

Date: 01-03-2023

To,  
**The BSE Limited,**  
**25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,**  
**Dalal Street, Mumbai – 400 001**

Dear Sir/Madam,

**Sub: (01/2022-23) Notice of the Extra Ordinary General Meeting (“EGM”) of Tulsyannec Limited (“the Company”)**

This is further to our intimation dated February 28, 2023 intimating that the Extra Ordinary General Meeting (EGM) of the Company will be held on Thursday, March 23, 2023 at 11.00 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in compliance with applicable Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), please find enclosed herewith the EGM Notice of the Company.

The EGM Notice is being sent through electronic mode to those shareholders whose email IDs are registered with the Company / Depositories and through Registered Post to those shareholders whose email IDs are not registered with the Company / Depositories.

Further, the EGM Notice is also made available on the website of the Company at [www.tulsyannec.in](http://www.tulsyannec.in).

Requesting you to kindly take the above intimation on record.

Thanking you,

Yours faithfully,  
For **Tulsyannec Limited**



**Parvati Soni**  
**Company Secretary & Compliance Officer**

Encl: As above.

**TULSYAN NEC LTD**

**Registered Office :** Apex Plaza, 1st Floor, No.3, Nungambakkam High Road, Chennai - 600 034. Tamil Nadu

Ph : +91 44 6199 1060 / 6199 1045, Fax : +91 44 6199 1066 | Email : [info@tulsyannec.in](mailto:info@tulsyannec.in) | [www.tulsyannec.in](http://www.tulsyannec.in)

GSTIN 33AABCT3720E1ZW | CIN L28920TN1947PLC007437



**TULSYAN NEC LIMITED**  
**Corporate Identity Number (CIN): L28920TN1947PLC007437**  
**Registered Office: 1st Floor, Apex Plaza, Old No.3, New No.77, Nungambakkam High**  
**Road, Chennai - 600 034**  
**Phone: 044- 61991060, Fax: 044- 61991066,**  
**E-mail: investor@tulsyanec.in; Website: www.tulsyanec.in**

**NOTICE OF THE EXTRA ORDINARY GENERAL MEETING**

**NOTICE is hereby given that the (1/2022-23) Extra Ordinary General Meeting (EOGM) of the Members of Tulsyan NEC Limited will be held on Thursday, March 23, 2023, at 11.00 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following items of special business:**

**SPECIAL BUSINESS**

- 1) Approval of raising of funds aggregating upto INR 269,00,00,000 (Indian Rupees Two Hundred Sixty Nine Crores) through issuance of listed, rated, secured and redeemable Non-Convertible Debentures on a Private Placement basis.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 179(3)(c), 180 and other applicable provisions of the Companies Act, 2013 including Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("**NCS Regulations**"), SEBI (Debenture Trustees) Regulations, 1993 ("**Debenture Trustees Regulations**"), Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI (ICDR) Regulations, 2018**") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") and Reserve Bank of India ("**RBI**") including any modifications and amendments thereto, read with the applicable regulations, circulars and orders etc. issued thereunder by Securities and Exchange Board of India ("**SEBI**") along with guidelines issued by stock exchange and other applicable laws and provisions, if any, and subject to such statutory and necessary approvals as may be required, provisions of the memorandum and articles of association of the Company, approval of the Members be and is hereby accorded to raise monies by the Company by offering, issuance and allotment of listed, rated, secured and redeemable non-convertible debentures (the "**Debentures**" or "**NCDs**") for an amount aggregating upto INR 269,00,00,000 (Indian Rupees Two Hundred Sixty Nine Crores), on a private placement basis, in one or more tranches, to India Special Assets Fund III (a scheme of ISAF III) & ISAF III Onshore Fund (a scheme of Edelweiss Credit Opportunities Trust), both advised by Edelweiss Alternative Asset Advisors Limited and both are Category II Alternative Investment Funds ("**AIFs**") ("**Identified Persons**"), on the terms and conditions as specified in the term sheet and to be detailed under the debenture trust deed to be executed in relation to the NCDs between the Company and the debenture trustee ("**Debenture Trustee**") ("**Debenture Trust Deed**"), and other related transaction documents;

**RESOLVED FURTHER THAT** the Board and/or any Committee authorised by the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

- 2) Approval of raising of funds aggregating upto INR 6,00,00,000 (Indian Rupees Six Crores) through issuance of Equity Shares on a preferential allotment basis.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 23(1), 62, 179(3)(c) and 180 and other applicable provisions of the Companies Act, 2013 including Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, SEBI (ICDR) Regulations, 2018 and the LODR Regulations and RBI

