

26th September, 2016

Bombay Stock Exchange Limited,
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400 001

Dear Sir/Madam,

Sub	69 th Annual Report
Ref	Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) 2015
	Scrip Code: 513629

Please find enclosed the Annual Report 2015-2016 along with Notice for the 69th Annual General Meeting of the Shareholders of the Company to be held on 26th September 2016.

This is for your information and record.

Thanking You,

Yours faithfully,

For Tulsyan NEC Limited



Laxmidhar Prusty
Company Secretary
Encl.: as above.

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 L28920TN1947PLC007437



1786



375

Annual Report 2015 - 2016



TULSYAN NEC LTD
Strength of Steel, Flexibility of Plastic

TULSIYAN NEC LIMITED

CIN : L28920TN1947PLC007437

Board of Directors

Lalitkumar Tulsiyan
Executive Chairman

Sanjay Tulsiyan
Managing Director

Sanjay Agarwalla

C. Ramachandran

P.T. Rangamani

Kalyani Venkatesan

Shantha Kumar RP
Chief Financial Officer

P Laxmidhar Prusty
Company Secretary

Registered Office
61, Sembudoss Street,
Chennai - 600 001.

Corporate Office
Apex Plaza, I Floor, New No. 77,
(Old No. 3), Nungambakkam High Road,
Chennai - 600 034.
Tel.: 044-3918 1060, Fax : 044-3918 1097
E-mail: investor@tulsiyanec.in
Website: www.tulsiyanec.in

Administrative Office
37, Kaveriappa Layout,
Miller Tank Bund Road,
Vasanth Nagar, Bangalore - 560 052.

Bankers

Canara Bank
Syndicate Bank
Andhra Bank
State Bank of India
IDBI Bank
Indian Overseas Bank
Shamrao Vithal Co-operative Bank

Auditors

C.A. Patel & Patel,
Chartered Accountants,
"A" Wing 4th floor
Flat No. 2 Parsan Manere, 442 Anna Salai,
Chennai - 600 006.

Registrar & Share Transfer Agents

Cameo Corporate Services Ltd.
"Subramanian Building",
1 Club House Road, Chennai - 600 002.
Tel. : 044-28460390, Fax : 044-28460129

Steel Division

D-4, SIPCOT Industrial Complex,
Gummudipoondi-601 201, Tamil Nadu.

Branch:

50B, Mukhtaram Babu Street, Kolkata 700 007

Godown:

135 / 51A, Girish Ghosh Road,
Belur, Howrah 711 202

Power Plant:

17, Sithurnatham Village,
Gummidipoondi-601 201, Tamil Nadu

Windmill

Kudimangalam, Udumalpet, Tamil Nadu.
Pazhavor, Tirunelveli District, Tamil Nadu.
Kavalakurichi, Tirunelveli District, Tamil Nadu.

Synthetics Division

7-A, Doddaballapura Industrial Area,
Kasba Hobli, Karnataka.
Plot No. E-4, Madkaim Industrial Area,
Madkaim Village, Ponda Taluk, Goa.
Survey No. 237 to 245,
Boincheruvupalli Village, Peapully Mandal,
Kurnool District, Andhra Pradesh - 518 220.

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NOTICE

NOTICE is hereby given that the 69th Annual General Meeting (AGM) of the members of Tulsyam NEC Limited will be held as scheduled below:

Day	Monday
Date	26 th September, 2016
Time	03.30 P.M.
Place	"The Music Academy, (Mini Hall)" New No. 168, T.T. K. Road, Royapettah, Chennai, Tamil Nadu 600014

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as on 31st March 2016 and the statement of Profit and loss for the year ended on the date, the Reports of the Board of Directors and Auditors thereon;
2. To appoint a director in the place of Shri Sanjay Agarwalla (DIN 00632864) who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

3. Appointment of Statutory Auditor to fill the Casual Vacancy

To Consider and, if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), on the basis of recommendation of Audit committee and approval of the Board of directors, approval of the shareholders of the company be and is hereby accorded for the appointment of M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai, having LLP Identity Number: AAC-9402, having Firm ICAI Registrations No: 004925S/S200036 as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Messrs C.A. Patel & Patel, Chartered Accountants, Chennai."

"RESOLVED FURTHER THAT M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai, be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting till the conclusion of the next Annual General Meeting on such remunerations as may be fixed by the Board of Directors in consultation with them."

4. Ratification of Remuneration payable to Messrs Murthy & Co. LLP as Cost Auditor for the Financial Year 2016-2017

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the remuneration of ₹70,000/- (Rupees Seventy Thousand only), in addition to reimbursement of travel and out of pocket expenses, payable to Messrs Murthy & Co. LLP, Practicing Cost Accountants, (Firm Registration Number: S200001), who was appointed as cost auditor of the Company for the financial year 2016-2017 as recommended by Audit Committee and approved by the Board of Directors of the Company, in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, be and is hereby ratified.

5. Approval for Re-Appointment and Remuneration to Shri Sanjay Agarwalla, as Whole-time Director.

To consider and, if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and rules made thereunder (including and statutory modification(s) or re-enactment thereof and subject to the necessary approval if any, on the basis of recommendation of nomination an Remuneration Committee and approval of the Board of Directors, approval of the shareholder of the company be and is hereby accorded for the re-appointment of Mr. Sanjay Agarwalla (DIN: 00632864) as Whole-time Director of the Company for a Period of 3 (three) years w.e.f. 22-09-2016 at a remuneration not exceeding of ₹ 10,00,000/- per month (including of all perquisites and benefits) for a period of (three) years w.e.f. 22.09.2016 as per the terms and conditions, including remuneration as set out in the abstract of the terms of the contract furnished in the explanatory statement annexed to this Notice with liberty to the Board of Directors to alter and vary the said terms and the said terms conditions, amendments thereto as may be agreed to between the Board and Shri Sanjay Agarwalla or as may be varied by the Company in General Meeting."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to alter, vary and modify the said terms including salary, allowances and

perquisites in such manner as may be agreed to between the Board and Shri Sanjay Agarwalla (DIN: 00632864) within and in accordance with and subject to the limits prescribed in Schedule V to the said Companies Act, 2013 and if necessary, as may be stipulated by the Central Government as may be agreed to accordingly between the Board and Shri Sanjay Agarwalla (DIN: 00632864).”

“**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, Shri Sanjay Agarwalla (DIN: 00632864), shall be paid/payable the same remuneration as stated herein above, as minimum remuneration but subject to the upper limit, if any, prescribed under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), as may be applicable from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

6. Approval for Re-Appointment and Remuneration to Shri Sanjay Tulsyan, as Managing Director

To consider and, if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and rules made thereunder (including and statutory modification(s) or re-enactment thereof and subject to the necessary approval if any, on the basis of recommendation of nomination and Remuneration Committee and approval of the Board of Directors, approval of the shareholder of the company be and is hereby accorded for the re-appointment of Mr. Sanjay Tulsyan (DIN: 00632802) as Managing Director of the Company for a Period of 3 (three) years w.e.f. 01-10-2016 and at a remuneration not exceeding of Rs. 10,00,000/- per month (including of all perquisites and benefits) for a period of (three) years w.e.f. 01.10.2016 as per the terms and conditions, including remuneration as set out in the abstract of the terms of the contract furnished in the explanatory statement annexed to this Notice with liberty to the Board of Directors to alter and vary the said terms and the said terms conditions, amendments thereto as may be agreed to between the Board and Shri Sanjay Tulsyan (DIN: 00632802) or as may be varied by the Company in General Meeting.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter, vary and modify the said terms including salary, allowances and perquisites in such manner as may be agreed to between the Board and Shri Sanjay Tulsyan (DIN: 00632802) within and in accordance with and subject to the limits prescribed in Schedule V to the said Companies Act, 2013 and if necessary, as may be stipulated by the Central Government as may be agreed to accordingly between the Board and Shri Sanjay Tulsyan (DIN: 00632802).”

“**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, Shri Sanjay Tulsyan (DIN: 00632802), shall be paid/payable the same remuneration as stated herein above, as minimum remuneration but subject to the upper limit, if any, prescribed under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), as may be applicable from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

7. Approval for Re-Appointment and Remuneration of Shri Lalit Kumar Tulsyan, in the Capacity of Whole-time Director, designated as “Executive Chairman”

To consider and, if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and rules made thereunder (including and statutory modification(s) or re-enactment thereof and subject to the necessary approval if any, on the basis of recommendation of nomination and Remuneration Committee and approval of the Board of Directors, approval of the shareholder of the company be and is hereby accorded for the re-appointment of Mr. Lalit Kumar Tulsyan (DIN: 00632823) as Whole-time Director of the Company designated as “Executive Chairman” for a Period of 3 (three) years w.e.f. 12-07-2016 and at a remuneration not exceeding of ₹ 10,00,000/- per month (including of all perquisites and benefits) for a period of (three) years w.e.f. 12.07.2016 as per the terms and conditions, including remuneration as set out in the abstract of the terms of the contract furnished in the explanatory statement annexed to this Notice with liberty to the Board of Directors

to alter and vary the said terms and the said terms conditions, amendments thereto as may be agreed to between the Board and Shri Lalit Kumar Tulsyan (DIN: 00632823) or as may be varied by the Company in General Meeting.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter, vary and modify the said terms including salary, allowances and perquisites in such manner as may be agreed to between the Board and Shri Lalit Kumar Tulsyan (DIN: 00632823) within and in accordance with and subject to the limits prescribed in Schedule V to the said Companies Act, 2013 and if necessary, as may be stipulated by the Central Government as may be agreed to accordingly between the Board and Shri Lalit Kumar Tulsyan (DIN: 00632823).”

“**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, Shri Lalit Kumar Tulsyan (DIN: 00632823), shall be paid the same remuneration as stated herein above, as minimum remuneration but subject to the upper limit, if any, prescribed under Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), as may be applicable from time to time.”

“**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof of the Company, be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

8. Approval of Related Party Transaction

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and subject to such approvals, consents, sanctions and permissions as may be necessary, on the basis of

approval of the Audit Committee the consent of the members of the Company be accorded to the “Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, to enter into related party transaction(s) up to the maximum amount per annum as mentioned in below table.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

Name of the Party	Nature of Transaction	Maximum Amount of Transaction	Period of Transaction
Chitrakoot Steel and Power Private Limited	Purchase of Raw materials, sale of materials and availing of job work relating to manufacturing activity.	Value not exceeding ₹ 250 Crores in Aggregate	For the period of 3 years From 13-06- 2016 to 12-06-2019

“**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof of the Company, be and is hereby authorized 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 Tulsiyan NEC Limited

Lalit Kumar Tulsyan
Executive Chairman
DIN: 00632823

Place: Chennai
Date: 26.08.2016

NOTES:

1. The statement setting out material facts as required under Section 102(1) of the Companies Act, 2013, in respect of Special Business mentioned in the above notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE ANY MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY, CAN APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED WITH THE COMPANY AT ITS CORPORATE OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY HOLDER SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE ANNUAL GENERAL MEETING.
3. Corporate members intending to send their authorized representative to attend the meeting are requested to send certified copy of board resolution or power of attorney to attend and vote on their behalf at the meeting.
4. The Register of Member and Share Transfer Books of the Company will remain closed for a period of Seven days from Tuesday, September 20, 2016 to Monday, September 26, 2016 (both days inclusive) for the purpose of Annual General Meeting.
5. Members desirous of obtaining any information as regards to accounts and operation of the Company are requested to write to the Company at least 10 days before the meeting to enable the Company to keep the required information ready at the ensuring annual general meeting.
6. Members holding shares in physical form are requested to notify change of address immediately to the Company or its Registrar and Share Transfer Agent of the Company namely Cameo Corporate Services Limited, Subramanian Building, No.1 Club House Road, Chennai 600002. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.
7. Members are requested to bring their copies of Annual Report to the meeting, as the same will not be circulated at the meeting.
8. Investors are requested to update their e-mail IDs with Depository Participants (DP) for shares held in demat form or with the Registrar and Share Transfer Agent Cameo Corporate Services Limited, 'Subramanian Building', No.1, Club House Road, Chennai - 600 002 (RTA) (or) the Company in case the shares are held in physical form for receipt of Notices, Annual Report, Circulars, etc. by electronic mode.
9. In terms of Section 124 of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder, the Dividend pertaining to the year 2008-2009 and the Dividend pertaining to the subsequent years, which remain unclaimed for a period of seven years, will be transferred on due dates to Investor Education and Protection Fund (IEPF) established by Central Government. Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the unencashed warrants immediately to the Company or its Registrar and Share Transfer Agent Cameo Corporate Services Limited, Chennai. It may be noted that once the amount in the unpaid dividend account are transferred to IEPF, no claim shall lie against the IEPF or the Company in respect thereof and the Members would lose their right to claim such dividend. In terms of the relevant Rules for the said IEPF, the Company has uploaded the information in respect of the Unclaimed Dividends pertaining to the years 2008 till 2012 on the website of the Company www.tulshyanec.in.
10. Members are requested to bring their folio no. and DP ID – Client ID for easy identification of attendance at the meeting and also for participation at the meeting.
11. Pursuant to Section 72 of the Companies Act, 2013, members holding share in physical form may file Nomination Form in respect of their shareholding to Registrar and Share Transfer Agent.
12. The shares of the company have been activated for dematerialization with National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL) vide ISIN INE463D01016. Members wishing to dematerialize their shares may approach any Depository Participant (DP).
13. In case of Joint Holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in

electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar and Share Transfer Agent.

15. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 69th Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services. For this purpose, the Company has tied up with CDSL for providing e-voting services through CDSL's e-voting platform.

In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in the e-voting process on the resolutions placed by the Company on the e-voting system.

16. The Instruction for shareholders for voting electronically is as under:-

- (i) The voting period begins on **Friday, the 23rd September, 2016 at 9 A.M.** and ends on **Sunday, the 25th September, 2016 at 5 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 19-09-2016 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) Log on to the e-voting website www.evotingindia.com during the voting period.
- (iv) Click on Shareholders.
- (v) Now enter your USER ID
 - a. For CDSL: 16 digit beneficiary ID,
 - b. For NSDL: 8 character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the image verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on

an earlier voting of any company, then your existing password to be used.

- (viii) If you are a first time user follow the steps given below:

a) For Members holding shares in Demat Form and Physical Form

PAN Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

Dividend Bank Details or Date of Birth DOB

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.

- 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 as mentioned in instruction (v).
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
 - (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
 - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN of "Tulsyan NEC Limited" on which you choose to vote.

- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Shareholders Can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (XXI) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked

Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

17 General Instructions:

- (I) Members can opt for only one mode of voting i.e. either physically voting at the AGM or e-voting. In case a members has cast multiple votes, then voting done by e-voting will be considered as valid.
- (II) The facility for voting, either through electronic voting system or polling paper or ballot shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting.
- (III) The members who have cast their vote by remote e-voting to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (IV) Mr. M Damodaran, Practicing Company Secretary (Membership No. 5837 and C P No. 5081), Chennai, has been appointed as the Scrutinizer to Scrutinize the remote e-voting process and voting at annual general meeting in a fair and transparent manner.
- (V) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.

After all the items of the Notice have been discussed, the Chairman will order a poll in respect of all the Items. Poll will be conducted and supervised by the Scrutinizer appointed for e-voting as above. After the conclusion of the poll, the Chairman may declare the meeting as closed. The results of the poll aggregated with the results of e-voting will be announced by the Company on its website: www.tulshyanec.in upon receipt of consolidated scrutinizer’s report.

Explanatory Statement in respect of the Special Business(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 3:

Appointment of Statutory Auditor to fill the Casual Vacancy

a) Meaning, Scope & Implication of the items of the business:

M/s. Patel & Patel, Chartered Accountants, Chennai have tendered resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Patel & Patel, Chartered Accountants. M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

b) Interest of Director, Key Managerial Personnel and their relatives:

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No.3 of the Notice.

c) Relevance of Resolution in any other Company:

The above resolution does not relate to any other company.

d) Inspection of Documents:

The following documents are available for the inspection for the above said resolution:

- (i) Consent and eligibility Letter of M/s. CNGSN & Associates LLP, Chartered Accountants.
- (ii) Resignation letter of M/s. Patel & Patel, Chartered Accountants.

Accordingly, the Board recommends the ordinary resolution set out at Item No.3 of the Notice for approval by the shareholders.

Item No.4:

Ratification of Remuneration payable to Messrs Murthy & Co. LLP as Cost Auditor for the Financial Year 2016-2017

a) Meaning, Scope & implementation of the items of the business

The Board, at its meeting held on 26th August, 2016, appointed M/s Murthy & Co. LLP, Cost Auditors (Firm Registration Number: S200001), as cost auditor of the Company, in terms of Section 148 of the Companies Act, 2013 (the Act 2013) and fixed a sum of ₹70,000/- (Rupees Seventy Thousand only) as remuneration payable to him, for the financial year 2015-16. The remuneration, as recommended by the audit committee and approved by the board, is therefore required to be ratified by the shareholders of the Company, as per the requirements of the Companies (Audit and Auditors) Rules 2014, read with Section 148(3) of the Act 2013.

b) Interest of Director, Key Managerial Personnel and their relatives:

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out at Item No.4 of the Notice.

c) Relevance of Resolution in any other Company:

The above resolution does not relate to any other company.

d) Inspection of Documents:

There are no Documents required for the inspection for the above said resolution.

Accordingly, the Board recommends the ordinary resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No.5:

Approval for Re-Appointment and Remuneration of Shri Sanjay Agarwalla, as whole-time Director

a) Meaning, Scope & implementation of the items of the business

The members at their Annual General Meeting of the Company held on September, 12, 2011 had approved the re-appointment of Mr. Sanjay Agarwalla as Whole-time Director for a period of five years effective from 22-09-2011 and his term is going to expire on 21-09-2016.

Accordingly the Board of Directors at its meeting held on August 26, 2016, has re-appointed Mr. Sanjay Agarwal for a further period of three years w.e.f. September 22, 2016, subject to approval of members at a remuneration not exceeding ₹10.00 Lakhs per month (inclusive of perquisites and benefits), if any.

Statement as per item (iv) of third proviso of section II of Part II of Schedule V to the Companies Act, 2013.

