

Tulsyan NEC Limited

Proceedings of the (1/22-23) Extra Ordinary General Meeting
Thursday, March 23, 2023 at 11.00 a.m.

Welcome Address	Company Secretary	: <p>Good Morning to all the Members, Directors and other invitees of Tulsyan NEC Limited.</p> <p>This is Parvati Soni, Company Secretary of Tulsyan NEC Limited. I am joining this 1st Extra Ordinary General Meeting i.e. EGM for the FY 2022-23 through Video Conferencing i.e. VC from Hyderabad.</p> <p>I welcome you all to this EGM of the Company and Hope, you and your family members are safe and healthy.</p> <p>This EGM is being conducted through VC in compliance with the relevant circulars issued by the Ministry of Corporate Affairs and SEBI along with the applicable provisions of the Companies Act, 2013.</p> <p>Before we start the proceedings of this EGM, I would like to give you an overview of the process to participate at this EGM through VC. The facility to participate at this EGM through VC is being made available for members on first come first serve basis.</p> <p>During this EGM, if any Shareholders faces technical issue, he or she may contact the helpline number mentioned in the EGM notice.</p> <p>The Members who have joined this EGM are by default, put on mute mode to avoid any disturbance arising from background and ensure smooth and stimulus conduct of the EGM.</p> <p>The relevant documents referred to in the EGM Notice are made available for inspection of the Members throughout the EGM in electronic mode.</p> <p>Now, I would like to introduce the Board of Directors and the other participants of this EGM:</p> <ol style="list-style-type: none">1) Mr. Lalit Kumar Tulsyan, Executive Chairman2) Mr. Sanjay Tulsyan, Managing Director3) Mr. Sanjay Agarwalla, Whole Time Director4) Mr. Manogyanathan Parthasarathy, Independent Director and the Chairman of (i) Audit Committee (ii) Nomination & Remuneration Committee and Stakeholders Relationship committee5) Mr. Somasundaram Ponsing Mohan Ram, Independent Director6) Mrs. Antonisamy Axilium Jayamary, Independent Director
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		<p>7) Mr. Shantha Kumar RP, Chief Financial Officer 8) Mrs. Uma Ramaswamy, General Manager 9) Mr. M. Damodaran, Managing Partner, M/s. Damodaran & Associates LLP, Practising Company Secretaries, Chennai - Secretarial Auditors and Scrutiniser of the Company 10) Mr. P. Muralidharan, Joint Manager, CAMEO Corporate Services Limited – Registrar and Share Transfer Agent of the Company.</p> <p>Now I would request all the aforementioned participants to do their respective roll calls by stating their name and location of joining and confirming that no unauthorised person is attending the EGM from their location.</p> <p>With the consent of all the members present, I would request Mr. Lalit Kumar Tulsyan to chair and conduct the proceedings of the EGM.</p>
	<p>Chairman :</p>	<p>Good morning to all the stakeholders. I, on behalf of the Board of Directors, welcome you all to this Extra Ordinary General Meeting of the Company.</p> <p>I hope, you and your family members are safe and in good health.</p> <p>Notice of the EGM was sent within the statutory time period via email to those shareholders, who have registered their email ids with the Company or with the Registrar and Share Transfer Agents (RTA) i.e. Cameo Corporate Services Limited, and via Registered Post to those shareholders who have not registered their email ids with the Company or the RTA. The same has also been made available on the Company’s website, website of the CDSL and on the website of the Stock Exchange i.e. BSE Limited.</p> <p>Further, a Corrigendum to notice of the EGM dated 16.03.2023 was also issued and the same was sent via email to those shareholders, who have registered their email ids with the Company or with the RTA and via Registered Post to those shareholders who have not registered their email ids with the Company or the RTA. The same has also been made available on the Company’s website and on the website of the BSE Limited.</p> <p>I hope that all the Members and other participants of the Company have received the EGM notice well in advance and I take it that they have gone through all the agenda items mentioned in Notice of the EGM.</p> <p>Since, all the Resolutions as set out in the Notice of the EGM have already been put to vote through remote e-voting, the resolutions need not be proposed or seconded by the Shareholders at the EGM in terms of the Secretarial Standards – 2 issued by the ICSI.</p>

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		<p>Requisite Quorum being present, I declare the EGM is properly constituted and call the EGM to order.</p> <p>Now, I would request the Company Secretary to read out all the agenda items mentioned in Notice of the EGM of the Company.</p>
	Company Secretary	<p>Thank You Chairman Sir.</p> <p>With permission of the Chairman, Other Board of Directors and the Members present at the EGM, I take as read the agenda items of the Notice of the EGM as follows-</p> <p>SPECIAL BUSINESS:</p> <p>Agenda Item No. 1:</p> <p>Approval of raising of funds aggregating up to INR 269,00,00,000 (Indian Rupees Two Hundred Sixty Nine Crores) through issuance of unlisted, unrated, secured and redeemable Non-Convertible Debentures on a Private Placement basis – Special Resolution</p> <p>Agenda Item No. 2:</p> <p>Approval of raising of funds aggregating up to INR 6,00,00,000 (Indian Rupees Six Crores) through issuance of Equity Shares on a preferential allotment basis – Special Resolution</p> <p>Agenda Item No. 3:</p> <p>Reclassification of Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association of the Company - Special Resolution</p> <p>Now, I would request the Chairman Sir to inform the shareholders on queries, if any, they are having.</p>
	Chairman	<p>: Today, there are 3 resolutions proposed to be passed as set out in Notice of the EGM.</p> <p>Since this EGM is being conducted through VC, we had requested the members to send their queries, if any, well in advance. We shall answer all those queries received in advance if such queries can be answered orally and if it is not possible to answer the queries orally, then, we shall send the reply by email to all those members. We shall also answer the queries that were not sent in advance, if feasible or we would request the members, having any queries, to send us an email and expect an earliest reply for the same.</p>

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	Chairman	:	Now, I would request the Company Secretary to inform the members about the e-voting procedure at the EGM.
	Company Secretary	:	<p>Thank You Chairman Sir.</p> <p>Dear members, in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to all the members as on the cut-off date of March 16, 2023, to cast the votes on all resolutions as set forth in the EGM notice from Monday, March 20, 2023 to Wednesday, March 22, 2023 (both days inclusive). Further, members, who had not participated in remote e-voting process could still cast their vote on all resolutions as set forth in the EGM notice through e-voting facility provided by the CDSL during the EGM.</p> <p>Please note that the e-voting window will get closed 15 minutes after the close of the EGM.</p>
	Company Secretary		<p>Mr. M. Damodaran, Practicing Company Secretary has been appointed as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner and to submit the scrutinizer's report.</p> <p>The combined results of remote e-voting and e-voting at the EGM will be announced within 2 working days of conclusion of the EGM and shall be intimated to the Stock Exchange within 2 working days of conclusion of the EGM and the same shall be made available on the Company's website, on the website of the BSE and on the website of the CDSL.</p> <p>Now, I would request the Chairman Sir to conclude the EGM with a thanking note.</p>
Conclusion	Chairman	:	At last, thank you to everyone who attended our EGM. I express my gratitude to all the members, customers, bankers and employees for their continued support and confidence in our abilities. It gives me great pleasure to thank the Board members on the dais for their contribution, trust and support. I also thank the RTA & CDSL and all the supporting staffs for making this EGM successfully complete. I declare the EGM concluded. I thank you once again all for the co-operation extended in smooth conducting of the EGM.