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including any modifications and amendments thereto, read with the applicable regulations, circulars and orders etc. issued thereunder by SEBI along with guidelines issued by stock exchange

and other applicable laws and provisions, if any, and subject to such statutory and necessary approvals as may be required, provisions of the memorandum and articles of association of the Company, approval of the Members be and is hereby accorded to raise monies by the Company by offering, issuance and allotment of equity shares ("**Equity Shares**") for an amount aggregating upto INR 6,00,00,000 (Indian Rupees Six Crores), on a preferential allotment basis, in one or more tranches, to the Identified Persons, on the terms and conditions as specified in the term sheet and to be detailed under the transaction documents;

**RESOLVED FURTHER THAT** the Board and/or any Committee authorised by the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**3) Reclassification of Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**"RESOLVED THAT** in supersession of the shareholders resolution passed in the Extra Ordinary General Meeting of the Company held on September 14, 2013 and pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof for the time being in force) and pursuant to the provisions of the memorandum and articles of association of the Company, approval of the Members be and is hereby accorded to reclassify the existing Authorised Share Capital of the Company of INR 36,00,00,000 (Indian Rupees Thirty Six Crores) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of INR 10/- (Indian Rupees Ten) each and 2,00,00,000 (Two Crores) 6% Non-Convertible Non-Cumulative Redeemable Preference Shares of INR 10/- (Indian Rupees Ten) each be and is hereby reclassified to INR 36,00,00,000 (Indian Rupees Thirty Six Crores) divided into INR 26,00,00,000 (Indian Rupees Twenty Six Crores) divided into 2,60,00,000 (Two Crores Sixty Lakhs) Equity shares of INR 10/- (Indian Rupees Ten) each and INR 10,00,00,000 (Indian Rupees Ten Crores) divided into 1,00,00,000 (One Crore) 6% Non-Convertible Non-Cumulative Redeemable Preference Shares of INR 10/- (Indian Rupees Ten) each;

**"RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V with the following new Clause V as under:

"V. The Authorised Share Capital of the Company is INR 36,00,00,000 (Indian Rupees Thirty-Six Crores) comprising of INR 26,00,00,000 (Indian Rupees Twenty-Six Crores) divided into 2,60,00,000 (Two Crores Sixty Lakhs) Equity shares of INR 10/- (Indian Rupees Ten) each and INR 10,00,00,000 (Indian Rupees Ten Crores) divided into 1,00,00,000 (One Crore) 6% Non-Convertible Non-Cumulative Redeemable Preference Shares of INR 10/- (Indian Rupees Ten) each with the power to the Board to increase or reduce the capital of the Company and/or to divide and/or to reclassify the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company and the Companies Act, 2013 or may be decided by the Board of Directors or the Company in General Meeting as applicable in conformity of the act and to vary modify amalgamate or abrogate any such rights, privileges or conditions and to consolidate or

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sub divide and to issue shares of higher or lower denominations in such manner as may be for the time being be provided in the Articles of Association of the Company.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**By Order of the Board of Directors**  
For **Tulsyannec Limited**

Sd/-  
**Lalit Kumar Tulsyannec**  
**Executive Chairman**  
**DIN: 00632823**

**Place: Chennai**  
**Date: 25-02-2023**

**Registered Office:**  
**Apex Plaza, I Floor, New No.77,**  
**Old No.3, Nungambakkam High Road**  
**Chennai-600034, Tamil Nadu**

**NOTES:**

1. Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020, 02/2021, 02/2022 and 10/2022 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD2/CIR/P/2022/62 issued by the Securities and Exchange Board of India (SEBI) and (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold EGM through VC, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
2. Explanatory Statement as required under section 102(1) of the Companies Act, 2013, in respect of items of special business to be transacted at this EGM is annexed hereto.
3. Since this EGM will be held through VC / OAVM, (a) the facility for appointment of proxies by the Members will not be available for the EGM, and (b) Attendance Slip, Proxy Form and Route Map are not being annexed to this Notice.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Corporate shareholders intending to authorize their representatives to participate and vote at the EGM on their behalf are requested to send a certified scanned copy (in PDF / JPG format) of the Board resolution / authorization letter, pursuant to Section 113 of the Companies Act, 2013, through email at [investor@tulsyanec.in](mailto:investor@tulsyanec.in) .
6. Dematerialization of Shareholding: As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities, including transmission and transposition requests, shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Shareholders are advised to dematerialise the shares held by them in physical form. Shareholders can contact the Company or its Registrar and Share Transfer Agent i.e. Cameo Corporate Services Limited (CAMEO), for assistance in this regard.
7. Mandatory PAN Submission: SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic mode

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are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical mode can submit their PAN to the Company / to our RTA.