I. General Information

Nature of industry	The Company is engaged in the business of Manufacturing of Steel, Synthetic and power generation.
Date or expected date of commencement of commercial production	11-04-1947 (Date of Incorporation)
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on the given indicators	Standalone: The Company has achieved total revenue of ₹ 84,898.94 Lakhs during 2015-2016 as compared to ₹ 1,24,026.64 Lakhs during 2014-2015. The Company has posted profit before tax of ₹ (3,204.64) Lakhs for the year ended 31 st March, 2016 as compared to profit before tax of ₹ (4,737.24) Lakhs for the year ended 31 st March, 2015.
Foreign Investments or Collaborations, if any	Not Applicable

II. Information about the Appointee

Background Details	Mr. Sanjay Agarwalla is B.Com and he has over all experience of 25 years in Finance and Marketing
Past Remuneration	₹ 25,78,800/- (Paid during 2015-16)
Recognition or Awards	None
Job Profile and his Suitability	Mr. Sanjay Agarwalla is B.Com and he has over all experience of 25 years in Finance and Marketing
Remuneration Proposed	Not exceeding ₹ 10.00 Lakhs per month (inclusive of perquisites and benefits)
Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin)	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibilities, capabilities and involvement of Mr. Sanjay Agarwalla in the Company, the proposed remuneration to the appointee is reasonable and in line with the remuneration levels in the industry.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any :	Except remuneration, there is no pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel by Mr. Sanjay Agarwalla.

III. Other Informations

Reasons of loss or inadequate profits	The heavy interest cost and decline in demand for steel, affecting revenue of the Company.
Steps taken or proposed to be taken for improvement	The Company has undertaken cost cutting initiative and expanding business in new areas to increase revenue and improve overall profitability.
Expected increase in productivity and profits in measurable terms:	The Company is committed to build the business operations within budget and considering that the business operates on going concern basis, it is believed financial position of the Company will further improve in near future.

IV. Disclosures

All element and remuneration package such as salary, benefits, bonus, stock option, pension, etc, of all the Directors	The information relating to remuneration package such as salary, benefits, bonus, stock option, pension, etc, of all the Directors has stated in Corporate Governance Report.
Details of fixed Component and performance linked incentives along with the performance criteria	The total remuneration includes all perquisites & benefits. There is no performance linked incentives paid to Directors.
Service Contract, notice period, severance fee	Independent Directors are appointed for a period of 5 years and all Non-executive directors are appointed on retirement by rotation basis. Notice period, Service Contract and severance fee as stated in the Contract of Appointment for all Executive Directors.
Stock option details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Not Applicable

b) Interest of Director, Key Managerial Personnel and their relatives:

Except Mr. Sanjay Agarwalla, being the appointee and his relatives, none of the Directors and Key managerial personnel or their relatives is in any way interested or concerned, financially or otherwise, in the said resolution.

c) Relevance of Resolution in any other Company:

The above resolution does not relate to any other company.

d) Inspection of Documents:

There are no Documents required for the inspection for the above said resolution.

Since the company has inadequate profit, the Board recommends the Special Resolutions set out at Item No. 5 for approval of Members.

Item No.6:
Approval for Re-Appointment and Remuneration of Shri Sanjay Tulsiyan, as Managing Director
a) Meaning, Scope & Implication of the items of the business:

The members at their Annual General Meeting of the Company held on September, 12, 2011 had approved the re-appointment of Mr. Sanjay Tulsiyan as Managing Director Director for a period of five years effective from 01-10-2011 and pursuant to which his present term will be expiring on 30-09-2016.

Accordingly the Board of Directors at its meeting held on August 26, 2016, has re-appointed Mr. Sanjay Tulsiyan for a further period of three years w.e.f. October 01, 2016, subject to approval of members at a remuneration not exceeding ₹ 10.00 Lakhs per month (inclusive of perquisites and benefits), if any.

I. General Information

Nature of industry	The Company is engaged in the business of Manufacturing of Steel, Synthetic and power generation.
Date or expected date of commencement of commercial production	11-04-1947 (Date of Incorporation)
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on the given indicators	Standalone: The Company has achieved total revenue of ₹ 84,898.94 Lakhs during 2015-2016 as compared to ₹ 1,24,026.64 Lakhs during 2014-2015. The Company has posted profit before tax of ₹ (3,204.64) Lakhs for the year ended 31 st March, 2016 as compared to profit before tax of ₹ (4,737.24) Lakhs for the year ended 31 st March, 2015.
Foreign Investments or Collaborations, if any	Not Applicable

II. Information about the Appointee

Background Details	Mr. Sanjay TulSYan is B.Com (Hons) and he has over all experience of 30 years in Finance and Marketing
Past Remuneration	₹ 60,28,800/- (paid during 2015-2016)
Recognition or Awards	None
Job Profile and his Suitability	Mr. Sanjay TulSYan is B.Com and he has over all experience of 30 years in Business Management
Remuneration Proposed	Not exceeding Rs. 10.00 Lakhs per month (inclusive of perquisites and benefits)
Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin)	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibilities, capabilities and involvement of Mr. Sanjay TulSYan in the Company, the proposed remuneration to the appointee is reasonable and in line with the remuneration levels in the industry.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Except Mr. Sanjay TulSYan, being appointee and his brother Mr. Lalit Kumar TulSYan, Executive Chairman, None of the Directors and KMP interested in this appointment.

III. Other Informations

Reasons of loss or inadequate profits	The heavy interest cost and decline in demand for steel, affecting revenue of the Company.
Steps taken or proposed to be taken for improvement	The Company has undertaken cost cutting initiative and expanding business in new areas to increase revenue and improve overall profitability.
Expected increase in productivity and profits in measurable terms:	The Company is committed to build the business operations within budget and considering that the business operates on going concern basis, it is believed financial position of the Company will further improve in near future.

IV. Disclosures

All element and remuneration package such as salary, benefits, bonus, stock option, pension, etc, of all the Directors	The information relating to remuneration package such as salary, benefits, bonus, stock option, pension, etc, of all the Directors has stated in Corporate Governance Report.
Details of fixed Component and performance linked incentives along with the performance criteria	The total remuneration includes all perquisites & benefits. There is no performance linked incentives paid to Directors.
Service Contract, notice period, severance fee	Independent Directors are appointed for a period of 5 years and all Non-executive directors are appointed on retirement by rotation basis. Notice period, Service Contract and severance fee as stated in the Contract of Appointment for all Executive Directors.
Stock option details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Not Applicable

b) Interest of Director, Key Managerial Personnel and their relatives:

Except Mr. Sanjay TulSYan, being the appointee and Mr. Lalit Kumar TulSYa, "Executive Chairman" (Brother of Mr. Sanjay TulSYan) and his relatives, none of the Directors and Key managerial personnel or their relatives is in any way interested or concerned, financially or otherwise, in the said resolution.

c) Relevance of Resolution in any other Company:

The above resolution does not relate to any other company.

d) Inspection of Documents:

There are no Documents required for the inspection for the above said resolution.

Since the company has inadequate profit, the Board recommends the Special Resolutions set out at Item No. 6 for approval of Members.

Item No. 7:
Approval for Re-Appointment and Remuneration of Shri Lalit Kumar Tulsyan, in the Capacity of Whole-time Director, designated as “Executive Chairman”
a) Meaning, Scope & Implication of the items of the business:

The members at their Annual General Meeting of the Company held on September, 12, 2011 had approved the re-appointment of Mr. Lalit Kumar Tulsyan as Managing Director and designated as “Executive Chairma” for a period of five years effective from 12-07-2011 and pursuant to which his present term will be expiring on 11-07-2016.

Accordingly the Board of Directors at its meeting held on June 29, 2016, Mr. Lalit Kumar Tulsyan for a further period of three years w.e.f. July 12, 2016, subject to approval of members at a remuneration not exceeding ₹10.00 Lakhs per month (inclusive of perquisites and benefits), a Period of 3 (three) years w.e.f. July 12, 2016, if any.

Statement as per item (iv) of third proviso of section II of Part II of Schedule V to the Companies Act, 2013.

I. General Information

Nature of industry	The Company is engaged in the business of Manufacturing of Steel, Synthetic and power generation.
Date or expected date of commencement of commercial production	11-04-1947 (Date of Incorporation)
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on the given indicators	Standalone: The Company has achieved total revenue of ₹84,898.94 Lakhs during 2015-2016 as compared to ₹1,24,026.64 Lakhs during 2014-2015. The Company has posted profit before tax of ₹(3,204.64) Lakhs for the year ended 31 st March, 2016 as compared to profit before tax of ₹(4,737.24) Lakhs for the year ended 31 st March, 2015.
Foreign Investments or Collaborations, if any	Not Applicable

II. Information about the Appointee

Background Details	Mr. Lalit Kumar Tulsyan is B.Com and he has overall experience of 35 years in Corporate Management
Past Remuneration	₹60,00,000/- (paid during 2015-16)
Recognition or Awards	None
Job Profile and his Suitability	Mr. Lalit Kumar Tulsyan is B.Com and he has overall experience of 35 years in Corporate Management
Remuneration Proposed	Not exceeding ₹10.00 Lakhs per month (inclusive of perquisites and benefits)
Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin)	Taking into account the size of the Company, industry benchmark in general, profile, position, responsibilities, capabilities and involvement of Mr. Lalit Tulsyan in the Company, the proposed remuneration to the appointee is reasonable and in line with the remuneration levels in the industry.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any :	Except Mr. Lalit Kumar Tulshyan, being appointee and his brother Mr. Sanjay Tulshyan, Managing Director, None of the Directors and KMP interested in this appointment.
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III. Other Informations

Reasons of loss or inadequate profits	The heavy interest cost and decline in demand for steel, affecting revenue of the Company.
Steps taken or proposed to be taken for improvement	The Company has undertaken cost cutting initiative and expanding business in new areas to increase revenue and improve overall profitability.
Expected increase in productivity and profits in measurable terms:	The Company is committed to build the business operations within budget and considering that the business operates on going concern basis, it is believed financial position of the Company will further improve in near future.

IV. Disclosures

All element and remuneration package such as salary, benefits, bonus, stock option, pension, etc, of all the Directors	The information relating to remuneration package such as salary, benefits, bonus, stock option, pension, etc, of all the Directors has stated in Corporate Governance Report.
Details of fixed Component and performance linked incentives along with the performance criteria	The total remuneration includes all perquisites & benefits. There is no performance linked incentives paid to Directors.
Service Contract, notice period, severance fee	Independent Directors are appointed for a period of 5 years and all Non-executive directors are appointed on retirement by rotation basis. Notice period, Service Contract and severance fee as stated in the Contract of Appointment for all Executive Directors.
Stock option details, if any and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Not Applicable

b) Interest of Director, Key Managerial Personnel and their relatives:

Except Mr. Lalit Kumar Tulsya, being the appointee and Mr. Sanjay Tulshyan, Managing Director (Brother of Mr. Lalit Kumar Tulsya) and his relatives, none of the Directors and Key managerial personnel or their relatives is in any way interested or concerned, financially or otherwise, in the said resolution.

c) Relevance of Resolution in any other Company:

The above resolution does not relate to any other company.

d) Inspection of Documents:

There are no Documents required for the inspection for the above said resolution.

Since the company has inadequate profit, the Board recommends the Special Resolutions set out at Item No. 7 for approval of Members.

Item No.8:
Approval for Related Party Transaction
a) Meaning, Scope & Implication of the items of the business:

Pursuant to the provisions of Regulation 23 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, All Material Related Party Transactions shall require approval of the shareholders through resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not. Material Related Party Transaction means the transaction(s) entered/ to be entered with related parties either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Though the related party transactions made or to be made by the company is covering under pursuant to section 188 of the companies Act, 2013 at arm's length basis and also the transactions is not material pursuant to the provisions of Regulation 23 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, the board requested for shareholder's approval by passing Ordinary Resolution to follow better corporate governance practice.

Particulars	Chitrakoot Steel and Power Private Limited
Nature of Relationship	Subsidiary Company of Tulsyani NEC Limited
Nature of Transaction	i) Purchase of Iron ore, coal, sponge, lime and other related materials, ii) Sale of coal and iron ore for manufacturing of Billet/ingot and iii) availing of job work for manufacturing Billet/ingot
Duration	3 years (From 13-06-2016 to 12-06-2019)
Monetary value	Estimated value of the proposed transaction is ₹ 250 Crores.

b) Interest of Director, Key Managerial Personnel and their relatives:

Except Mr. Sanjay Agarwalla, Mr. Sanjay Tulsyani and Mr. Lalit Kumar Tulsyani, none of the directors or Key Managerial personnel or their relatives are interested in the resolution set out in Item No. 8.

c) Relevance of Resolution in any other Company:

The above resolution relates to Chitrakoot Steel and Power Private Limited.

d) Inspection of Documents:

There are no Documents required for the inspection for the above said resolution.

Accordingly, the Board recommends the ordinary resolution set out at Item No. 8 of the Notice for approval by the shareholders.

By Order of the Board of Directors
For Tulsyani NEC Limited

Lalit Kumar Tulsyani
Executive Chairman
DIN: 00632823

Place: Chennai
Date: 26-08-2016

Details of Directors seeking appointment / re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015:

Name of the Director	Mr. Sanjay Agarwalla	Mr. Sanjay Tulsyan	Mr. Lalit Kumar Tulsyan
Date of Birth	26-06-1963	12-01-1964	18-02-1960
Date of Appointment in the Board	22-09-2011	01-10-1996	12-07-1996
Qualification	B.Com	B.Com (Hons)	B.Com
Expertise in specific functional area	25 years	30 years	35 years
Directorship held in other companies	(i) Tulsyan Power Limited, (ii) Cosmic Global Limited, (iii) Balaji Engineering & Galvanizing Limited, (iv) Chitrakoot Steel And Power Private Limited, (v) Color Peppers Media Private Limited	(i) Tulsyan Power Limited, (ii) Cosmic Global Limited, (iii) Balaji Engineering & Galvanizing Limited, (iv) Chitrakoot Steel And Power Private Limited, (v) Col or Peppers Media Private Limited, (vi) Tulsyan Smelters Private Limited, (vii) Gallery Veda Private Limited,	(i) Tulsyan Power Limited, (ii) Cosmic Global Limited, (iii) Balaji Engineering & Galvanizing Limited, (iv) Chitrakoot Steel And Power Private Limited, (v) Tulsyan Smelters Private Limited, (vi) The Plastics Export Promotion Council
Chairman / Member of Committee(s) of Board of Directors of the Company	Member of 3 committee	Nil	Nil
Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Nil	Nil	Nil
Whether related with other Directors / Key Managerial Personnel	No	Yes, Related with Mr. Lalit Kumar Tulsyan (Brother of Mr. Sanjay Tulsyan)	Yes, Related with Mr. Sanjay Tulsyan (Brother of Mr. Lalit Kumar Tulsyan)
Number of meetings attended during the year	5	6	6
Number of shares held in Company	5000	4475481	4046645

BOARD'S REPORT

Dear Members,

Your Directors take immense pleasure in presenting their 69th Annual Report on the business and operations together with the Audited Accounts of the Company for the year ended March 31, 2016.

Financial Results:

(₹ In Lakhs)

	Standalone		Consolidated	
	FY2015	FY2016	FY2015	FY2016
Total Revenue	124026.64	84898.94	129941.65	92238.41
Total Expenses (Including Depreciation and amortization expenses)	128572.80	87605.16	135777.78	95928.69
Profit before tax	(4737.24)	(3204.66)	(5836.13)	(4200.02)
Tax Expenses				
Current Tax	0.00	0.00	5.25	16.49
Deferred Tax	(1065.18)	(338.27)	(1563.03)	(665.15)
Profit After tax	(3672.06)	(2866.40)	(4278.35)	(3551.36)
Proposed Dividend and tax thereon	0.00	0.00	(35.3)	(8.82)
Transfer to General Reserve	0.00	0.00	0.00	0.00
Earnings per share				
Basic	(24.99)	(19.51)	(29.11)	(24.17)
Diluted	(24.99)	(19.51)	(29.11)	(24.17)

Operation and Outlook:

During the year under review, a prolonged demand slump and falling selling prices of steel has affected the performance of your Company. The sales and other receipts declined by 31.55%, YOY to ₹ 84,898.94 lakhs and PAT increased by 21.94% YOY to ₹ (2,866.40) lakhs. Due to falling prices, the steel turnover has come down despite the sales and the production quantities remaining at the same levels as previous year.

The power plant operations showed improvement during the year with robust demand for power produced by the company during the most part of the Financial Year. However, with the power demand supply situation in Tamilnadu easing at the end of the financial year, the realization per unit recurred a reduction. The operations of the Synthetic division remained at the same levels as that of the previous year.

The production of finished Steel in the country during the year witnessed a decline of 1.9% over previous year and the import of finished steel registered a growth of 25.6%, indicating that the capacities in the country being underutilized on account of imports. The imports set the tone of decline in the pricing of the goods and the price remained largely un-remunerative. The Dumping from China and other countries continued during the year resulting in large reduction in local demand and price drop. The government of India,

however fixed Minimum Import price for steel imports during the financial year which has moderated the demand and the prices.

The resulting losses were being offset by increased profitability derived from the power division. Further, the Company was able to contain by means of better cost management and reduction in interest costs despite increased interest bearing debts on account of Corporate Debt restructuring the company underwent during the year.

Dividend:

The Company has rewarding its shareholders by way of dividend for retaining capital to support future growth. In view of the accumulated losses of the preceding years, your Board has not recommended any dividend and has consciously and judiciously decided to retain profit for further growth requirements.

Share Capital:

During the year under review, the Company has Equity and 6% Non-Convertible Redeemable Preference Shares. The Company has issued 42500 numbers of 6% Non-Convertible Redeemable Preference Shares of ₹ 10/- each at a Premium of ₹ 90/-. The detailed capital Structure of the Company as on 31-03-2016 is as follows:

Authorized Share Capital	The authorized share capital of the company is ₹ 36,00,00,000/- (Rupees Thirty Six Crores only) divided in to 1,60,00,000 equity shares of ₹ 10/- each and 2,00,00,000 6% Non-Convertible Redeemable Preference Shares of ₹ 10/- each
Issued, Subscribed and Paid up	The paid-up share capital of the Company is ₹23,53,82,065/- (Rupees Twenty Three Crores Fifty Three Lakhs Eighty Two Thousand Sixty Five only) divided into 1,44,60,182 Equity shares of ₹ 10/- each, 2,43,597 Equity Shares of ₹ 6/- each (Partly Paid-up), 2,96,221 Equity Shares of ₹ 3/- each (Partly paid-up) and 88,43,000 6% Non-Convertible Redeemable Preference Shares of ₹ 10/- each.

Transfer to Reserves

Your Company proposes not to transfer any sum to the general reserve of the Company.

