e-voting and voting through postal ballot as under:

Item: 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 – Passed as Special Resolution

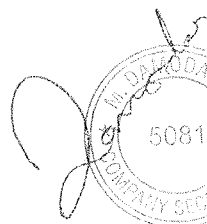
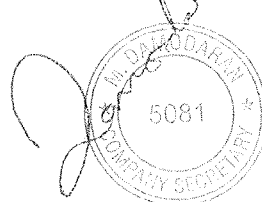
Mode of Voting	Total Valid Postal Ballot Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Postal Ballot & e-voting	Number of shares Voted	%	Number of Postal Ballot & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Postal Ballot	51	41	25060	98.59	10	358	1.41	100
E-Voting	13	13	10568230	100	0	0	0	100
Total	64	54	10593290	99.997	10	358	0.003	100

Details of Abstained votes:

Details of Rejected Votes

Mode of Voting	Number of Postal Ballot & e-voting	Number of shares
Postal Ballot	0	0
E-Voting	0	0
Total	0	0

Mode of Voting	Number of Postal Ballot & e-voting	Number of shares
Postal Ballot	5	214
E-Voting	0	0
Total	5	214

M. 




Item: 2- Approval of Material Related Party Transaction entered into with Tulsyan Smelters Private Limited- Passed as Ordinary Resolution

Mode of Voting	Total Valid Postal Ballot Received & valid e-voting casted (3)+(6)	Favour			Against			Total % of valid Votes in Favour & Against (5)+(8)
		Number of Postal Ballot & e-voting	Number of shares Voted	%	Number of Postal Ballot & e-voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Postal Ballot	51	42	25160	98.99	9	258	1.01	100
E-Voting	5	4	715	87.73	1	100	12.27	100
Total	56	46	25875	98.64	10	358	1.36	100

Details of Abstained votes:

Mode of Voting	Number of Postal Ballot & e-voting	Number of shares
Postal Ballot	0	0
E-Voting	8	10567415
Total	8	10567415

Details of Rejected Votes

Mode of Voting	Number of Postal Ballot & e-voting	Number of shares
Postal Ballot	5	214
E-Voting	0	0
Total	5	214

M.



M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



6. Register of postal ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballots (physical) will remain in our custody until the Chairperson considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the Chairperson/Company Secretary for safe keeping.

Thanking You,
Yours faithfully,


M. Damodaran
Practicing Company Secretary
Membership No: 5837
CP No. 5081



Place: Chennai
Date: 27.03.2019