8. Shareholders holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or CAMEO, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the EGM.
10. Only bona fide Shareholders of the Company whose name appear first on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
11. Non-Resident Indian Shareholders are requested to inform our RTA / respective depository participants, immediately of any:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
12. Relevant documents referred to in the notice are open for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM, i.e. March 23, 2023 at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Members seeking to inspect such documents can send an email to [investor@tulsyanec.in](mailto:investor@tulsyanec.in) .
13. The Notice of this EGM are being sent through electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories and through Registered Post to those Shareholders who have not registered their e-mail addresses with the Company. Members may note that the said Notice will also be available on the Company's website at [www.tulsyanec.in](http://www.tulsyanec.in), on the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / their Depository Participants in respect of shares held in physical/electronic mode, respectively.
14. The Register of Members and Share Transfer Books of the Company will remain closed for a period of Seven days starting from March 17, 2023 to March 23, 2023 (both days inclusive) for the purpose of the EGM.

#### **E-VOTING**

#### **INSTRUCTIONS TO SHAREHOLDERS FOR CDSL E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING THE EGM:**

1. Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020, 02/2021, 02/2022 and 10/2022 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD2/CIR/P/2022/62 issued by the Securities and Exchange Board of India (SEBI) and (hereinafter collectively referred to as "**the Circulars**"), the EGM of the Company will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the EGM of the Company through VC/OAVM.

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2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.tulsyanec.in](http://www.tulsyanec.in). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Monday, March 20, 2023 (9:00 a.m. IST) and ends on Wednesday, March 22, 2023 (5:00 p.m. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **March 16, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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Currently, there are multiple e-voting service providers (“**ESPs**”) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode in CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a</li> </ol>



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<p>holding securities in demat mode with <b>NSDL Depository</b></p>	<p>mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.



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(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
<b>PAN</b>	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

**TULSYAN NEC LIMITED**  
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- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investor@tulsyanec.in](mailto:investor@tulsyanec.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.

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4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investor@tulsyanec.in](mailto:investor@tulsyanec.in) . The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **ten days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investor@tulsyanec.in](mailto:investor@tulsyanec.in). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM& e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

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**GENERAL INSTRUCTIONS:**

1. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on **March 16, 2023**.
2. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com). However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
3. The Board of Directors have appointed Mr. M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries (Membership No. 5837 and CP No. 5081), to act as Scrutinizer to scrutinize the electronic voting process in connection with the ensuing EGM in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder.
4. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast through remote e-voting (votes cast during the EGM and votes cast through remote e-voting) and will, not later than two working days from the conclusion of the EGM, submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The results will be announced by the Chairman or any other person authorized by him within two working days of conclusion of the EGM.
5. The results declared along with the consolidated Scrutinizer's report shall be placed on the Company's website at [www.tulsyanec.in](http://www.tulsyanec.in) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The Company shall simultaneously forward the results to the BSE Limited, where the shares of the Company are listed.

**By Order of the Board of Directors**  
For **Tulsyan NEC Limited**

**Sd/-**  
**Lalit Kumar Tulsyan**  
**Executive Chairman**  
**DIN: 00632823**

**Place: Chennai**  
**Date: 25-02-2023**

**Registered Office:**  
**Apex Plaza, I Floor, New No.77,**  
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**Chennai-600034, Tamil Nadu**

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### **EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013 ("**Act**"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 1 to 3 of the accompanying Notice:

#### **Item No. 1:**

To expand the operation, to pay-off all the debts and to meet the financial requirements, the Company is consistently exploring various opportunities and has identified investors which have evinced interest in augmenting the financial requirements of the Company. Therefore, the Company has proposed raising of funds by way of offer, issuance and allotment of listed, rated, secured and redeemable non-convertible debentures on a private placement basis to India Special Assets Fund III (a scheme of ISAF III) & ISAF III Onshore Fund (a scheme of Edelweiss Credit Opportunities Trust), both advised by Edelweiss Alternative Asset Advisors Limited and both are Category II Alternative Investment Funds ("**AIFs**") ("**Identified Persons**") on such terms and conditions as may be decided by the board of directors ("**Board**") of Tulsyan NEC Limited ("**TNL**" or "**the Company**"), subject to receipt of necessary approvals (including the necessary approval from the shareholders of the Company, and applicable governmental and regulatory approvals) and compliances with the applicable laws.