Deposits:

The details relating to deposits, covered under Chapter V of the Companies Act, 2013

- (i) Accepted during the year amount: ₹ 285,392,051/-
- (ii) Remained unpaid or unclaimed as at the end of the year: ₹ 485,867,612.50
- (iii) Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved-
 - At the beginning of the year N.A
 - Maximum during the year N.A
 - At the end of the year N.A

Particulars of Loans, Guarantees or Investments:

During the year under review, details of Loans, Guarantee and Investments covered under the Provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

Internal Control Systems and their Adequacy:

Your Company has put in place adequacy internal financial controls with reference to the financial statements.

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the adequacy and completeness of the accounting records and timely preparation of reliable financial disclosures.

Material Changes and Commitments:

- The Board of Directors at its meeting held on February 11, 2016 was considered and approved for allotment of 42500, 6% Non-Convertible Redeemable Preference Shares of ₹10/- each at a premium of ₹90/-.

Expect the aforesaid; there was no material change and commitment affecting the financial position which occurred between the financial year and to the date of this report.

Corporate Social Responsibility (CSR):

Information on the composition of the Corporate Social Responsibility (CSR) Committee is provided in the Corporate Governance Report that forms part of this annual report.

Furthermore, as required by Section 134(3)(o) of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014, additional information on the policy and implementation of CSR activities by your company during the year are provided in Annexure to this report.

However, for the Financial Year 2015-16, the Company's Profit after tax on Standalone basis was ₹ (3,204.64) Lakhs and based on net worth and turnover criteria also, the Company was not warranted to spend any monies on CSR activities. The Annual Report on Corporate Social Responsibility is enclosed as **[Annexure A]**.

Management Discussion and Analysis Report:

Pursuant to the Regulation 34 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (hereinafter referred as "Listing Regulation"), Management Discussion and Analysis Report for the financial year ended March 31, 2016 is annexed to this Annual Report.

Corporate Governance:

Your Company has instilled a Strong culture of values, quality and integrity and has continuously sustained a cohesive way of thinking and Commitment to action. The Company endeavors to be a sustainable and reliable organization as it trusts that unrelenting governance is the cornerstone in building and upholding relations with all its stakeholders. The Company's association with its investors is a key factor of Corporate Governance. An enduring communication with investors and shared information about the Company in a regular and trustworthy manner supports the formation of a

transparent relationship. It pursues a policy of 100% compliance with all statutory requirements and has a strong system to evaluate them. Your Directors are committed to upholding the highest standards of answerability and intensely participate in overseeing risk and strategic management. The Board completely supports and endorses Corporate Governance practices in accordance with the SEBI (LODR) Regulations, 2015. The report on Corporate Governance is annexed herewith.

Particulars of Contracts or arrangements with Related Party:

The Particulars of every contract or arrangements entered with related parties as per Section 188(1) of the Companies Act, 2013, in prescribed Form AOC-2 are given in [Annexure B] to the Board's Report. Web link of policy on related party transaction: [http://tulsyanneec.co.in/pdf/Related % 20 Party % 20 Transactions % 20 Policy. pdf](http://tulsyanneec.co.in/pdf/Related%20Party%20Transactions%20Policy.pdf)

Company's policy on Director's, KMPs & other employee's appointment & remuneration including criteria for determining Qualification, Attributes, Independence, etc.:

The details of the Company's policy on Director's, KMPs & other employee's appointment & remuneration including criteria for determining Qualification, Attributes, Independence, etc.: are given in the Corporate Governance report of the Company, which is a part and parcel of the Directors Report.

Familiarization Programme for Independent Director:

The Company has adopted policy for Familiarization Programme for Independent Directors. Web link of the familiarization policy adopted by the Company:

[http://tulsyanneec.co.in/pdf/Familiarisation%20Programme % 20 for % 20 Independent % 20 Directors. pdf](http://tulsyanneec.co.in/pdf/Familiarisation%20Programme%20for%20Independent%20Directors.pdf)

Code of Conduct:

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company. The Company believes in 'Zero Tolerance' against bribery, corruption and unethical dealings / behavior of any form.

Mr. Sanjay Agarwalla, Whole-time Director of the Company declare that all the members of the Board and senior management personnel have affirmed

compliance with the respective provisions of the Code of conduct and ethics of the Company. The Declaration is given in the Corporate Governance Report which is part and parcel of the Board's Report.

Risk Management:

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans. The Company Periodically reviews its process for identifying, minimizing and mitigating risk.

The Board of Directors of the Company has framed a risk management policy and same is being adhered to by the Company. There are no risks which, in the opinion of the Board threaten the existence of the Company.

Disclosure about Sexual Harassment Policy of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company have adopted the Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013

Conservation of Energy, Technologies Absorption and Foreign Exchange and outgo:

As required under section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, details relating to Conservation of Energy, Technologies Absorption and Foreign Exchange and outgo are given in [Annexure C] to the Board's Report.

Particulars of employees:

The information required under section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors, employees of your company is set out in [Annexure D] to this report.

Subsidiaries

A statement containing the salient features of the financial statement of the Subsidiaries, in prescribed Form AOC-1 are given in [Annexure E] to this Board's Report. The highlights of performance of subsidiaries and their contribution to the overall performance of the Company during the financial year appended below:

Name of the Subsidiaries	Performance
Cosmic Global Limited	Cosmic Global Limited, a subsidiary company of the Company is engaged in the business of providing services for clients through high speed telecommunications, computer networking, satellite communication or directly at the client's site for any kind of data analysis, data processing, data conversion, software development, software debugging, software testing and analysis, handling telephonic inquiries, training people in any of the above or any other related areas.
Tulshyan Power Limited	Tulshyan Power Limited, a subsidiary company of the Company was incorporated with a view to engage itself in the business of development, establish, own, operate and maintain power plants of all types and capacities including thermal, hydro, gas, Renewal Energy (such as photovoltaic, wind mill, etc.) and/or any other means and to generate and supply power to the public and private companies and/or boards in India. The company has not yet commenced any commercial activity.
Chitrakoot Steel and Power Private Limited	Chitrakoot Steel and Power Private Limited, a wholly-owned subsidiary of the Company was incorporated with the view to establish, own or acquire ferrous and non-ferrous metal melting furnaces, sponge iron units, etc and also to carry on business as traders & manufacturers of sponge iron.
Balaji Engineering and Galvanizing Limited	Balaji Engineering & Galvanizing Limited, a subsidiary company of the Company was incorporated with the view to engage itself in the business of engineering, fabrication of electrical post and towers and galvanizing steel and to undertake the business as iron-masters, iron and steel makers, steel converters and steel fabricators; also as manufacturers of dealers in ferrous and non-ferrous castings and forgings of all types. The company has not commenced commercial activity till date.
Color Peppers Media Private Limited	Color Peppers Media Private Limited, a wholly-owned subsidiary of the Company deals in Intellectual Property Management and Marketing Solutions.
TG Logistics Private Limited	TG Logistics Private Limited, a wholly-owned subsidiary of the Company engaged in the business of Logistics, customs clearing and forwarding agents including import cargo clearance and Export cargo clearance.

Extract of Annual Return

The details forming part of the extracts of the Annual Return in MGT-9 in accordance with Section 92(3) of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 are set out herewith as **[Annexure F]** to this report.

Significant / Material, Orders passed by the Regulators

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your company and its operation in future.

Auditors

a. Statutory Auditors

M/s. Patel & Patel, Chartered Accountants, Chennai have tendered resignation from the

position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013. Board proposes that M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai, be appointed as the Statutory Auditors of the Company to fill the casual vacancy. M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution forms part of the notice convening AGM for appointment of appointment of Statutory Auditor to fill the Casual Vacancy.

b. Cost Auditor

Pursuant to the direction from the Ministry of Corporate Affairs for appointment of Cost Auditors, your Board had reappointed Messrs Murthy & Co., LLP, as the Cost Auditor of your Company for the financial year 2016-17 to conduct the audit of the cost records of the Company. Pursuant to the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, Members are requested to ratify the remuneration payable to Messrs Murthy & Co., LLP, Cost Auditors is included at Item No. 4 of the Notice convening the Annual General Meeting.

c. Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Company has appointed M/s M. Damodaran & Associates, a firm of Company Secretaries in practice, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as **[Annexure G]**.

The Auditor's Report and Secretarial Audit Report for financial year ended 31st March, 2016 do not contain any qualification, reservation, adverse or disclaimer.

Human Resource Management

The Human Resources Management functions has driven myriad changes in the way Human Resources are managed and developed, striking a balance between business need and individual aspiration. HRM has now become business partner and is taking key decisions not just with respect to Human Resources but business as whole. It focus on improving the way of life, work culture, employee engagement, productive, effectiveness and efficiency.

The Company places a high importance on the development and retention of its human resources as well as providing employees with safe and healthy work environment. The human resource department of the Company is focused on ensuring a right fit between the human resource policies and the overall strategic direction of the Company to enhance stakeholder value. Your Company has recruited various industry professionals to meet the current and future needs of the organization. Your Company initiated multiple actions to keep the workforce engaged. The HR Department is continuously looking at expanding opportunities for growth.

Your Company strictly believes that maintaining cordial industrial relations is the key to progress of the firm, individuals, management, industry and nation.

Directors Responsibility Statement

Pursuant to Section 134(3) (c) of the Companies Act, 2013, the directors of your Company confirm that:

- a. In the preparation of the annual accounts for the financial year ended 31st March 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- c. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting and other irregularities;
- d. The directors had prepared the annual accounts on a going concern basis;
- e. Proper internal financial controls laid down by the Directors were followed by the company and that such internal financial controls are adequate and operating effectively; and
- f. The directors advised proper system to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

Whistle Blower Policy:

The company has a vigil mechanism named Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The details of the whistle blower policy is explained in the corporate Governance report and posted on the website of the Company.

Change in the nature of Business:

The company has not changed nature of business in any way during the last financial year 2015-16.

Directors and Key Managerial Personnel:
a. Change in Board Constitution

- (i) Mrs. Kalyani Venkatesan, Non-executive Independent Director of the Company resigned from the Board on **August 15, 2016**.

(ii) Mr. Sanjay Agarwalla retires from office by rotation and being eligible, has offered himself for re-appointment. Items seeking your approval on the on the above re-appointment are included in the Notice convening the Annual General Meeting. Brief resumes of the Directors seeking appointment / reappointments from part of the Notice of the ensuring Annual General Meeting.

b. Number of Meetings of the Board and its Committee

The details of the meeting of the Board and its committees, convened during the financial year 2015-16 are given in the Corporate Governance Report which forms part of this Report.

c. Composition of the Audit Committee:

The Board has constituted the Audit Committee which comprises of Mr. C Ramachandran (Chairman), Mr. Sanjay Agarwalla and Mr. Kalyani Venketsan as the members. Other details of the Audit Committee are listed in the Corporate Governance Report. The Audit Committee met six times during the year.

d. Independent Directors Confirmation

The Independent Directors on the Company's Board have given their respective declarations that they meet the criteria of Independence as provided in Section 149(6) and Chapter IV of SEBI (Listing Obligations and disclosure Requirements), 2015.

The Manner in which formal annual evaluation has been made by the Board of its own performance and that of its own performance

and that of its committees and individual directors are disclosed in the Report on Corporate Governance.

e. Key Managerial Personnel

Mr. C. S. Giridhar, Company Secretary and Compliance officer of the Company has resigned from the service of the Company effective from May 03, 2016. Consequent to Mr. C. S. Giridhar resignation, the Board appointed Mr. P Laxmidhar Prusty, as Company Secretary cum Compliance office and KMP of the Company effective from August 6, 2016.

Appreciation:

Your Directors wish to extend their sincerest appreciation to the investors, bankers, customers, suppliers, executives, staff and workers at all levels for their continuous co-operation and assistance. Your Directors express their sincere gratitude to all the Regulatory Authorities such as the SEBI, Stock Exchanges and other Central & State Government authorities and agencies, Registrars for their guidance and support. We also take this opportunity to thank the Indian farming community who believed in our company and appreciated our products.

Your Directors place on record their sincere appreciation for the continued support from shareholders, customers, suppliers, banks and financial institutions and other business associates.

For and on behalf of the Board of Directors
For Tulsyan NEC Limited

Place : Chennai
Date : 26.08.2016

Lalit Kumar Tulsyan
Executive Chairman
DIN: 00632823

Annexure - A to the Board's Report
Corporate Social Responsibility

1	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The Board of Directors of the Company prepared the CSR policy pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014. Web link: http://tulsyannec.co.in/pdf/CSR%20Policy.pdf
2	The Composition of the CSR Committee	Mr. Sanjay Agarwalla Mr. C Ramachandran, Independent Director Mr. P.T. Rangamani, Independent Director
3	Average Net profit of the Company for the last three financial year	₹ (3950.41) Lakhs
4	Prescribed CSR expenditure (2% of the amount as in item 3 above)	Nil
5	Details of CSR spent during the financial year 2015-2016	
	(a) Total amount to be spent for the financial year 2015-2016	Nil
	(b) Amount unspent, if any	

(c) Manner in which the amount spent during the financial year

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR Project or activity identified is covered	Sector in which the Projects	Projects or programs (1) Local area or others (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount the projects or programs sub-heads: (1) Direct on projects or programs (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent direct or through implementing Agency
				Nil			

For and on behalf of the Board of Directors
For Tulsyam NEC Limited

Lalit Kumar Tulsyam
Executive Chairman
DIN: 00632823

Place : Chennai
Date : 26.08.2016

Annexure - B to the Board's Report
Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

FORM FOR DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARM'S LENGTH TRANSACTION UNDER THIRD PROVISIO THERETO.

1. Details of contracts or arrangements or transactions not at Arm's length basis: NIL

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	T G Logistic Private Limited – Subsidiary Tulsyang Smelters Private Limited – Related entity Chitrakoot Steel and Power Private Limited – Subsidiary * Buildmet Fibres Private Limited - Outside Company
b)	Nature of contracts/arrangements/transaction	T G Logistic Private Limited – Transportation Service Tulsyang Smelters Private Limited – Sale of Company goods Chitrakoot Steel and Power Private Limited – Purchase of raw materials, sale of materials and availing of job work relating to Manufacturing activity. * Buildmet Fibres Private Limited – Job work services, Purchase and sale of raw materials and finished goods, supply of office space and management consultancy services



Sl. No.	Particulars	Details
c)	Duration of the contracts/arrangements/transaction	T G Logistic Private Limited: 01 st July, 2014 till 30 th June, 2017 Tulsyan Smelters Private Limited: 02 nd February 2015, till 1 st February, 2018 Chitrakoot Steel and Power Private Limited: 14 th June, 2013 till 13 th June, 2016 * Buildmet Fibres Private Limited: 17 th February, 2014 to 16 th February, 2017
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	T G Logistic Private Limited: Contract value not exceeding Rs. 25 Crores in aggregate Tulsyan Smelters Private Limited: Contract value not exceeding ₹ 1200 Crores in a aggregate Chitrakoot Steel and Power Private Limited: Contract value not exceeding ₹ 250 Crores in aggregate * Buildmet Fibres Private Limited: value not exceeding ₹ 222 Crores in aggregate
e)	Justification for entering into such contracts or arrangements or transactions'	Best interest of the Company and shareholder
f)	Date of approval by the Board	T G Logistic Private Limited: 14 th August, 2014 Tulsyan Smelters Private Limited: 14 th August, 2014 Chitrakoot Steel and Power Private Limited: 14 th August, 2014 * Buildmet Fibres Private Limited: 14 th August, 2014
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	The company has also obtained the approval of shareholders at the Annual General Meeting of the Company held on 30 th September, 2014

*During the financial year 2015-16 under review the Company is not doing any transaction with Buildmet Fibres Private Limited

For and on behalf of the Board of Directors
For Tulsyan NEC Limited

Lalit Kumar Tulsyan
Executive Chairman
DIN: 00632823

Place: Chennai
Date : 26.08.2016

Annexure - C to the Board's Report

Information under Section 134(3) (m) of the Companies Act, 2013 read with rule 8(3) the Companies (Accounts) Rules, 2014 and forming part of the Report of the Directors

A) CONSERVATION OF ENERGY:**(i) The Steps taken or impact on conservation of energy:**

The Company engages outside professional / Consultants for conduct of energy from to time and implementing their recommendations and observations. The Consultants use thermography and other technologies to monitor the health of electrical systems and their consumption pattern and arrest energy losses and optimize the energy utilization from time to time.

(ii) The steps taken by the Company for utilizing alternate sources of energy:

The Company has invested in windmills to generate electricity as a measure of utilizing alternation sources of energy and annual produces 2.74 Mwh of energy in earlier year.

(iii) The Capital investment on energy conservation equipment:

The Company has invested in windmills (alternative means of energy) an amount of ₹ 1042.81 Lakhs in earlier year.

B) TECHNOLOGY ABSORPTION**(i) The efforts made towards technology absorption:** Not Applicable**(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:** Not Applicable**(iii) In Case of Imported technology (imported during the last three years reckoned from the beginning of the financial year):** Not Applicable

- a. The details of technology imported;
- b. The year of import;
- c. Whether the technology been fully absorbed;
- d. If not fully absorbed, area where absorption has not taken place, and the reasons thereof, and

(vi) The expenditure incurred on Research and Development: Not Applicable**C) FOREIGN EXCHANGE EARNING AND OUTGO**

Details of expenditure and earnings in foreign exchange are given in the under Notes to Accounts in the financial statements.

For and on behalf of the Board of Directors
For Tulsyam NEC Limited

Lalit Kumar Tulsyam
Executive Chairman
DIN: 00632823

Place: Chennai
Date : 26.08.2016

Annexure - D to the Board's Report

Information Required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and remuneration of managerial personnel) Rules, 2014

- 1. The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is as given below:**

Name	Designation	Ratio
Lalit Kumar Tulsyan	Chairman	1:37
Sanjay Tulsyan	Managing Director	1:37
Sanjay Agarwalla	Whole-time Director	1.16
C Ramachandran	Non-Executive Independent Director	N/A
P T Rangamani	Non-Executive Independent Director	N/A
Kalyani Venkatesan *	Non-Executive Independent Director	N/A

*Resigned from the Board of the Company on August 13th, 2016.

For this purpose, sitting fees paid to Non-Executive Directors have not been considered as remuneration. Further, median is calculated on the Cost to the Company (CTC) of active employees as on March 31, 2016.