Pursuant to the requirements of Sections 42, 179(3)(c) and 180 and any other applicable provisions of the Act and rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the "**PAS Rules**") and the Companies (Share Capital and Debentures) Rules, 2014 (the "**Debenture Rules**"), Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI (ICDR) Regulations, 2018**"), as may be amended from time to time, and applicable provisions of the memorandum of association and the articles of association of the Company, the Audit Committee and the Board of the Company have accorded their consent, subject to approval of the shareholders, via their respective meetings held on February 25, 2023, to undertake restructuring of the existing loans by way of refinancing for issuance of listed, rated, secured and redeemable non-convertible debentures ("**NCDs**") by raising of funds aggregating upto INR 269,00,00,000 (Indian Rupees Two Hundred Sixty Nine Crores), in one or more tranches, on a private placement basis to Identified Persons.

Further, the Members may note that this proposal is within the borrowing limits of the Company of INR 2000,00,00,000 (Indian Rupees Two Thousand Crores) which was earlier approved by the shareholders of the Company at the 67<sup>th</sup> Annual General Meeting held on September 30, 2014. Therefore, the disclosure as required under Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 is not required for issuance of NCDs.

As per the provisions of Section 42 read with the PAS Rules and Rule 18 of the Debentures Rules, a Company offering to subscribe to NCDs on a Private Placement basis, is required to obtain prior approval of the shareholders by way of a Special Resolution, which is valid for a period of 1 (one) year for all the offers for NCDs issued during the year.

Accordingly, the Board recommends the special resolution as set forth in Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

None of Directors and Key Managerial Personnel ("**KMP**") of the Company or their respective relatives is concerned or interested in the Resolution mentioned in Item No.1 of the accompanied Notice.

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**Item No. 2:**

To expand the operation, to pay-off all the debts and to meet the financial requirements, the Company is consistently exploring various opportunities and has identified investors which have evinced interest in augmenting the financial requirements of the Company. Therefore, the Company has proposed raising of funds by way of offer, issuance and allotment of equity shares on a preferential allotment basis to Identified Persons on such terms and conditions as may be decided by the Board of the Company, subject to receipt of necessary approvals (including the necessary approval from the shareholders of the Company, and applicable governmental and regulatory approvals) and compliances with the applicable laws.

Pursuant to the requirements of Sections 42, 62, 179(3)(c) and 180 and any other applicable provisions of the Companies Act, 2013 and the PAS Rules and the Debenture Rules, SEBI (ICDR) Regulations, 2018, as may be amended from time to time, and applicable provisions of the memorandum of association and the articles of association of the Company, the Audit Committee and the Board the Company have accorded their consent, subject to approval of the shareholders, via their respective meetings held on February 25, 2023, to undertake restructuring of the existing loans by way of refinancing for issuance of NCDs by raising of funds aggregating upto INR 275,00,00,000 (Indian Rupees Two Hundred Seventy-Five Crores) and out of which upto INR 6,00,00,000 (Indian Rupees Six Crores) shall be in the form of equity shares in one or more tranches on a preferential allotment basis to Identified Persons.

Pursuant to Regulation 163 of SEBI (ICDR) Regulations, 2018, Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, following disclosures are required to be given in the explanatory statement annexed to the Notice for the purpose of issuance of equity shares on preferential allotment basis:

- (i) particulars of the offer including date of passing of Board resolution: The Board has pursuant to its resolution dated 25<sup>th</sup> February 2023 accorded its approval for raising funds by issuing up to 16,66,666 Equity Shares of face value of INR 10 (Rupees Ten) each on preferential basis, at a price of INR 36 (Rupees Thirty Six) including a premium of INR 26 (Rupees Twenty Six) per Equity Share. The Equity Shares, if any, allotted in the Offer shall rank in all respects *pari-passu* with the existing equity shares.
- (ii) kinds of securities offered and the price at which security is being offered: Equity Shares ranking *pari-passu* with the existing Equity Shares are offered at a price of INR 36 (Rupees Thirty-Six) including a premium of INR 26 (Rupees Twenty Six) per Equity Share.
- (iii) basis or justification for the price (including premium, if any) at which the offer or invitation is being made: Price of the offer is based on higher of Value as per the valuation certificate issued by the Chartered Accountant who is registered as a Registered Valuer as per Companies Act, 2013, i.e. Rs.16.70 or Rs.28.11 being the Last Traded Price as on 21<sup>st</sup> February, 2023 or Negotiated Price of Rs.36.00 per share.
- (iv) name and address of valuer who performed valuation: CA Raj Kiran Padhi, Plot No. 241/3601, Jaydev Vihar, Bhubaneswar-751013, Odisha.
- (v) amount which the company intends to raise by way of such securities: INR 6,00,00,000 (Indian Rupees Six Crores Only).
- (vi) material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or