- 2. The Percentage of Increase of remuneration of each director, CFO, CEO, Company Secretary or Manager, if any, in the financial year**

S. No.	Name of Directors / KMP and designations	Remuneration of Director / KMP / for the financial year 2014-2015	% Increase in Remuneration in the Financial year 2015-2016	Remuneration of Director/KMP for the financial year 2015-2016
1	Lalit Kumar Tulsyan (Executive Chairman)	60,00,000	0	60,00,000
2	Sanjay Tulsyan (Managing Director)	60,28,800	0	60,28,800
3	Sanjay Agarwalla (Whole-time Director)	21,39,600	20.52	25,78,000
4	Sanathkumar RP * (CFO)*	Not Applicable	Not Applicable	22,04,400
5	C S Giridhar ** (Company Secretary)	600,000	0	600,000

* Appointed as CFO w.e.f 21-04-2015 and

** Ceased to act as Company Secretary w.e.f. 03-05-2016.

3. The Percentage increase in the median remuneration of the employees in the financial year was around %.
4. There were 750 permanent numbers of employees as on 31st March, 2016.

- 5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and printout if there are any exceptional circumstances for increase in the managerial remuneration;**

The average percentile increase made in the salaries of total employees other than the key managerial personnel during the FY 2015-2016 is around 0.2%, while the average increases in the remuneration of the Key managerial personnel is 0%.

- 6. The Key parameters for any variable component of remuneration availed by the Directors:**

There is no variable component of remuneration availed by the directors.

7. The Ratio of the remuneration of the highest paid director to that employee who is not directors but receive remuneration in excess of the highest paid director during the year:

Not Applicable.

8. It is affirmed that the remuneration is as per the remuneration policy of the Company.

Annexure - E to the Board's Report
AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures.
Part "A" Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in Rupees)

Sl. No	Particulars	As on March 31, 2016	As on March 31, 2016	As on March 31, 2016	As on March 31, 2016	As on March 31, 2016	As on March 31, 2016
1	SI. No	One	Two	Three	Four	Five	Six
2	Name of the subsidiary	Cosmic Global Limited	Tulsyan Power Limited	Chitrakoot Steel & Power Private Limited	Balaji Engineering & Galvanizing Limited	Color Peppers Media Private Limited	TG Logistic Private Limited
3	The date when subsidiary was acquired						
4	Reporting period for the subsidiary Concerned, if different from the holding company's reporting period	April 01, 2015 to March 31, 2016	April 01, 2015 to March 31, 2016	April 01, 2015 to March 31, 2016	April 01, 2015 to March 31, 2016	April 01, 2015 to March 31, 2016	April 01, 2015 to March 31, 2016
5	Reporting currency and exchange rate as on the last date of the relevant financial year in case of foreign subsidiaries.	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
6	Share Capital	14,66,500 equity share of ₹10/- each aggregating ₹14,665,000/-	550,000 equity share of ₹10/- each aggregating ₹5,500,000/-	64,89,200 equity share of ₹10/- each aggregating ₹ 6,48,92,000/-	50,000 equity share of ₹10/- each aggregating ₹ 500,000/-	50,000 equity share of ₹10/- each aggregating ₹500,000/-	150,000 equity share of ₹10/- each aggregating ₹1,500,000/-
7	Reserve and Surplus	226.43	-	(22.51)	-	(149.99)	115.20
8	Total assets	1014.00	55.92	3245.03	13.53	114.01	205.12
9	Total Liabilities	1014.00	55.92	3245.03	13.53	114.01	205.12
10	Investments	-	-	0.03	-	-	-
11	Turnover	872.73	-	4342.42	-	-	2126.26
12	Profit before taxation	34.27	-	(1055.65)	-	(3.35)	22.80
13	Provision for taxation	12.14	-	-	-	-	7.41
14	Profit after taxation	22.13	-	(1055.65)	-	(3.35)	21.51
15	Proposed dividend	7.33	-	-	-	-	-
16	Extent of shareholding (in percentage)	76.17	9.9	100	98.80	100	100

Notes:

- Names of the Subsidiaries which are yet to commence operations:
 - Balaji Engineering & Galvanizing Limited
 - Tulsyan Power Limited
- Name of subsidiaries which have been liquidated or sold during the year - Nil

Annexure - F to the Board's Report
Form No. MGT-9
Extract of Annual Return as on the Financial Year ended on 31.03.2016

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014.]

I REGISTRATION & OTHER DETAILS:

i)	CIN	L28920TN1947PLC007437
ii)	Registration Date	11-04-1947
iii)	Name of the Company	Tulsyan NEC Limited
iv)	Category / Sub-category of the Company	Company Limited by Shares/Indian Non-Government Company
v)	Address of the Registered office & contact details	No. 61, Sembudoss Street, 1 st Floor, Chennai - 600001
vi)	Whether Listed Company	Yes
vii)	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Cameo Corporate Services Limited "Subramanian Building", V Floor No. 1, Club House Road Chennai 600 002 - India. Ph : 91-44 - 2846 0390 (5 lines) Fax : 91-44 - 2846 0129

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company:

Sl No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Steel	24105	86.57
2	Synthetic	22203	13.43

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associated	% of shares held	Application Section
1	Cosmic Global Limited	U72200TN1999PLC041863	Subsidiary	76.17%	2(87)
2	Chitrakoot Steel & Power (P) Ltd	U28999TN2003PTC051803	Subsidiary	100%	2(87)
3	Tulsyan Power Limited	U40101TN2002PLC049958	Subsidiary	9.9%	2(87)
4	Balaji Engineering & Galvanizing Ltd	U51909TN2008PLC069747	Subsidiary	98.80%	2(87)
5	Color Peppers Media (P) Ltd.	U74300TN2010PTC078391	Subsidiary	100%	2(87)
6	T G Logistics P Ltd	U63090TN2008PTC067029	Subsidiary	100%	2(87)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
(i) Category-wise Shareholding

Name of the Company : TULSYAN NEC LTD
 Face Value : 10 /-
 Paidup Shares as on 01-Apr-2015 : 15000000
 Paidup Shares as on 31-Mar-2016 : 15000000
 For the Period From : 01-Apr-2015 To : 31-Mar-2016

Category code	Category of Shareholder	No. of shares held at the beginning of the year			No. of shares held at the end of the year			% Change during the year	
		Demat	Physical	Total	% of Total Shares	Demat	Physical		Total
a.	Shareholding Of Promoter And Promoter Group								
1.	Indian								
a.	Individuals/Hindu Undivided Family	9807445	806970	10614415	70.7627	10494969	0	10494969	69.9664
b.	Central Government/ State Government(S)	0	0	0	0.0000	0	0	0	0.0000
c.	Bodies Corporate	0	0	0	0.0000	0	0	0	0.0000
d.	Financial Institutions/ Banks	0	0	0	0.0000	0	0	0	0.0000
e.	Any Other								
	Sub - Total (A)(1)	9807445	806970	10614415	70.7627	10494969	0	10494969	69.9664
2.	Foreign								
a.	Individuals (Non-Resident Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000
b.	Bodies Corporate	0	0	0	0.0000	0	0	0	0.0000
c.	Institutions	0	0	0	0.0000	0	0	0	0.0000
d.	Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000
e.	Any Other								
	Sub - Total (A)(2)	0	0	0	0.0000	0	0	0	0.0000
	Total Share Holding Of Promoter And Promoter Group (A) = (A)(1)+(A)(2)	9807445	806970	10614415	70.7627	10494969	0	10494969	69.9664
									-0.7963

Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B.	Public Shareholding									
1.	Institutions									
a.	Mutual Funds/UTI	0	2000	2000	0.0133	0	2000	2000	0.0133	0.0000
b.	Financial Institutions/Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	Central Government/State Government(S)	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
f.	Foreign Institutional Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
g.	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
i.	Any Other									
	Sub - Total (B)(1)	0	2000	2000	0.0133	0	2000	2000	0.0133	0.0000
2.	Non-Institutions									
a.	Bodies Corporate	346251	611195	957446	6.3829	354373	679493	1033866	6.8924	0.5094
b.	Individuals -									
	I Individual Shareholders Holding Nominal Share Capital Upto ₹ in 1 Lakh	1369808	396335	1766143	11.7743	1363123	384235	1747358	11.6491	-0.1252

Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	II Individual Shareholders Holding Nominal Share Capital In Excess Of Rs. 1 Lakh	1034193	267778	1301971	8.6799	1040572	209480	1250052	8.3336	-0.3461
c.	Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Any Other									
	Clearing Members	1199	0	1199	0.0079	0	0	0	0.0000	-0.0079
	Hindu Undivided Families	261259	1	261260	1.7417	369925	1	369926	2.4661	0.7244
	Non Resident Indians	36666	58900	95566	0.6371	45529	56300	101829	0.6788	0.0417
		299124	58901	358025	2.3868	415454	56301	471755	3.1450	0.7582
	Sub - Total (B)(2)	3049376	1334209	4383585	29.2105	3173522	1329509	4503031	30.0068	0.7963
	Total Public Shareholding (B) = (B)(1)+(B)(2)	3049376	1336209	4383585	29.2373	3173522	1331509	4503031	30.0334	0.7963
	Total (A)+(B)	12856821	2143179	15000000	100	13668491	1331509	15000000	100	0.0000
C.	Shares Held By Custodians And Against Which Depository Receipts Have Been Issued									
	Promoter And Promoter Group	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Custodian (C)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Grand Total (A)+(B)+(C)	12856821	2143179	15000000	100	13668491	1331509	15000000	100	0.0000

ii) Shareholding of promoters

Name of the Company : TULSYAN NEC LTD

Sl No	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year			% change in shareholding during the year	FOLIO/DP_CL_ID	PAN	Pledged Shares at beginning of the Year	Pledged Shares at end of the Year
		No of shares	% of total shares of the company	No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares					
1	SANJAY TULSYAN	4475481	29.8365	0.0000	29.8365	29.8365	0.0000	'IN30045011145836	ABTPT8316J	0	4475481
2	LALITH KUMAR TULSYAN	4006930	26.7128	0.0000	26.9776	26.7143	0.2647	'IN30045011123912	ABRPT3382L	0	4007145
	HAVING SAME PAN										
2	LALIT KUMAR TULSYAN (HUF)	72446	0.4829	0.0000	0	0.0000	-0.4829	'000000047	ABRPT3382L	0	0
3	PRIYA TULSYAN	954982	6.3665	0.0000	6.3665	6.3665	0.0000	'IN30045013995912	ACSPT2993D	0	954982
4	ALLKA TULSYAN	326100	2.1740	0.0000	0	0.0000	-2.1740	'000097986	ABUPT6547J	0	0
	HAVING SAME PAN										
4	ALKA TULSYAN	227710	1.5180	0.0000	5.0075	5.0075	3.4894	'IN30135620498181	ABUPT6547J	0	751130
	HAVING SAME PAN										
4	ALLKA TULSYAN	197320	1.3154	0.0000	0	0.0000	-1.3154	'00008721	ABUPT6547J	0	0
5	PRIYANKA TULSYAN	144068	0.9604	0.0000	0	0.0000	-0.9604	'00008726	ADWPT6613R	0	0
	HAVING SAME PAN										
5	PRERNA TULSYAN	65036	0.4335	0.0000	0	0.0000	-0.4335	'00009015	ADWPT6613R	0	0
	HAVING SAME PAN										
5	PRERNA TULSYAN	0	0.0000	0.0000	0.4335	0.4335	0.4335	'IN30045014389223	ADWPT6613R	0	65036
6	MEGHAA TULSYAN	84715	0.5647	0.0000	0	0.0000	-0.5647	'IN30154937497532	AGUPT0990N	0	0
7	ANTARA TULSYAN	57627	0.3841	0.0000	0.3841	0.3841	0.0000	'IN30045014002451	ANWPT0303J	0	57627
8	SHALINI TULSYAN	2000	0.0133	0.0000	0.0133	0.0000	0.0000	'00008731		0	0
9	PRIYANKA SHARMA JTI .MANISH KUMAR SHARMA	0	0.0000	0.0000	0.9604	0.9604	0.9604	'IN30154952548434	ADWPT6614J	0	144068



(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Name of the Company : TULSHYAN NEC LTD

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	SANJAY TULSHYAN				
	At the beginning of the year 01-Apr-2015	4475481	29.8365	4475481	29.8365
	At the end of the Year 31-Mar-2016	4475481	29.8365	4475481	29.8365
2	LALITH KUMAR TULSHYAN				
	At the beginning of the year 01-Apr-2015	4006930	26.7128	4006930	26.7128
	Sale 10-Apr-2015	-45000	0.3000	3961930	26.4128
	Purchase 22-May-2015	84715	0.5647	4046645	26.9776
	At the end of the Year 31-Mar-2016	4046645	26.9776	4046645	26.9776
	HAVING SAME PAN				
2	LALIT KUMAR TULSHYAN (H U F)				
	At the beginning of the year 01-Apr-2015	72446	0.4829	72446	0.4829
	Sale 07-Aug-2015	-72446	0.4829	0	0.0000
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000
3	PRIYA TULSHYAN				
	At the beginning of the year 01-Apr-2015	954982	6.3665	954982	6.3665
	At the end of the Year 31-Mar-2016	954982	6.3665	954982	6.3665
4	ALLKA TULSHYAN				
	At the beginning of the year 01-Apr-2015	326100	2.1740	326100	2.1740
	Sale 24-Apr-2015	-326100	2.1740	0	0.0000
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000
	HAVING SAME PAN				
4	ALKA TULSHYAN				
	At the beginning of the year 01-Apr-2015	227710	1.5180	227710	1.5180
	Demated 24-Apr-2015	523420	3.4894	751130	5.0075
	At the end of the Year 31-Mar-2016	751130	5.0075	751130	5.0075
5	PRIYANKA TULSHYAN				
	At the beginning of the year 01-Apr-2015	144068	0.9604	144068	0.9604
	Sale 11-Sep-2015	-144068	0.9604	0	0.0000
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
5	HAVING SAME PAN				
	PRERNA TULSIYAN				
	At the beginning of the year 01-Apr-2015	65036	0.4335	65036	0.4335
	Sale 22-May-2015	-18960	0.1264	46076	0.3071
	Sale 24-Jul-2015	-46076	0.3071	0	0.0000
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000
	HAVING SAME PAN				
5	PRERNA TULSIYAN				
	At the beginning of the year 01-Apr-2015	0	0.0000	0	0.0000
	Demated 22-May-2015	18960	0.1264	18960	0.1264
	Purchase 24-Jul-2015	46076	0.3071	65036	0.4335
	At the end of the Year 31-Mar-2016	65036	0.4335	65036	0.4335
6	MEGHAA TULSIYAN				
	At the beginning of the year 01-Apr-2015	84715	0.5647	84715	0.5647
	Sale 22-May-2015	-84715	0.5647	0	0.0000
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000
7	ANTARA TULSIYAN				
	At the beginning of the year 01-Apr-2015	57627	0.3841	57627	0.3841
	At the end of the Year 31-Mar-2016	57627	0.3841	57627	0.3841
8	SHALINI TULSIYAN				
	At the beginning of the year 01-Apr-2015	2000	0.0133	2000	0.0133
	At the end of the Year 31-Mar-2016	2000	0.0133	2000	0.0133
9	PRIYANKA SHARMA JT1 : MANISH KUMAR SHARMA				
	At the beginning of the year 01-Apr-2015	0	0.0000	0	0.0000
	Demated 16-Oct-2015	144068	0.9604	144068	0.9604
	At the end of the Year 31-Mar-2016	144068	0.9604	144068	0.9604

(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Name of the Company : TULSYAN NEC LTD

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	J R METAL CHENNAI LIMITED				
	At the beginning of the year 01-Apr-2015	262500	1.7500	262500	1.7500
	At the end of the Year 31-Mar-2016	262500	1.7500	262500	1.7500
2	SOWBAGYA POLYMERS LTD				
	At the beginning of the year 01-Apr-2015	109827	0.7321	109827	0.7321
	Sale 25-Dec-2015	-18750	0.1250	91077	0.6071
	Sale 12-Feb-2016	-65811	0.4387	25266	0.1684
	Sale 25-Mar-2016	-14016	0.0934	11250	0.0750
	At the end of the Year 31-Mar-2016	11250	0.0750	11250	0.0750
2	SOWBAGYA POLYMERS LTD				
	At the beginning of the year 01-Apr-2015	36609	0.2440	36609	0.2440
	Sale 12-Feb-2016	-24375	0.1625	12234	0.0815
	Sale 25-Mar-2016	-12234	0.0815	0	0.0000
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000
3	HARSHA HITESH JAVERI JT1 : HITESH RAMJI JAVERI JT2 : RADHABAI RAMJI JAVERI				
	At the beginning of the year 01-Apr-2015	100000	0.6666	100000	0.6666
	At the end of the Year 31-Mar-2016	100000	0.6666	100000	0.6666
4	PRIME GOLD INTERNATIONAL LIMITED				
	At the beginning of the year 01-Apr-2015	67500	0.4500	67500	0.4500
	At the end of the Year 31-Mar-2016	67500	0.4500	67500	0.4500
5	SHREE SAI HANUMAN SMELTERS PVT LTD				
	At the beginning of the year 01-Apr-2015	63750	0.4250	63750	0.4250
	At the end of the Year 31-Mar-2016	63750	0.4250	63750	0.4250
6	PATSPIN INDIA LIMITED				
	At the beginning of the year 01-Apr-2015	56250	0.3750	56250	0.3750
	Sale 25-Mar-2016	-18750	0.1250	37500	0.2500
	At the end of the Year 31-Mar-2016	37500	0.2500	37500	0.2500
7	M C SPINNERS PVT LTD				
	At the beginning of the year 01-Apr-2015	45000	0.3000	45000	0.3000
	At the end of the Year 31-Mar-2016	45000	0.3000	45000	0.3000
8	GOPAL SARDA				
	At the beginning of the year 01-Apr-2015	39319	0.2621	39319	0.2621
	At the end of the Year 31-Mar-2016	39319	0.2621	39319	0.2621



SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
9	PUSHPA SARDA				
	At the beginning of the year 01-Apr-2015	38609	0.2573	38609	0.2573
	At the end of the Year 31-Mar-2016	38609	0.2573	38609	0.2573
10	PRATIMA SARDA				
	At the beginning of the year 01-Apr-2015	37609	0.2507	37609	0.2507
	At the end of the Year 31-Mar-2016	37609	0.2507	37609	0.2507
	NEW TOP 10 AS ON (31-Mar-2016)				
11	LALIT KUMAR TULSIYAN				
	At the beginning of the year 01-Apr-2015	0	0.0000	0	0.0000
	Demated 07-Aug-2015	72446	0.4829	72446	0.4829
	At the end of the Year 31-Mar-2016	72446	0.4829	72446	0.4829
12	GOPAL AGARWAL				
	At the beginning of the year 01-Apr-2015	0	0.0000	0	0.0000
	Purchase 11-Mar-2016	9000	0.0600	9000	0.0600
	Purchase 25-Mar-2016	60050	0.4003	69050	0.4603
	At the end of the Year 31-Mar-2016	69050	0.4603	69050	0.4603
	HAVING SAME PAN				
12	GOPAL AGARWAL				
	At the beginning of the year 01-Apr-2015	28050	0.1870	28050	0.1870
	Purchase 29-Jan-2016	32000	0.2133	60050	0.4003
	Sale 25-Mar-2016	-60050	0.4003	0	0.0000
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000
13	ARUN SMELTERS PVT LTD				
	At the beginning of the year 01-Apr-2015	37500	0.2500	37500	0.2500
	Purchase 25-Mar-2016	18750	0.1250	56250	0.3750
	At the end of the Year 31-Mar-2016	56250	0.3750	56250	0.3750
14	SHASUN PHARMACEUTICALS LIMITED				
	At the beginning of the year 01-Apr-2015	0	0.0000	0	0.0000
	Purchase 10-Apr-2015	45000	0.3000	45000	0.3000
	At the end of the Year 31-Mar-2016	45000	0.3000	45000	0.3000
15	KIWI COTTSPIN MILL PVT LTD				
	At the beginning of the year 01-Apr-2015	0	0.0000	0	0.0000
	Purchase 12-Feb-2016	32061	0.2137	32061	0.2137
	Purchase 25-Mar-2016	9189	0.0612	41250	0.2750
	At the end of the Year 31-Mar-2016	41250	0.2750	41250	0.2750

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Number of shares	% of total share of the company	Number of shares	% of total share of the company
1	C RAMACHANDRAN				
	At the beginning of the year 01-04-2015	0	0	0	0
	At the end of the year 31-03-2016	0	0	0	0
2	P T RANGAMANI				
	At the beginning of the year 01-04-2015	0	0	0	0
	At the end of the year 31-03-2016	0	0	0	0
3	KALYANI VENKATESAN				
	At the beginning of the year 01-04-2015	0	0	0	0
	At the end of the year 31-03-2016	0	0	0	0
4	CS GIRIDHAR				
	At the beginning of the year 01-04-2015	0	0	0	0
	At the end of the year 31-03-2016	0	0	0	0
5	SHANTHAKUMAR RP				
	At the beginning of the year 01-04-2015	0	0	0	0
	At the end of the year 31-03-2016	0	0	0	0
6	LALIT KUMAR TULSIYAN				
	At the beginning of the year 01-Apr-2015	4006930	26.7128	4006930	26.7128
	Sale 10-Apr-2015	-45000	0.3000	3961930	26.4128
	Purchase 22-May-2015	84715	0.5647	4046645	26.9776
	At the end of the Year 31-Mar-2016	4046645	26.9776	4046645	26.9776
	Having Same PAN				
7	LALIT KUMAR TULSIYAN (HUF)				
	At the beginning of the year 01-Apr-2015	72446	0.4829	72446	0.4829
	Sale 07-Aug-2015	-72446	0.4829	0	0
	At the end of the Year 31-Mar-2016	0	0	0	0
8	SANJAY TULSIYAN				
	At the beginning of the year 01-04-2015	4475481	29.8365	4475481	29.8365
	At the end of the year 31-03-2016	4475481	29.8365	4475481	29.8365
9	SANJAY AGARWALLA				
	At the beginning of the year 01-04-2015	5000	0.0333	5000	0.0333
	At the end of the year 31-03-2016	5000	0.0333	5000	0.0333

**V. INDEBTEDNESS****Indebtedness of the Company including interest outstanding / accrued but not due for payment (₹ in Lakhs)**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year:				
i) Principal Amount	58180.36	11044.83		69225.19
ii) Interest due but not paid		535.23		535.23
iii) Interest accrued but not due				
Total (i+ii+iii)	58180.36	11580.06		69760.42
Change in Indebtedness during the financial year				
· Addition	(119.81)	(784.20)		(904.01)
· Reduction				
Net Change	(119.81)	(784.20)		(904.01)
Indebtedness at the end of the financial year				
i) Principal Amount	56982.26	10251.32		67233.58
ii) Interest due but not paid		544.54		544.54
iii) Interest accrued but not due				
Total(i+ii+iii)	56982.26	10795.86		67778.12

VI. REMUNERATION OF DIRECTOR AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(in ₹)

Sl. no.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount
		Sanjay Tulsyan	Lalit Kumar Tulsyan	Sanjay Agarwalla	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	60,00,000 28,800 -	60,00,000 - -	25,50,000 28,800 -	1,45,50,000 57,600 -
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - others, specify	- -	- -	- -	- -
5	Others, please specify	-	-	-	-
	Total (A)	60,28,000	60,00,000	25,78,800	1,46,07,600
	Celling As per the Act	A per the Approval of shareholders obtained by ways of postal ballot on 10th January, 2015.			

B. Remuneration to other directors:

(Amount in ₹)

Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount
		C Ramachandran	V. Kalyani	P T Rangam	
1	Independent Directors - Fee for attending board committee meetings during FY 2014-15 - Commission - Others, please specify	27,000	30,000	21,000	78,000
	Total (1)	27,000	30,000	21,000	78,000
2	Other Non-Executive Directors - Fee for attending board committee meetings - Commission - Others, please specify	- - -	- - -	- - -	- - -
	Total (2)	-	-	-	-
	Total (B)=(1+2)	27,000	30,000	21,000	78,000
	Total Managerial Remuneration	27,000	30,000	21,000	78,000
	Overall Ceiling as per the Act	In respect of other directors, the company has paid the sitting fee for attending meetings of the Board and these amounts are within the statutory limit of ₹1.00 Lakhs as prescribed under the Companies Act, 2013 and the rules made thereunder.			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Amount in ₹)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	6,00,000	22,04,400	28,04,400
2.	Stock Option	NIL			
3.	Sweat Equity	NIL			
4.	Commission - as % of profit - others, specify...	NIL			
5.	Others, please specify	NIL			
	Total		600,000	22,04,400	28,04,400

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Annexure - G to the Board's Report**Form No. MR-3****SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2016**

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule
No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,

The Members,

TULSYAN NEC LIMITED

CIN - L28920TN1947PLC007437

61, Sembudoss Street,

1st Floor, Chennai - 600001.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. TULSYAN NEC LIMITED** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided me with reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification and scrutiny of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31.03.2016** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. TULSYAN NEC LIMITED** ("the Company") for the financial year ended on **31.03.2016** according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

I have also examined compliance with the applicable Clauses/Regulations of the following:

- (i) The Listing Agreements entered into by the Company with BSE Limited and the Calcutta Stock Exchange Limited;
- (ii) The Listing Agreement entered into by the Company with BSE Limited and the Calcutta Stock Exchange Limited under the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (iii) The Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

The Company has received the letter from the BSE Limited for delay in submission of quarterly financial results for 31.03.2015. The Company has requested the BSE Limited to provide some waive-off or some sort of exemption from paying the fine of ₹3,52,921/- vide letter dated 02.02.2016.

I further report that The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the Directors to schedule the Board Meetings. The agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The proposals and decisions are generally approved by the Board members unanimously and proceedings are recorded in the Minutes within the statutory time period and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the Company has passed Special Resolution under section 42,55 and 62 of Companies Act, 2013 vide Annual General Meeting dated 30.09.2015 for issue and allot 1,23,34,500 6% Non-Convertible Non-Cumulative Redeemable Preference Shares (NCRPS) of ₹10 (Rupees ten only) each at a premium of ₹90 (Rupees ninety only) per share in one lot or such other lots to select group of persons whether through private placement, conversion of loans or otherwise and/ or any one or more modes or any combination thereof.

Name of Company Secretary in practice: M. Damodaran

Place: Chennai
Date : 19.08.2016

FCS No. 5837
C P No.: 5081

Annexure - H to the Board's Report**Policy on Remuneration of Directors, Key Managerial Personnel & other employees****Introduction:**

In accordance with Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee has formulated Remuneration Policy ("the Policy"). The objective of the policy is to ensure that Executive Directors and other employees are sufficiently compensated for their performance. The Policy seeks to provide criteria for determining qualifications, positive attributes and independence of a director.

Remuneration Policy**Directors:**

Nomination and Remuneration Committee shall recommend the remuneration, including the commission based on the net profits of the Company for the Non-Executive Directors and Whole-time Director and other Executive Directors. This will be then approved by the Board and shareholders. Prior approval of shareholders will be obtained wherever applicable in case of remuneration to non-executive directors.

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) and variable pay, as may be applicable, to Whole-time Directors. Salary is paid within the range approved by the Shareholders. Annual increments, if any, will be as recommended by the Nomination and Remuneration Committee, and is approved by the Board. Within the prescribed ceiling the perquisites package, if any, is approved by the Nomination and Remuneration Committee.

The remuneration paid to Executive Directors is determined keeping in view the industry benchmark and the relative performance of the Company to the industry performance. Perquisites and retirement benefits are paid according to the Company policy as applicable to all employees.

Independent Non-Executive Directors are appointed for their professional expertise in their individual capacities as independent professionals / Business Executives. Independent Non-Executive Directors receive sitting fees for attending the meeting of the Board and Board Committees and commission, if any, subject to approval of the approval of the Board and the shareholders.

The remuneration by way of commission to be paid, if any, to the Independent Non-Executive directors is determined periodically & reviewed based on the industry benchmarks.

Key Managerial Personnel and other Employees

The remuneration of employees largely consists of basic salary, perquisites, allowances and performance incentives. Perquisites and retirement benefits are paid according to the Company policy, subject to prescribed statutory ceiling.

The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification & experience / merits, performance of each employee. The Company while deciding the remuneration package takes into consideration the current employment scenario and remuneration package of the industry.

The annual variable pay of managers is linked to the performance of the Company in general and their individual performance for the relevant year measured against Company's objectives fixed in the beginning of the year.

For and on behalf of the Board of Directors
For Tulsiyan NEC Limited

Lalit Kumar Tulsiyan
Executive Chairman
DIN: 00632823

MANAGEMENT DISCUSSION AND ANALYSIS

I. INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company's products are TMT Bars, Sponge Iron, Billets and Ingots in the steel division and in synthetic division it is PP Woven Sacks, FIBC and Woven Fabric. TMT Bars are used in the Construction Sector and the plastic products cater to the packaging needs of various industries such as Cement, Fertilizers, Food grains, Sugar, etc.

The raw materials for Steel Making are M.S. Scrap, Sponge Iron and for TMT Bars is Billets. PP Granules is used for manufacture of plastic packaging products. This raw material is available in abundance within the country and can also be freely imported. Being in the commodity market the company is continuously making efforts for reducing the cost of production to sustain its margins.

The Indian steel sector enjoys advantages of domestic availability of raw materials and cheap labour. Iron ore is also available in abundant quantities. This provides major cost advantage to the domestic steel industry. The steel industry reflects the overall economic growth of an economy in the long term as demand for steel is derived from other sectors like automobiles, consumer durables and infrastructure. While steel continues to have a stronghold in traditional sectors such as construction, housing and ground transportation, special steels are increasingly being used in engineering industries such as power generation, petrochemicals and fertilisers.

The Indian steel industry is very modern with state-of-the-art steel mills. It has always strived for continuous modernisation and up-gradation of older plants and higher energy efficiency levels. These features of the industry have made India the world's fourth largest producer of steel and the country is poised to move to second position in steel production in the next 10 years.

The Government of India is aiming to scale up steel production in the country to 300 MT by 2025 from 81 MT in 2013-14.

The Ministry of Steel is facilitating setting up of an industry driven Steel Research and Technology Mission of India (SRTMI) in association with the public and private sector steel companies to spearhead research and development activities in the iron and steel industry at an initial corpus of Rs 200 crore (US\$ 31.67 million).

Performance Highlights Listed below is a snapshot of Indian steel industry's performance in 2015-16 (provisional) with growth rates compared to 2014-15.

- Production of crude steel was at 89.78 million tonnes (mt), a growth of 0.9 per cent.
- Crude steel capacity reached 118.2 mt, a growth of 7.6 per cent.
- Production for sale of sponge iron was 16.28 mt, a decline of 20 per cent.
- Pig iron production for sale was 9.63 mt, a decline of 0.6 per cent.
- Hot metal production was 57.13 mt, an increase of 1.3 per cent.
- Total finished steel production for sale was 90.39 mt, a decline of 1.9 per cent.
- Export of total finished steel reached 4.08 mt, a decline of 27.1 per cent.
- Import of total finished steel was 11.71 mt, an increase of 25.6 per cent.
- India was a net importer of total finished steel.
- Consumption of total finished steel was 80.45 mt, an increase of 4.5 per cent
- Per capita total finished steel consumption stood at 61.9 kg, an increase of 1.8 per cent.

II. OPPORTUNITIES AND THREATS

Consequential growth in the steel demand due to increased government spending on the infrastructure such as Highways, Railways and Smart cities offers opportunities of increased sales and demand for companies products. Imposition of Minimum Import Price on steel imports to the county offers stable support to market prices offers another opportunity in respect of increased demand and improved pricing.

During the year under review, the power situation remained largely short supply in the state of Tamilnadu and also the state government placing embargo on sale of power produced outside the state. This resulted in the company realizing better prices and better profitability. However, the position of power supply improving in the state of Tamilnadu by later part of the FY resulting in lowering price realization and the said trend continues currently resulting in lower realization. Also levy of green cess on Coal imports has marginally increased the cost of production of power.

The power situation offers both an opportunity and threats in respect of profitability in as much as it improves the profitability in steel production benefiting from the lower power costs subject however, to sustainable demand for the steel. Even otherwise the EBIDTA of the power would remain positive and would be contributing substantially.

Steel prices which saw an upswing immediately after imposition of Minimum Import prices, have subsequently stabilized. Cost of raw materials also have declined in respect of steel which have moved in tandem with the prices of the finished steel thus keeping the margins reasonably at the same levels.

The additional 35 MW power plant which was under implementation has been completed and has achieved commencement of operations on the 19th July 2016. Revenue generation from the new power plant will improve the performance of the company in the FY16-17

III. SEGMENT-WISE/ PRODUCT-WISE PERFORMANCE

The production of steel rods was 106135 MT compared to 109352 MT in the previous year. The sale of rods during the year was 111304 MT compared to 107989 MT in the previous year.

The production of synthetic products was 8284 MT compared to 8904 MT in the previous year. The sale of synthetic products during the year was 7863 MT compared to 8546 MT in the previous year.

IV. FUTURE OUTLOOK

Present day economic situation of the country poses threats, expected revival will bring in lots of opportunities for growth. With various infrastructure facilities lined up both in private and public sectors including nuclear power and water, across the country, the management envisages huge demand for its products especially steel. The company has emerged stronger in the last five years and is well set to capitalize on growth prospects as they arise. The main Raw Material for our Steel making is Scrap / Sponge Iron and Power. MS Scrap is being imported from various countries all across the globe; sponge iron is being supplied by our subsidiary company M/s. Chitrakoot Steels and Power Private Limited.

V. QUALITY

The Company continues to strive to be a quality manufacturer in both its Steel and Plastic Division. Both the divisions are covered under ISO Certificate. The Company has also procured all Certificates from Government agencies for their Products. Currently the Company is looking towards covering their quality under various international market standards, namely, Sri Lanka, United Kingdom and Middle East. We are getting the Rebars certified from CRM, Belgium. The company has a Microsoft ERP Solution which will further add to the quality Systems.

VI. RISK AND CONCERNS

Delay in infrastructure development, availability of skilled manpower, volatility in global economy

are some of the major risks and concerns that have to be addressed. All these have an impact on the operations of the company. The company is conscious of the risks involved and has put in place a mechanism for minimizing and mitigating the same. The process is reviewed periodically.

The steel industry is characterized by high capital intensity, high dependence on bulk raw materials, cyclical growth trends, perpetual over-capacity and relatively low profitability. This is the reason why the problems associated with the steel industry are generally complex requiring larger governmental and social interventions for its sustainable growth. Also, given their criticality to nation building, almost all nations with strong steel industry today had started their journey with steel industry in the state sector. Today, the industry is largely privatized and public owned with the government holding significantly reduced equity.

Steel consumption significantly depends on the overall performance of the economy (GDP) and more specifically on investments made in fixed assets such as housing, infrastructure like railways, ports, roads, airports, etc.

VII. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company has proper and adequate system of internal controls commensurate with its size and nature of operations to provide reasonable assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly and applicable statutes, the code of conduct and corporate policies are duly complied with.

VIII. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, a prolonged demand slump and growing interest cost has affected the performance of your Company. The sales and other receipts declined by 3.88% YOY to Rs.124026.64 lakhs. EBITDA dropped by 3.14% YOY to ₹ 137803.67 lakhs and PAT increased by 39.70% YOY to ₹ (3672.06) lakhs.

IX. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

One of the key pillars of the Company's business is its people. Your Company acknowledges that human resource is critical for the overall growth and success of the organization. Your Company has recruited experienced industry professionals to meet the current and future needs of the organization. There has been a constant endeavor to facilitate the overall development of the employees, with the intention to create leaders for tomorrow. Your



Company is an equal opportunity employer which seeks to recruit and appoint the best talent for a job without any discrimination and a special focus is given on enhancing the workforce diversity. As on March 31, 2016, the total employees on the Company's roll stood at 750

X. CAUTIONARY STATEMENT

The above Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be "forward looking Statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include external economic conditions affecting demand/supply influencing price conditions in the market in which the Company operates, changes in Government regulations, statutes, tax laws and other incidental factors.

For and on behalf of the Board of Directors
For Tulsyang NEC Limited

Lalit Kumar Tulsyang
Executive Chairman
DIN: 00632823

Place : Chennai
Date :26.08.2016

CORPORATE GOVERNANCE REPORT

Tulsyane NEC Limited is committed to sound Corporate Governance practices. Tulsyane NEC Limited's ("the Company") corporate governance philosophy is built around the values of transparency, professionalism and accountability. Accordingly, the Company has put in place appropriate systems and procedures for reporting, monitoring and control, which ensure a balance of accountability between the Directors and the Management.

Your Company's annual reports, results presentations and other forms of corporate and financial communications, provide extensive details.

1. Corporate Governance philosophy

Your Company's Philosophy on the Code of Governance is to enhance the long term economic value of the Company, its Shareholders and all its Stakeholders by adopting better Corporate Practices with highest levels of transparency, accountability and equity in all facets of its operation.

At Tulsyane, Good corporate governance is a reflection of our value system encompassing our culture, policies and relationships with all our stakeholders. We are following and practicing the highest level of Corporate Governance across all our business. Also we believe that Corporate Governance is a key element in improving efficiency and growth as well as enhancing investor confidence.