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separately in furtherance of objects; principle terms of assets charged as securities: Issue and Allotment of 16,66,666 Equity Shares at INR 36. No contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of objects.

- (vii) the objects of the preferential issue: To meet the financial requirements of the Company.
- (viii) maximum / total number of equity shares to be issued: 16,66,666 shares.
- (ix) the price or price band at/within which the allotment is proposed: INR 36 (Indian Rupees Thirty Six) Per share.
- (x) relevant date with reference to which the price has been arrived at: February 21, 2023 i.e. thirty days prior to the date of EGM as prescribed under SEBI(ICDR) Regulations, 2018.
- (xi) the class or classes of persons to whom the allotment is proposed to be made: India Special Assets Fund III (a scheme of ISAF III) & ISAF III Onshore Fund (a scheme of Edelweiss Credit Opportunities Trust), both are Category II Alternative Investment Funds (AIFs).
- (xii) intention of promoters, directors or key managerial personnel to subscribe to the offer: The Equity Shares shall be offered to the Proposed Allottee only. None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.
- (xiii) the proposed time within which the preferential issue and allotment shall be completed: In line with the provisions of SEBI ICDR Regulations the Equity Shares shall be allotted within a period of 15 days from the date of passing of the special resolution by the Members, subject to receipt of funds, any approval or permission from stock exchange and any regulatory authority. In case of any delay in receipt of approvals from any regulatory authorities, the period of 15 days will be reckoned from the date of receipt of approval.
- (xiv) the names and identity of the proposed allottees (including the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees) the percentage of post preferential offer capital that may be held by them:

Sl No.	Name of the Allottee	Ultimate beneficial owners	Categories of the Allottee	PAN	Pre-issue Equity Holding and percentage	No of shares allotted	Post issue Equity and percentage of shares held
1.	India Special Assets Fund III (a scheme of ISAF III)	Category II Alternative Investment Fund registered with SEBI Registration Number: IN/AIF2/21-22/0978. Thus, there is no natural person who are the ultimate beneficial owners who hold more than 25% beneficial interest (directly or indirectly) in the Proposed Allottee, and Mr. Amit Agarwal (PAN AFLPA5631D) is the Fund Manager.	Category II Alternative Investment Funds (AIFs)	AABTI 9383F	-	11,50,000	6.90%
2.	ISAF III Onshore Fund (a	Category II Alternative Investment Fund registered with SEBI Registration Number: IN/AIF2/21-	Category II Alternative Investment	AABTI 9331H	-	5,16,666	3.10%



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scheme of Edelweiss Credit Opportunities Trust)	22/0873. Thus, there is no natural person who are the ultimate beneficial owners who hold more than 25% beneficial interest (directly or indirectly) in the Proposed Allottee, and Mr. Amit Agarwal (PAN AFLPA5631D) is the Fund Manager.	Funds (AIFs)				
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- (xv) the change in control, if any, in the company that would occur consequent to the preferential offer: No change in control.
- (xvi) the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: NIL as no equity shares have been allotted during the year.
- (xvii) the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Consideration in Cash only.
- (xviii) The pre issue and post issue shareholding pattern of the company in the following format- (determined as on February 25, 2023)

Sr. No.	Category	Pre- Issue		Post Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A.	Promoters' Holding:				
1.	Indian:	10,567,415	70.45	10,567,415	63.40
	Individual				
	Bodies Corporate				
	Sub Total				
2.	Foreign Promoters				
	Sub Total (A)	10,567,415	70.45	10,567,415	63.40
B.	Non-Promoters' Holding:				
1.	Institutional Investors				
	Alternative Investment Funds (AIFs)	-	-	1,666,666	10.00
2.	Non-Institution:				
	Private Corporate Bodies	1,641,460	10.95	1,641,460	9.85
	Directors and Relatives				
	Indian Public				
	Others (Including NRIs)	2,791,125	18.60	2,791,125	16.75
	Sub Total (B)	4,432,585	29.55	6,099,251	36.60
	Grand Total	15,000,000	100.00	16,666,666	100.00