2. Board of Directors

Pursuant to Regulation 17 of SEBI (LODR) Regulation, 2015 the Company shall have an optimum combination of Executive and Non-executive directors with at least 1 woman directors and not less than 50% of the Board of Directors comprising of Non-executive Directors. In your Company, 3 out of 6 Directors are Non-executive Independent and hence the company is complying with the aforesaid requirement.

Relationship inter-se

The Following directors of the Company are related to each other in the manner mentioned below:

Sl. No.	Name of the Directors	Relationship inter-se
1	Mr. Sanjay Tulsyane	Brother of Mr. Lalit Kumar Tulsyane
2	Mr. Lalit Kumar Tulsyane	Brother of Mr. Sanjay Tulsyane

No Directors, other than those mentioned above, are in any way related to each other.

Board Independence

The Composition of the Board of Directors, the attendance of each director on Board Meetings for the financial year 2015-2016 and the last Annual General Meeting and also the number of other Board of Directors or Board Committees on which he is Member / Chairman, are as under:

Name of the Director	Nature of Directorship	Attendance Particulars		No. of directorship in other Companies	No. of Membership / Chairmanship in other Companies Board Committee	
		Board Meeting	AGM		Committee Membership	Chairmanship
Mr. Lalit Kumar Tulsyane	Executive Chairman	6	Yes	6	Nil	Nil
Mr. Sanjay Tulsyane	Managing Director	6	Yes	8	Nil	Nil
Mr. Sanjay Agarwalla	Whole-time Director	5	Yes	5	Nil	Nil
Mr. C Ramachandran	Non-executive Independent Director	5	Yes	6	5	4
Mrs. Kalyani Venkatesan *	Non-executive Independent Director	6	Yes	Nil	Nil	Nil
Mr. Pondavakkam Tharmam Rangamani	Non-executive Independent Director	5	Yes	Nil	Nil	Nil

* Resigned from the Board on 26-08-2016

During the financial year ended March 31, 2016, 6 Board meetings were held on 29-05-2015, 03-07-2015, 07-08-2015, 28-08-2015, 31-10-2015, 11-02-2016. The Company has held one Board meeting in every quarter and the maximum time gap of 120 days between any two meetings.

Familiarization Programme for Independent Director

The Company believes that the Board be continuously empowered with the knowledge of at least development in the company's business and external environment affecting the industry as a whole.

The familiarization program for Independent Directors in terms of Provisions of Regulation 25(7) of the SEBI (LODR) Regulations, 2015 is uploaded on the website of the Company and can be accessed through the following link: <http://tulsiyanec.co.in/pdf/Familiarisation%20Programme%20for%20Independent%20Directors.pdf>

Further, with a view to familiarize him with the Company's Operations, the Director is explained on the manufacturing activities and processes of the steel industry, organizational set up of the Company with nature of industry in which the company operates, business model, operation of the Company. The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfill his role as a Director of the Company.

Appointment / Re-appointment of Directors:

In terms of SEBI (LODR) Regulation, 2015, a brief resume of directors, proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, their other directorships and committee memberships, their shareholdings and their relationships, if any, with other directors are provided in the notice convening the AGM.

3. Committee of the Board

There are four committees of the board namely: Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee.

a. Audit Committee

The primary objective of the Audit Committee is to monitor and provide an effective supervision of the management's financial reporting process to ensure accurate and timely disclosure, with the highest level of transparency, integrity and quality of financial reporting.

The Audit Committee consists of following Directors as specified below:

Mr. C Ramachandran	Non-executive Independent Director
Mr. Sanjay Agarwalla	Whole-time Director
Mr. Kalyani Venkatesan**	Non-executive Independent Director
Mr. A P Venkateswaran *	Whole-time Director

* Resigned from the Committee on 29-05-2015

** Resigned from the Committee on 26-08-2016

Some of the important function performed by the Audit Committee:

Financial Reporting and Related Processes

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.
- Review the Management Discussion & Analysis of financial and operational performance.

- Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (IGAAP).
- Review the investments made by the Company.

Internal Controls and Governance Processes

- Review the adequacy and effectiveness of the Company's system and internal controls.
- Review and discuss with the Management the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.
- To oversee and review the functioning of a vigil mechanism (implemented in the Company as a Whistle Blower Policy) and to review the findings of investigation into cases of material nature and the actions taken in respect thereof.

Audit

- Review the scope of the Statutory Auditors, the Annual Audit Plan and the Internal Audit Plan with a view to ensure adequate coverage.
- Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.
- Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and Cost Auditors considering their independence and effectiveness and their replacement and removal.
- Approve such additional services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.
- To recommend to the Board the remuneration of the Statutory Auditors/Cost Auditors.
- To discuss with the Statutory Auditors/Internal Auditors any significant difficulties encountered during the course of the Audit.

Review annual Cost Audit Report submitted by the Cost Auditor.

Other Duties

- To approve the appointment, removal and terms of remuneration of the Internal Auditor and to approve the appointment of the Chief Financial Officer.
- To grant omnibus approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

The Committee met Six times during the year. During the financial year 1st April 2015 to 31st March 2016, the Committee met on: 29th May 2015, 03rd July 2015, 07th August 2015, 28th August 2015, 31st October 2015 and 11th February, 2016. The attendance at the Meetings is as under:

Members	Number of Meetings	
	Held	Attended
Mr. C Ramachandran	Six	5
Mr. Sanjay Agarwall		5
Mr. Kalyani Venkatesan		6
Mr. A P Venkateswaran *		Nil

* Resigned from the Committee on 29-05-2015

** Resigned from the Committee on 26-08-2016

b. Nomination and Remuneration Committee

The Purpose of the Committee is to screen and review individuals qualified to serve as Executive Directors, Non-Executive Directors and Independent Directors and also designs, benchmarks and continuously reviews the compensation programmer for our Executive Directors, Managing Director and Senior Executives.

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.
- Any other matter as the Board may decide from time to time.

The said Committee of the Board comprises of three Non-Executive Independent Directors namely Shri C. Ramachandran, Shri P.T. Rangamani and Smt. Kalyani Venkatesan. The Committee not met a single time during the year.

- The Nomination and Remuneration Committee is constituted and function in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015.

c. Stakeholders' Relationship Committee

The Stakeholders Relationship Committee has the mandate to review and redress shareholders grievance. The Committee express satisfaction with the Company's performance in dealing with investor grievances and its share transfer system.

The terms of reference of the Committee are:

- Transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- Issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- Issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- Issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- To grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- To issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- To approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- To authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- Monitoring expeditious redressal of investors / stakeholders grievances; v all other matters incidental or related to shares, debentures and other securities of the Company.

The Company's Stakeholders' Relationship Committee functions under the Chairmanship of Shri.P.T. Rangamani, Non-Executive Independent Director. Shri C. Ramachandran and Smt. Kalyani Venkatesan are the other members

of the Committee. Shri. CS Giridhar, Company Secretary, is the Compliance Officer of the Company. The Committee meets as and when required, to inter-alia deal with matters relating to its terms of reference which include transfer of shares and monitoring redressal of complaints from shareholders relating to transfers, non-receipt of balance sheet, non-receipt of dividends declared, etc. The Committee met four times during the year 1st April 2015 to 31st March 2016 on: 03rd July, 2015, 07th August, 2015, 31st October, 2015 and 11th February 2016. During the period from April 1, 2015 to March 31, 2016, no investor complaints were received.

Members	Number of Meetings	
	Held	Attended
Shri P.T. Rangamani	Four	3
Shri C. Ramachandran	Four	3
Smt. Kalyani Venkatesan	Four	4

* Resigned from the Committee on 26-08-2016

d. Corporate Social Responsibility (CSR) Committee

The CSR Committee was set up to formulate and monitor the CSR policy of the Company. The CSR Committee adopted a policy that intends to strive for economic development that positively impacts the society at large and be responsible for the Company's actions and encourage a positive impact through its activities on the environment, communities and stakeholders.

The terms of reference of the Corporate Social Responsibility Committee (CSR) broadly comprises:

- To formulate and recommend to the Board, a CSR policy which can indicate the activities to be undertaken by the Company;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
- To monitor the CSR policy from time to time;
- Any other matter as the CSR committee may deem appropriate after the approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

The composition of the Corporate Social Responsibility Committee as on 31st March, 2016 and there is no meeting during the year:

Members	Number of Meetings held and attended
Shri Sanjay Agarwalla**	Nil
Shri C. Ramachandran	
Shri P.T. Rangamani	
Shri A.P. Venkateswaran*	

*Resigned from the Committee on 29-05-2015 and ** Shri Sanjay Agarwalla, appointed as member of the Committee on 29-05-2016

The present composition of the CSR Committee consists of Shri C. Ramachandran, Shri Sanjay Agarwalla and Shri P.T. Rangamani as members.

4. CEO and CFO Certification

Mr Lalit Kumar Tulsyani, Executive Chairman and Ms. Shanth Kumar RP, Chief Financial Officer of the Company have provided to the Board the quarterly certification on the financial results of the Company in terms of the provisions of the SEBI Listing Regulations. The CEO / CFO certification for the Annual Financial Statements for the year ended March 31, 2016 Forms part of this report.

5. Meeting of Independent Director

In accordance with the provisions of Schedule IV of the Companies Act, 2013 and Chapter IV of SEBI Listing Regulations, a meeting of the Independent Directors of your company was held on February 18, 2016 without the presence of the Non-Independent Directors and the members of the management. The Independent

Directors discussed the matters inter alia including, the performance / functioning of the non-independent directors and the Board as a whole, performance of the Chairperson of the Company, taking into accounts the views of executive directors and non-executive directors and flows of information to the Board and Board Committees, etc.

6. Subsidiary Companies

The Company has wholly owned subsidiaries but the the Company does not have any material subsidiary whose net worth exceeds 20% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20% of the consolidated income of the Company during the previous financial year. Accordingly, a policy on material subsidiaries has not been formulated. The Audited Annual Financial Statements of Subsidiary Companies are tabled at the Audit Committee and Board Meetings. Copies of the Minutes of the Audit Committee / Board Meetings of Subsidiary Companies are periodically tabled at the meeting(s) of the Board.

7. Policy for selection and appointment of directors and their remuneration

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

Criteria of selection of Non-Executive Directors

- The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
 - Qualification, expertise and experience of the Directors in their respective fields;
 - Personal, Professional or business standing;
 - Diversity of the Board.
- In case of re-appointment of Non- Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration

An independent director shall not be entitled to any stock option and may receive sitting for attending meetings of the Board or Committee thereof (subject to certain limits prescribed under the Companies Act, 2013 and the relevant Rules made thereunder), reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members.

While deciding on the remuneration for Directors, the Board and the Nomination and Remuneration Committee consider the performance of the Company, the current trends in the industry, the qualifications of the appointee(s), their experience, past performance and other relevant factors. The Board and the Nomination and Remuneration Committee regularly tracks the market trends in terms of compensation levels and practices in relevant industries through participation in structured surveys. This information is used to review the Company's remuneration policies.

Managing Director / Executive Director / CEO- Criteria for selection / appointment

For the purpose of selection of the Executive Director, CEO & MD, the Nomination and Remuneration Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board. The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the CEO & Managing Director

At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

Remuneration Policy for the Senior Management Employees

In determining the remuneration of the Senior Management Employees (i.e. KMPs and Head of Departments), the N&R Committee shall ensure / consider the following, as may be applicable;

- The relationship of remuneration and performance benchmark is clear;
- The balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - The remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
 - The remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individual's performance vis-à-vis KRAs / KPIs, industry benchmark and current compensation trends in the market.
- The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the N&R Committee for its review and approval.

8. Remuneration to the Directors of the Company

The Remuneration paid to Non-Executive-Independent Directors is by way of sitting fees and reimbursement of expenses incurred in attending the Board and Committee Meetings.

The remuneration paid to Chairman (Executive), Managing Director and the Whole-time Director are fixed by the Nomination and Remuneration Committee which is subsequently approved by the Board of Directors and Shareholders at a General Meeting.

Detailed information of Directors' remuneration paid during the year 2015-16:

Name and Designation	Total Remuneration (including incentive) (In ₹)	Sitting fee pertaining to meetings held and attended during the FY 2015-16 (In ₹)	Relationship with other Directors
Shri Sanjay TulSYan (Executive)	60,28,800	--	Brother of Shri Lalit Kumar TulSYan
Shri Lalit Kumar TulSYan (Executive)	60,00,000	--	Brother of Shri Sanjay TulSYan
Shri Sanjay Agarwalla (Executive)	25,78,800	--	---
Shri P.T. Rangamani (Non-Executive)	--	21,000	---
Shri V. Kalyani (Non-Executive)	--	30,000	---
Shri C. Ramachandran (Non-Executive)	--	27,000	---

As on date, the Company has not issued any stock options to the Directors / Employees of the Company. The tenure of office of the Executive Directors and whole-time Directors are as per the provisions of the Companies Act and as approved by the shareholders in the AGM held on 14th September, 2011.

Managerial Remuneration paid during the year 2015-16 was ₹14,607,600/-. The Company has obtained requisite approvals from the shareholders of the Company as required by the provisions of the Companies Act, 2013.

9. OTHER DISCLOSURES

CODE OF CONDUCT AND ETHICS FOR MEMBERS OF THE BOARD AND SENIOR MANAGEMENT PERSONNEL:

The Company has in place the Code of Conduct and Ethics for member of the board and senior management personnel (the Code) approved by the board. The Code has also been displayed on the Company's website www.tulsyannec.in. All the members of the Board and senior management personnel have confirmed compliance with the Code for the year ended 31st March 2016. The Annual Report contains a declaration to this effect signed by the Whole-time Director.

RELATED PARTY TRANSACTIONS

During the financial year 2015-16, there were no materially significant transactions entered into between the Company and its Promoters, Directors or the management, holding company, subsidiaries or relatives that may have potential conflict with the interests of the Company at large. Further, details of related party transactions form part of notes to the accounts of the Annual Report.

Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. The Board has approved a policy for related party transactions which has been uploaded on the Company's website.

ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENTS

The Company has followed the applicable guidelines of Accounting Standards laid down by "The Institute of Chartered Accountants of India" in preparation of its financial statement

INTERNAL CONTROLS

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company's business processes are on Microsoft Navision ERP platform and have strong monitoring and reporting process resulting in financial discipline and accountability.

CODE FOR PREVENTION OF INSIDER TRADING PRACTICES

The Company has instituted a comprehensive Code of Conduct for Prevention of Insider Trading for its Designated Employees, in compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code lays down Guidelines, through which it advises the designated employees on procedures to be followed and disclosures to be made, while dealing with shares of the Company, and cautions them of the consequences of violations.

WHISTLE BLOWER POLICY

The Vigil Mechanism provides a formal mechanism for all Directors, employees and vendors of the Company to approach the chairman of the Audit Committee of the Board and make protective disclosures about the unethical behavior, actual or suspected fraud or violation of the Company. The policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. Web link of the Policy: <http://tulsyannec.co.in/pdf/Whistle-Blower-Policy.pdf>

During the year ended 31st March, 2016, there were no instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report (MDA) has been attached as a separate chapter and forms part of this Annual Report.

RE-APPOINTMENT OF DIRECTORS

The details of Director(s) seeking re-appointment in the Annual General meeting has been provided in the Notice of the Annual General Meeting attached with the Annual Report along with a brief profile.

10. GENERAL BODY MEETING

Details of Annual General Meetings held during past three years and Special Resolutions passed

Year	Date and Time	Venue	Special Resolution Passed
2013	23 rd September, 2013 at 11.00 am	Naradha Gana Sabha Mini Hall 254 T.T.K. Road Chennai 600 018	Approval for payment of remuneration to the Managing Director
			Approval for payment of remuneration to the Chairman.
			Approval for payment of remuneration to the whole-time Director.
2014	30 th September, 2014 at 11.00 am	Naradha Gana Sabha Mini Hall 254 T.T.K. Road Chennai 600 018	Approval for borrowing in excess of paid-up share capital and free reserves.
			Ratification of contracts / arrangements entered into/ to be entered into with TG Logistics Private Limited.
			Approval for transactions, contracts, arrangements to be entered into with related party Tulsyani Smelters Private Limited.
			Ratification and approval for existing related party contracts /arrangements entered into with subsidiary Chittrakoot Steel and Power Private Limited.
			Ratification and approval for existing related party contracts entered into with related party Buildmet Fibres Private Limited.
			Amendment of certain clauses in Articles of Association of the Company.
2015	30 th September, 2015 at 11.30 am	Naradha Gana Sabha Mini Hall 254 T.T.K. Road Chennai 600 018	Approval to offer or invite to subscribe, issue and allot of 12,334,500 (One Crore Twenty Three lakhs Thirty Four Thousand Five Hundred) 6% Non – Cumulative Redeemable Preference Shares of ₹ 10/- (Rupees ten) each at a premium of ₹ 90/- (Rupees ninety) per share in one lot or such other lots to select group of persons.

Details of Extraordinary General Meeting (EGM) held during past three years and special resolution passed

Year	Date and Time	Venue	Special Resolution Passed
2013	14 th September, 2013 at 11.00 am	Naradha Gana Sabha Mini Hall 254 T.T.K. Road Chennai – 600 018	Approval for allotment of 2,00,00,000 (Two crores) 6% Non – Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees ten) each at a premium of Rs. 90/- (Rupees ninety) per share in one lot or such other lots to select group of persons.
			Increase in Authorised Share Capital and amendment of Memorandum of Association and Articles of Association of the Company.

No Extraordinary General Meeting was held during 2014-15 and 2015-16. During the year, there was no Special Resolution passed through postal ballot.

MEANS OF COMMUNICATION

The unaudited quarterly, half-yearly and audited financial results were disseminated to the Stock Exchanges where the shares of the Company are listed. The results also published in 'Trinity Mirror' all Editions in English and in Tamil 'Makkal Kural'. The Company's results are displayed on the Company's website at www.tulshyanec.in.

Compliance

A Certificate from Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations forms part of this Annual Report.

GENERAL SHAREHOLDERS INFORMATION

Financial Year	April 01, 2015 to March 31, 2016
AGM date, time and Venue	As per notice to the AGM
Date of Book Closure Date	Refer notice to the AGM
Dividend payment date	Not Applicable
Registered office	61, Sembudoss Street, Chennai – 600 001
Website	www.tulshyanec.in
E-mail	investor@tulshyanec.in

FINANCIAL CALENDAR (TENTATIVE)

AGM	Last week of September, 2017
First quarter ending on June 30, 2016	Mid-week of August 2016
Second quarter ending on September 30, 2016	Mid-week of November 2016
Third Quarter ending on December 31, 2016	Mid-week of February 2017
Year ending on March 31, 2017	Last week of May, 2017

LISTING ON STOCK EXCHANGES

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited (Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001) and Calcutta Stock Exchange Limited. The Company has paid the listing fees to the Stock Exchanges.

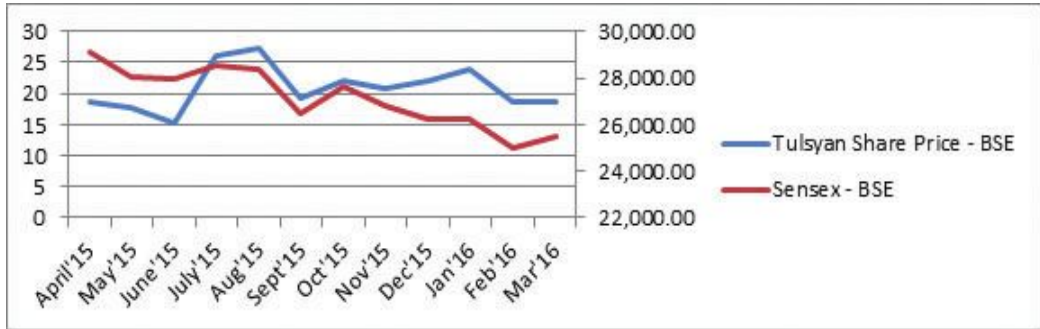
STOCK CODE

Scrip Code on BSE Limited: 513629

Demat ISIN Number in NSDL and CDSL for Equity Shares: INE463D01016

Market Price Data: Monthly High, Low during financial year 2015-2016 in BSE

Month	High (in Rs.)	Low (in Rs.)
April 2015	18.67	14.35
May 2015	17.65	15.20
June 2015	15.15	12.10
July 2015	26.00	12.20
August 2015	27.20	18.55
September 2015	19.25	16.00
October 2015	22.10	16.65
November 2015	20.95	16.85
December 2015	21.95	17.80
January 2016	24.00	18.05
February 2016	18.70	16.00
March 2016	18.75	16.00

**Registrar and Share Transfer Agent:**

Cameo Corporate Services Limited,
 Subramanian Building, #1 Club House Road,
 Chennai – 600 002
 Phone : 044 2846 0390
 Fax : 044 2846 0129
 Email : investor@cameoindia.com

Distribution of shareholding as on 31st March, 2016

Shareholdings in Rs.	Number of Shareholders	Percentage of Shareholders	Share Capital in Rs.	Percentage of Shareholding
10 to 5000	5696	88.6813	6532610	4.3551
5001 to 10000	293	4.5617	2388940	1.5926
10001 to 20000	164	2.5533	2499150	1.6661
20001 to 30000	69	1.0742	1783520	1.1891
30001 to 40000	22	0.3425	812300	0.5415
40001 to 50000	29	0.4515	1375970	0.9173
50001 to 100000	67	1.0431	5292130	3.5280
100001 & above	83	1.2922	129315380	86.2103
Total	6423	100.00	150000000	100.00

Shareholding Pattern as on 31st March, 2016

Sl. No.	Category of Shareholders	Number of shareholders	Total Holdings	Holdings in %
1	Promoters	7	10494969	69.97
2	NRI	464	101829	0.68
3	Bodies Corporate	109	771366	5.14
4	HUF	148	369926	2.47
5	Mutual Funds	3	2000	0.01
6	Others	5692	3259910	21.73
	Total	6423	150000000	100.00

Dematerialization of Shares

As on 31st March 2016, 91.11% of the paid-up Equity Share Capital is held in dematerialized form with National Securities Depository Limited and Central Depository Services (India) Limited. The shares of the company are frequently traded on BSE.

GDRs / ADRs issued by the Company

The Company has not issued any ADRs/GDRs/Warrants or any convertible instruments issued by the Company.

Offices of the Company**Registered Office**

61 Sembudoss Street
Chennai – 600 001, Tamil Nadu
Tel: 044 – 2522 2673

Corporate Office

Apex Plaza, 1st Floor
No.3 Nungambakkam High Road
Chennai – 600 034, Tamil Nadu
Tel: 044 – 3918 1060
Fax: 044 – 3918 1097

Plant Locations

- a. Steel Division :
- D-4 SIPCOT Industrial Complex, Gummudiipoondi,
Tiruvallur District, Tamil Nadu
- Branch:**
50B, Muktaram Babu Street, Kolkata 700 007
- Godown:**
135/51A, Girish Ghosh Road, Belur, Howrah 711202
- Power Plant:**
No. 17, Sithuruatham Village, Gummidipoondi – 601 201, Tamil nadu
- Windmill:**
Kudimangalam, Udumalpet, Tamil Nadu
Pazhavor, Tirunelveli District, Tamil Nadu
Kavalakurichi, Tirunelveli District, Tamil Nadu
- b. Synthetic Division :
- 7-A, Doddaballapura Industrial Area,
Kasba Hobli, Karnataka
Plot No.E-4, Madkaim Industrial Area,
Madkaim Village, Ponda Taluk, Goa
Survey No. 237 to 245, Boincheruvupalli Village,
Peapully Mandal, Kurmool District,
Andhra Pradesh – 581 220

Company Secretary & Compliance Officer

Shri P Laxmidhar Prusty
First Floor, Apex Plaza,
3, Nungambakkam High Road,
Nungambakkam, Chennai – 600034
Phone: 044 3918 1060, Fax: 044 3918 1097
Website: www.tulshyanec.co.in

CEO - CFO CERTIFICATION

We, Lalit Kumar Tulsyani, Executive Chairman and R.P. Shanthakumar, Chief Financial Officer, responsible for the finance function certify that:

We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2016 and to the best of our knowledge and belief:

these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.

To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2016 are fraudulent, illegal or violate of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.

There has not been any significant change in internal control over financial reporting during the year under reference;

There has not been any significant change in accounting policies during the year except as laid down in Accounting Standard (AS) - 15 (revised 2005) on Employee Benefits, requiring disclosure in the notes to the financial statements; and

We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For Tulsyani NEC Limited

Lalitkumar Tulsyani
Executive Chairman
DIN : 00632823

R P Shanthakumar
Chief Financial Officer

Place : Chennai
Date : 19-08-2016

DECLARATION ON CODE OF CONDUCT

As provided under the provisions of SEBI Listing Regulations, I hereby declare that the Board Members and senior Management have affirmed compliance with the Code of Conduct for the year ended March 31, 2016.

For Tulsyani NEC Limited

SANJAY AGARWALLA
Whole-time Director
DIN : 00632864

Place : Chennai
Date : 26.08.2016

CERTIFICATE ON CORPORATE GOVERNANCE

To the members of Tulsyam NEC Limited

I have examined the compliance of conditions of corporate governance by M/s. TULSYAN NEC LIMITED for the year ended 31st March, 2016 as per Clause 49 of the Listing Agreement and as per Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of corporate governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as per Clause 49 of the Listing Agreement and as per Schedule V (E) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I state that in respect of investor grievances received during the year ended 31st March, 2016 no investor grievances are pending exceeding one month against the Company as on 31st March, 2016 as per records maintained by the Company and presented to Stakeholder's Relationship Committee.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M.Damodaran & Associates**
M. Damodaran
(Practicing Company secretary)
(C.P. No: 5081)

Place : Chennai
Date : 26.08.2016

C.A. Patel & Patel
Chartered Accountants

D.N. 442.A Wing 4th floor, Flat No2, Parsan
manere,Nungabakkam,Anna Salai,Chennai
TAMILNADU 600006

INDEPENDENT AUDITORS' REPORT

To the Members of M/s Tulsyane NEC Ltd

Report on the Financial Statements

We have audited the accompanying standalone financial statements of M/s Tulsyane NEC Limited ("the Company") which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its Profits and its Cash Flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:
- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of
C.A. Patel & Patel
Chartered Accountants
Firm Registration No.: 005026 S

BHAVESH N PATEL
Partner
Membership No.: 026669

Place : Chennai
Date : 26.08.2016

Annexure -A to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
- (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has granted loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Companies Act 2013. Accordingly, as follows.

SL No	Name of Party	Relationship with Party	Year end balance
1	Cosmic Global Limited	76.17% Subsidiary Company	NIL
2	Tulsyan Power Limited*	100% Subsidiary Company	82000.00
3	Chitrakoot Steel & Power P Ltd	100% Subsidiary Company	NIL
4	Balaji Engineering & Galvanizing Ltd*	98.80% Subsidiary Company	849027.00
5	Color Peppers Media Pvt Ltd	100% Subsidiary Company	25882859.00
6	T.G. Logistic Pvt Ltd	100% Subsidiary Company	NIL

As explained to us the principal amounts are repayable on demand, While interest is payable annually. However the Company has taken unsecured loan aggregating to Rs.1739.71 Lacs during the year (Previous Year Rs 6361.24 Lacs) excluding interest accrued & IFST as stated in Note No.4

- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

The company has given guarantees for loans taken by others from bank and financial institutions. According to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not prima facie prejudicial to the interest of the Company. The Company executed Corporate Guarantee in favour of M/s Chitrakoot Steel & Power Pvt Ltd (100% subsidiary company) for the loans borrowed from banks amounting to Rs. 25 crore (Previous Year Rs 25 crore) a s per point number 1.8 of the notes to accounts.

- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) We have broadly review the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules,2014 prescribed by the central Government under section 148(1)(d) of the Companies Act, 2013 and are of the opinion that, Prima facie, the prescribed accounts and cost records have been maintained. We have, however not made a detailed examination of the cost records with a view determined whether they are accurate or complete.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty

of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.

- b) According to the information and explanation given to us, there are following dues of Income tax, Sales Tax, Wealth Tax, Service tax, duty of Customs, Duty of Excise, Value added Tax, Cess which have partly been deposited as on 31st March, 2016 on account of disputes are given in the annexure "I".
- 8) a) The company has accumulated losses at the end of the financial year or in the immediately preceding financial year,
b) The company has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- 9) The Company has defaulted in repayment of term loan during the year. During the year the company has taken term loan of Rs. 1630.00 Lakhs from Bank.
- 10) During the year the company has taken the term loan from Bank.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 12) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 13) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 14) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 16) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 17) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of
C.A. Patel & Patel
Chartered Accountants
Firm Registration No.: 005026 S

BHAVESH N PATEL
Partner
Membership No.: 026669

Place : Chennai
Date : 26.08.2016

Annexure - B to the Independent Auditor's

Report of even date on the Standalone Financial Statements of Tulsyan NEC Ltd

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Tulsyan NEC Ltd ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future

periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”].

For and on behalf of
C.A. Patel & Patel
Chartered Accountants
Firm Registration No.: 005026 S

BHAVESH N PATEL
Partner
Membership No.: 026669

Place : Chennai
Date : 26.08.2016

ANNEXURE “I” TO AUDITORS’ REPORT

Referred to in paragraph 7 (b) of Annexure a statement on the matters specified in the Companies (Auditor’s Report) Order, 2016 of M/s TULSYAN NEC LIMITED for the year ended 31st March, 2016

TAX LIABILITIES DISPUTED IN APPEAL

S. NO	Year	Order Reference	Gross Demand	Disputed Amount	Undisputed Amount	Paid/ Adjusted	Remarks
IN RELATION TO EXCISE							
1	2003-2004,32/02	order 25.09.02	2,01,989	2,01,989	-	1,00,000	Paid Disputed in Appeal before Commissionrate CESTAT
2	2002-2003	Order 2/1, 31.10.2001	39,87,205	39,87,205	-	14,22,316	Paid Disputed in Appeal before Commissionrate CESTAT
IN RELATION TO VAT							
3	20004-09	WP 19049 of 2009	87,333	87,333		-	Disputed in the Hon'ble High Court of Madras
4	2013-14	WP 29690 of 2014	5,06,57,800	5,06,57,800		-	The Hon'ble High Court of Madras granted interim stay
IN RELATION TO INCOME-TAX							
5	AY 2010-11	143(3)	44,51,070	23,43,432	Order to be revised	-	CIT (A) issued Order against Appeal and AO has to pass the Revised Order
6	AY2011-12	143(3)	47,11,498	5,59,408	Order to be revised	-	Appeal pening before CIT (A)

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TULSYAN NEC LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No.	As At March 31, 2016	(₹ In Lacs) As At March 31, 2015
I. EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	2	2,353.82	2,349.57
Reserves & Surplus	3	7,091.96	9,922.32
		9,445.78	12,271.90
Non-Current Liabilities			
Long Term Borrowings	4	56,982.25	58,180.36
Deferred Tax Liabilities (Net)		2,195.28	2,533.55
Other Long Term Liabilities	5	10,795.87	11,580.06
Long Term Provisions	6	-	-
		69,973.40	72,293.97
Current Liabilities			
Short Term Borrowings	7	22,289.68	18,457.30
Trade Payables	8	21,894.43	30,149.04
Other Current Liabilities	9	316.27	27.64
Short Term Provisions	10	656.06	601.83
		45,156.44	49,235.82
TOTAL		124,575.62	133,801.69
II. ASSETS			
Non-Current Assets			
Fixed Assets			
(i) Tangible assets	11	31,520.40	32,124.55
(ii) Capital work-in-progress		29,211.34	26,979.64
Non-Current Investments	12	792.36	792.36
Long Term Loans and Advances	13	400.32	368.35
Other Non-Current Assets	14	267.77	265.73
		62,192.19	60,530.62
Current assets			
Current Investment	15	0.58	0.58
Inventories	16	13,173.93	13,948.21
Trade Receivables	17	32,109.88	38,421.80
Cash and Cash Equivalents	18	1,807.23	5,005.64
Short Term Loans and Advances	19	4,416.27	5,407.22
Other Current Assets	20	10,875.54	10,487.59
		62,383.43	73,271.06
TOTAL		124,575.62	133,801.69

As per our Report of even date
For **C.A. Patel & Patel**
Chartered Accountants
FR No. 005026 S

On behalf of the Board

Bhavesh N Patel

Partner

M. No. 26669

Place : Chennai

Date : 26th August, 2016

Sanjay Tulshyan

Managing Director

C. Ramachandran

Director

Laxmidhar Prusty

Company Secretary

Lalit Kumar Tulshyan

Executive Chairman

Shantha Kumar RP

Chief Financial Officer

TULSYAN NEC LIMITED
STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31ST MARCH, 2016

(₹ In Lacs)

Particulars	Note No	For the Year Ended 31 ST March 2016	For the Year Ended 31 ST March 2015
I. Revenue from operations	21	84,554.95	123,456.84
II. Other Income	22	343.99	569.80
III. Total Revenue (I +II)		84,898.94	124,026.64
IV. Expenses:			
Cost of materials consumed	23	43,567.37	62,050.66
Purchase of Stock-in-Trade	23	23,553.99	47,507.89
Increase/Decrease in Stocks	23	(429.00)	431.46
Employee benefit expense	24	2,808.06	2,690.67
Financial costs	25	8,825.67	7,509.91
Other expenses	26	7,693.26	6,661.26
Depreciation and amortization expense	11	1,585.83	1,720.96
Total Expenses		87,605.18	128,572.80
V. Profit before exceptional and extraordinary items and tax	(III - IV)	(2,706.24)	(4,546.16)
VI. Exceptional Items		498.42	191.07
VII. Profit before extraordinary items and tax (V - VI)		(3,204.66)	(4,737.24)
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		(3,204.66)	(4,737.24)
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		(338.26)	(1,065.18)
XI. Profit(Loss) from the period from continuing operations	(IX-X)	(2,866.40)	(3,672.06)
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		(2,866.40)	(3,672.06)
XVI. Earning per equity share:			
(1) Basic		(19.51)	(24.99)
(2) Diluted		(19.51)	(24.99)

As per our Report of even date

On behalf of the Board

For **C.A. Patel & Patel**

Chartered Accountants

FR No. 005026 S

Sanjay Tulshyan

Managing Director

Lalit Kumar Tulshyan

Executive Chairman

Bhavesh N Patel

Partner

M. No. 26669

Place : Chennai

Date : 26th August, 2016

C. Ramachandran

Director

Laxmidhar Prusty

Company Secretary

Shantha Kumar RP

Chief Financial Officer

TULSYAN NEC LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	2015-16	2014-15
A CASH FLOW FROM OPERATING ACTIVITIES		(₹ In Lacs)
Profit before Tax as per Statement of Profit & Loss	(3204.66)	(4737.24)
Non-cash Adjustments		
Depreciation	1585.83	1720.96
Depreciation on old assets sold	(146.75)	(913.05)
Dividend Income	(5.67)	(22.53)
Interest Expense	8825.66	6466.59
Interest Income	(126.65)	(412.35)
Right Issue Expenses incurred during the year	(2.21)	23.01
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	6925.56	2125.40
Adjustments for:		
Inventories	774.29	62.71
Trade Receivables	6311.93	(5067.09)
Short-term Loans and Advances	603.00	(1909.25)
Long-term Loans and Advances	(34.01)	844.04
Long-term Provisions	-	(766.07)
Other Long-Term Liabilities	(784.19)	(384.87)
Short-term Borrowing	3832.38	(9237.36)
Trade Payables	(8254.61)	(4175.24)
Other Current Liabilities	288.62	(34.10)
Short Term Provisions	54.23	(995.31)
Net Cash from Operating Activities before Income-tax	9717.19	(19537.15)
Income-tax Paid		
NET CASH FROM OPERATING ACTIVITIES (A)	9717.19	(19537.15)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Tangible Assets and Payment towards CWIP	(3305.92)	(5410.78)
Proceeds from Sale of Fixed Assets	239.28	994.91
Current/Non-current Investments	-	157.77
Interest Income	126.65	412.35
Dividend Income	5.67	22.53
NET CASH USED IN INVESTING ACTIVITIES (B)	(2934.32)	(3823.21)
C CASH FLOW FROM FINANCING ACTIVITIES		
(Repayment)/Proceeds from Long-term Borrowings	(1198.12)	31280.54
Interest Paid	(8825.66)	(6466.59)
Share Capital/Premium Received	42.50	1436.26
NET CASH USED IN FINANCING ACTIVITIES (C)	(9981.29)	26250.21
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS (D) =(A+B+C)	(3198.41)	2889.85
Cash and Cash Equivalents at the beginning of the year	5005.64	2115.79
Cash and Cash Equivalents at the end of the year	1807.23	5005.64

As per our Report of even date

On behalf of the Board

For **C.A. Patel & Patel**

Chartered Accountants

FR No. 005026 S

Bhavesh N Patel

Partner

M. No. 26669

Place : Chennai

Date : 26th August, 2016

Sanjay Tulsyam

Managing Director

C. Ramachandran

Director

Laxmidhar Prusty

Company Secretary

Lalit Kumar Tulsyam

Executive Chairman

Shantha Kumar RP

Chief Financial Officer

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

(All amounts in Rupees in lacs unless otherwise stated)

Note No. 1
Nature of Operation:

Tulsyar NEC Limited is engaged in the Manufacturing TMT bars, Coal Based Power Plant and Synthetics Woven Fabrics and Sacks. It has manufacturing plant at Chennai (Ambattur & Gummidipoondi) and Bangalore (Doddaballapura).