- (xix) undertaking that the issuer shall recompute the price of the specified securities in terms of the provision of these regulations where it is required to do so: Yes
- (xx) undertaking that if the amount payable on account of the recomputation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees: Yes

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- (xxi) disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower: None of Directors or Promoters of the Company have been declared as wilful defaulter or fugitive economic offender as defined under the SEBI ICDR Regulations.
- (xxii) the current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter: Non-promoter.
- (xxiii) Website Link of the Certificate obtained from Mr. M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries (Membership No. 5837 and CP No. 5081), Chennai, certifying that the proposed preferential issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, 2018: [www.tulsyanec.in/investors](http://www.tulsyanec.in/investors).

Pursuant to Section 62 of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, for the purposes of clause (c) of sub-section (1) of section 62, if authorized by a special resolution passed in a general meeting, shares may be issued by any company in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 and such issue on preferential basis should also comply with conditions laid down in section 42 of the Act, and Regulation 165 of the SEBI (ICDR) Regulations, 2018 requiring a certificate to be obtained from an independent valuer to the stock exchange where the equity shares of the issuer are listed stating that the issuer is in compliance of the regulation.

Accordingly, the Board recommends the special resolution as set forth in Item No. 2 respectively of the accompanying Notice for the approval of the Members of the Company.

None of Directors and KMP of the Company or their respective relatives is concerned or interested in the Resolution mentioned in Item No. 2 of the accompanied Notice.

**Item No.3:**

The existing Authorised Share Capital of the Company is INR 36,00,00,000 (Indian Rupees Thirty Six Crores) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of INR 10/- (Indian Rupees Ten) each and 2,00,00,000 (Two Crores) 6% Non-Convertible Non-Cumulative Redeemable Preference Shares of INR 10/- (Indian Rupees Ten) each.

Therefore, in supersession of the shareholders resolution passed in the Extra Ordinary General Meeting of the Company held on September 14, 2013 and pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof for the time being in force) and pursuant to the provisions of the memorandum and articles of association of the Company, the Board at its meeting held on February 25, 2023, subject to approval of the shareholders, had approved the reclassification of the existing Authorised Share Capital of the Company to INR 36,00,00,000 (Indian Rupees Thirty Six Crores) divided into INR 26,00,00,000 (Indian Rupees Twenty Six Crores) divided into 2,60,00,000 (Two Crores Sixty Lakhs) Equity shares of INR 10/- (Indian Rupees Ten) each and INR 10,00,00,000 (Indian Rupees Ten Crores) divided into 1,00,00,000 (One Crore) 6% Non-Convertible Non-Cumulative Redeemable Preference Shares of INR 10/- (Indian Rupees Ten) each.

The preference capital component of authorised capital is sought to be reclassified into equity shares.

**TULSYAN NEC LIMITED**  
**Corporate Identity Number (CIN): L28920TN1947PLC007437**  
**Registered Office: 1st Floor, Apex Plaza, Old No.3, New No.77, Nungambakkam High Road, Chennai - 600 034**  
**Phone: 044- 61991060, Fax: 044- 61991066,**  
**E-mail: investor@tulsyanec.in; Website: www.tulsyanec.in**

Further, pursuant to the provisions of Section 13 of the Companies Act, 2013, a Company can alter the Share Capital clause of its Memorandum of Association with the consent of the Shareholders. On reclassification of the Authorised Share Capital of the Company, it would be necessary to amend the Clause V of the Memorandum of Association. Accordingly, the Board recommends the special resolution as set forth in Item No. 3 of the accompanying Notice for the approval of the Members of the Company.

None of Directors and KMP of the Company or their respective relatives is concerned or interested in the Resolution mentioned in Item No.3 of the accompanied Notice.

**By Order of the Board of Directors**  
For **Tulsyan NEC Limited**

**Sd/-**  
**Lalit Kumar Tulsyan**  
**Executive Chairman**  
**DIN: 00632823**

**Place: Chennai**  
**Date: 25-02-2023**

**Registered Office:**  
**Apex Plaza, I Floor, New No.77,**  
**Old No.3, Nungambakkam High Road**  
**Chennai-600034, Tamil Nadu**