Significant Accounting Policies:
1.1 Basis of preparation of Financial Statements

- a. The financial statements are prepared under the historical cost convention on accrual basis of accounting to comply in all material respects with mandatory accounting standard as notified by the Companies(Accounting Standards) Rules, 2006 as amended ('the Rules') and the relevant provisions of the Companies Act, 1956 ('the Act').
- b. Accounting policies have been consistently applied by the company and the accounting policies not referred to otherwise, are in conformity with Generally Accepted Accounting Principles (GAAP).

1.2. Fixed Assets and Depreciation
a. Fixed Assets & Capital Work-In-Progress:

Fixed assets are stated at cost, less accumulated depreciation and impairment losses, if any. Cost includes all expenditure necessary to bring the asset to its working condition for its intended use.

Own manufactured assets are capitalized inclusive of all direct costs and attributable overhead.

Capital work-in-progress comprises of amount paid to acquire fixed assets and the cost of fixed assets that are not yet ready for their intended use as at the balance sheet date.

Assets held for disposal are stated at the lower of net book value and the estimated net realizable value.

- b. Financial costs incurred up to the date of commissioning of assets are capitalised.

c. Depreciation has been provided as follows:

- i) Under WDV method on assets acquired up to 31.12.1985 at the then prevailing rates.
- ii) Under SLM method on assets acquired after 31.12.1985 and up to 15.12.1993 at the rates as originally prescribed in Schedule XIV to the Companies Act,1956, and on assets acquired thereafter at the revised rates as per Notification GSR 756(E) dated 16.12.1993.
- iii) Depreciation on revaluation is adjusted against Revaluation Reserve.
- iv) Cost of Leasehold land is amortised over the lease period.
- v) Plant and Machinery and Furniture and Fittings which cost are less than Rs 5000/- each are depreciable at the rate of 100% in the year of purchase.

Depreciation

Type of asset	Useful Life Years
Land	NIL
Factory buildings	30 Years
Office premises	30 Years
Plant and machinery:	
Manufacturing Steel	20 Years
	40 Years
Computer	6 Years
Lab equipments	10 Years
Office and other equipments	5 Years
Vehicles	10 Years

Amortisation

Type of assets	Basis
Land Leasehold	Period of Lease
ERP software	Straight line basis over a period of five years

1.3 Retirement and other employee benefits: Defined contribution to provident fund and employee state insurance are charged to the profit and loss account of the year when the contributions to the respective funds are due. There are no other obligations other than contribution payable to the respective statutory authorities. Retirement benefits in the form of gratuity are considered as defined benefit obligation, and are provided in the year of separation.(AS 15)

1.4 Inventories

Raw materials, Components, Stores and Spares and Work-in-Progress are valued at cost. Finished goods are valued at cost or realizable value whichever is less. The basis of determining cost for various categories of inventories are as follows:

Raw Material, components, stores and spares	At cost (Weighted Average)
Work-in-Progress	At Material cost plus Conversion cost on the basis of absorption costing
Finished Goods	At material cost plus conversion cost on the basis of absorption costing (including of excise Duty payable)

REVENUE RECOGNITION:
1.5 Sales

Sales comprises of sale of goods produced & purchased by the Company as also sales effected as agents and sale of raw materials, and are gross of duties. Consignment sales are accounted on receipt of consignment sale note from the consignee.

1.6 Revenue Recognition

All income and expenditure are recognised on accrual basis except rates & taxes, bonus on cash basis. Export benefits representing duty free imports of earlier years are accounted in proportion to materials consumed. The value of Advance Licence on hand at the end of the year as certified by the management is incorporated in the books of accounts.

1.7 Investments:

Long Term Investments are carried at cost less provision for diminution in value other than temporary, if any. Current investments are valued at lower of cost and fair value.

1.8 Contingent Liabilities

All liabilities have been provided for in the accounts except liabilities of a contingent nature, which have been disclosed at their estimated value in the Notes to the Financial Statements wherever practicable.

Transactions	As on 31.03.2016	As on 31.03.2015
Guarantees Outstanding	5.09	5.09
FLC with Bank	-	-
Entry Tax	80.44	80.44
Excise Duty	9.96	9.96

During the Financial Year 2015-16, the company's loans and liabilities with the Banks were restructured under the "Corporate Debt Restructuring" Scheme. As per the said scheme, the company repayment obligations were deferred/ restructured. Further the Banks have provided certain reliefs/ sacrifices / waivers by reducing

the rate of interest from applicable rates of each bank to 11% per annum. Interest on the restructured loans have been provided for in the books at lowered rates of interest. The Masters restructuring Agreement entered into between the company and the banks' provides a "Right of Recompense" on the reliefs/ sacrifices as per the CDR guidelines. The total value of such sacrifices/ reliefs/ waivers as on 31st Mar 2016 is ₹16.63 Crores (PY ₹ 6.46 Crores).

The Company has executed (During the year 2009-10 and 2011-12) Corporate Guarantee in favour of the Shamrao Vitthal Co-operative Bank Limited, Mumbai for the loan taken by M/s. Chitrakoot Steel and Power Pvt. Ltd., wholly owned subsidiary of the Company, for ₹ 25.00 Crores

The Company received notices from Commercial Tax Department for reversing the ineligible Input tax credit taken for ₹ 18,82,267/- and ₹ 14,21,602/- for the financial year 2012-13 and 2013-14 respectively. The Company appealed in the Honourable High Court of Madras, by remitting 25% of Demand Amount

The company has received a notice from the office of the Director General of Foreign Trade, Bangalore, asking to show cause as to why penalty upto 5 times of the CIF value of goods imported of a value of ₹ 44.34 Crores imposed in respect of 44 Advance licenses for alleged non completion of the export obligations in respect of those licenses. The company has represented to the said authority that the Export obligation has indeed been completed and has submitted documents required and has sought issue of Export Obligation Discharge Certificate. Management is of the opinion that the no liability would arise in respect thereof.

1.9 Cash and Cash Equivalents:

Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

1.10 Foreign Exchange Transactions:

All foreign currency transactions are recorded at the average exchange rate prevailing during the transaction occurs. Outstanding balances of foreign currency monetary items are reported using the period end rates. Pursuant to the notification of the companies (Accounting Standard) amendment Rules 2009 issued by the Ministry of Corporate Affairs on March 31st, 2009 amending Accounting Standard-11(AS-11), the effect of changes in Foreign Exchange Rates(Revised 2003), exchange difference relating to long term monetary items are dealt with in the following manner

Exchange difference relating to long term monetary items, arising during the year, in so far as they relate to the acquisition of depreciable capital asset are added to/deducted from the cost of the assets and depreciated over the balance life of the asset.

In other cases, such difference are accumulated in the "Foreign Currency Translation Difference Account" and amortised to the profit and loss account over the balance life of the long term monetary item but not beyond 31st March, 2016.

All other exchange difference are recognized as income or expenses in the profit and loss account (discloses separately under the head Exceptional items in the Schedule-VI, Part-II of the Companies Act, 1956). Foreign exchange transactions are as follows:

Transactions	As on 31.03.2016	As on 31.03.2015
CIF Value of imports (Raw materials)	16300.64	16231.73
Earnings in foreign Exchange (FOB)	2147.24	4403.05
Exchange in Foreign currency for other matters	30.99	50.92

2. Segment Reporting

A. Primary Segment Reporting - by Business Segment on Type of Products

Segments have been identified in line with the Accounting Standard on Segment Reporting (AS 17), taking into account the type of products and differential risk and returns of the segments

The Company has two products viz. Steel, Power and Synthetic.

1	Sales/ Other income	Steel	Power	Synthetic	Total
(I)	Sales- External	63523.34	9707.05	11324.57	84554.96
(ii)	Sales- Inter-segment	0.00	1253.42	0.00	1253.42
(iii)	Other Income-External	265.19	0.00	78.80	343.99
(iv)	Other Income-Inter-segment	NIL	NIL	NIL	NIL
	Less: Sale Inter- Segment		1253.42		1253.42
	Total	63788.53	9707.05	11403.37	84898.95
2	Segment Results				
	Profit/(Loss) before interest & Tax	3130.13	2924.17	(436.31)	5620.99
	Less: Interest (unallocable charge)				8825.65
	Profit /(Loss) after interest				(3204.66)
	Less:Other unallocable expense				-
	Profit/(Loss) before Tax				(3204.66)
B.	Other Information				
	Segment assets	61577.92	49210.44	13787.26	124575.62
	Adj: Eliminations	59737.12		(59737.12)	-
		121315.03	49210.44	(45949.86)	124575.62
	Segment Liabilities	61577.93	49210.44	13787.26	124575.62
	Capital Employed	23772.47	37520.55	5130.03	66428.05
	Capital Expenditure (Fixed Assets)	907.56	103.52	63.16	1074.24
	Depreciation	764.68	580.92	240.23	1585.64

3. Related parties Disclosure

Disclosure as required by Accounting Standards 18 "Related Party Disclosures" are given below

a) List of Related Parties

1.	Cosmic Global Limited	Subsidiary
2.	Chitrakoot Steel & Power P Ltd	Subsidiary
3.	Tulsyan Power Limited	Subsidiary
4.	Balaji Engineering & Galvanizing Ltd	Subsidiary
5.	Color Peppers Media P Ltd.	Subsidiary
6.	T G Logistics P Ltd	Subsidiary
7.	Tulsyan Smelters P Ltd	Associate
8.	Shri Lalit Kumar Tulsyan	Executive Chairman/Key Management Person
9.	Shri Sanjay Tulsyan	Managing Director/Key Management Person
10.	Shri Sanjay Agarwalla	Whole-time Director/Key Management Person
11.	Shri Shantha Kumar RP	Chief Financial Officer/ Key Management Person



b) Transaction with related parties

Purchase of Goods – Subsidiary	2637.17 (Chitrakoot Steel & Power P Ltd)
Sale of Goods – Subsidiary	107.79 (Chitrakoot Steel & Power P Ltd)
Sale of Goods – Associates	625.53 (Tulsyar Smelters P Ltd)
Purchase of Fixed Assets – Associates	NIL
Sale of Fixed Assets – Associates	NIL
Rendering Services – Associates	NIL
Receiving Services – Subsidiary	699.93 (T G Logistics P Ltd)
Receiving Services – Associates	63.15 (Tulsyar Smelters P Ltd)
Agency Arrangements	NIL
Leasing or Hire Purchase Arrangement – Associates	NIL
Transfer of Research & Development	NIL
Licence Agreements	NIL
Interest Paid	NIL

Outstanding balances as on 31.03.2016

Amount Receivable (Associates and Subsidiaries)	268.14
Amount Payable (Associates and Key Management Persons)	600.10
Equity Contribution in Subsidiary in Cash	791.36
Guarantees and collaterals	NIL
Payment towards Management (Employment) contracts	168.12
Key Management Personnel	

4 Earnings per Share

Particulars	Year ended 31.03.2016	Year ended 31.03.2015
Net Profit attributable to Shareholders	(2866.40)	(3672.06)
Weighted average number of equity shares	146.95	146.95
Basic earnings per share of ₹10/- each	(19.51)	(24.99)

5. Taxes on Income

Tax expenses for a year comprises of current tax and deferred tax.

Current tax has measured at the amount expected to be paid to the tax authority, after taking into consideration, the applicable deductions and exemptions admissible under the provisions of the Income Tax Act, 1961.

Deferred tax reflects the impact of current year timing difference between taxable income and accounting income for the year and reversal of timing difference of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date.

Deferred tax assets are recognized only to the extent that is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If there is unabsorbed depreciation or carry forward of losses under tax laws, deferred tax assets are recognized only to the extent that is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Deferred tax resulting from timing differences which originate during the tax holiday period but are expected to reversed after such tax holiday period is recognized in the year in which the timing difference originate using the tax rates and laws enacted or subsequently enacted at the Balance Sheet date.

At each Balance Sheet date, the company reassesses unrecognized deferred tax assets. It recognizes unrealized deferred tax assets to the extent it has become reasonably certain or virtually certain, as the case may be, that sufficient taxable income will be available against which the deferred tax can be realized.

As per Accounting Standard-22 (Accounting for tax on income), issued by the Institute of Chartered Accountants of India is as under:

Particulars	31.03.2016	31.03.2015
Deferred Tax (Liability)	(338.26)	(1065.18)

6. LEASE PAYMENTS AND RECEIPTS:

Lease payments have been made towards land at Chennai and amortised on a straight line basis during the period of lease.

Lease payments have been made towards Hire Purchase of Vehicles. Lease charges have been debited to the Statement o Profit and Loss based on the certificate issued by the Lessor. The Principal amount of lease due has been disclosed in the Balance Sheet under Secured Loans

7. The information required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. There are no over dues to parties on account of principal amount and/or interest and accordingly no additional disclosures have been made

8. IMPAIRMENT OF FIXED ASSETS:

There being no indication of impairment of Asset determined by the Company, no loss has been recognized on impairment loss.

9. BORROWING COST:

In respect of new units/major expansions, the interest paid/payable on borrowing funds, attributable to construction of building and acquisition/erection of Plant and machinery is capitalized up to the date of construction/acquisition/erection of aforesaid assets all other borrowing costs are charged to the statement of profit and loss. During the year under audit the below mentioned amount has been capitalized as per AS-16 issued by the Institute of chartered Accountants of India.

Borrowing Cost	Qualifying Asset
Plant & Machinery	4393786
Building	67041
Electricals	1509085

10. Expenditure incurred Rs. 53,00,603/- towards Right Issue of Shares and the same has been disclosed in the Balance Sheet under the head Miscellaneous Expenditure and would be written off over a period of five years after the completion of Rights Issues
11. Previous year figures are regrouped and reclassified whenever necessary to conform to the current year classification as per Schedule III of the Companies Act, 2013.

On behalf of the Board

Lalit Kumar Tulsiyan
Executive Chairman

Sanjay Tulsiyan
Managing Director

C Ramachandran
Director

Shantha Kumar RP
Chief Finance Officer

Laxmidhar Prusty
Company Secretary

For C.A PATEL & PATEL
Chartered Accountants
FR No. 005026 S

Bhavesh N Patel
Partner
M. No.26669
Place: Chennai
Date: 26th August, 2016

NOTES TO BALANCE SHEET

(₹ In Lacs)

	As at 31/03/2016	As at 31/03/2015
Note No. 2		
SHARE CAPITAL		
Authorised Share Capital		
1,60,00,000 Equity Shares of Rs. 10/- each	1,600.00	1,600.00
2,00,00,000 6% Non Convertible Redeemable Preference Shares of Rs. 10/- each	2,000.00	2,000.00
	3,600.00	3,600.00
Issued, Subscribed and Paid up		
1,44,60,182 (1,44,60,182) Equity Shares of Rs. 10/- each	1,469.52	1,469.52
2,43,597 (2,43,597) Equity Shares of Rs. 6/- each paid up	1,469.52	1,469.52
2,96,221 (2,96,221) Equity Shares of Rs. 3/- each paid up		
Shareholders holding more than 5% of Share Capital		
Lalit Kumar Tulsiyan	4,046,645.00	4,612,555.00
Sanjay Tulsiyan	4,475,481.00	4,475,481.00
Priya Tulsiyan	954,982.00	954,982.00
Alka Tulsiyan	751,130.00	751,130.00
Preference Share Capital	884.30	880.05
88,43,000 (88,00,500) NCR Preference Shares of Rs. 10/- each paid up		

Note No. 3
RESERVES AND SURPLUS

	As on 01/04/2015	Additions	Deletions	As on 31/03/2016
Share Premium	11881.23	38.25	-	11919.48
State Subsidy	10.00	-	-	10.00
Investment Allowance Reserve	59.39	-	-	59.39
General Reserve	2390.00	-	-	2390.00
Profit & Loss Account	(4367.50)	(3204.66)	(338.26)	(7233.90)
	9973.12	(3166.41)	(338.26)	7144.97
Less: Right Issue Expenses	50.80	2.21	-	53.01
Total	9922.32	(3168.62)	(338.26)	7091.96

Notes - (Contd)

(₹ In Lacs)

	As at 31/03/2016	As at 31/03/2015
Note No. 4		
LONG TERM BORROWINGS		
Secured Loans		
From Banks		
- Term loans Ref Sub Note 1	56,972.47	58,104.21
- Vehicle loans	9.78	76.15
	56,982.25	58,180.36
Note No. 5		
OTHER LONG TERM LIABILITIES		
Unsecured Loans		
From Body Corporate	4,310.68	4,325.79
From Directors	630.51	615.17
From Others	1,739.71	1,420.28
Interest Accured & Due	544.54	535.23
	7,225.44	6,896.48
Others	3,570.43	4,683.58
	10,795.87	11,580.06
Note No. 6		
LONG TERM PROVISIONS		
Provision for Taxation	-	-
Fringe Benefit Tax Payable	-	-
	-	-
Note No. 7		
SHORT TERM BORROWINGS		
Secured Working Capital Loans from Banks:		
Banks	18,379.68	17,971.30
Current Component of Long Term Borrowings Ref Sub Note 1	3,910.00	486.00
	22,289.68	18,457.30
Note No. 8		
TRADE PAYABLES		
Sundry Creditors :		
- For Supplies and Services	21,528.76	30,129.73
- For Expenses and Others	365.67	-
- For Project	-	19.30
	21,894.43	30,149.04
Note No.9		
OTHER CURRENT LIABILITIES		
Other Current Liabilities	316.27	27.64
Note No. 10		
SHORT TERM PROVISIONS		
Provision for Expenses/Tax	656.06	601.83
	656.06	601.83

**Note No. 11
Fixed Assets**

(₹ In Lacs)

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as at 1st April 2015	Additions upto 31st March, 2016	Sold upto 31st March, 2016	Cost as at 31st March, 2016	As on 1st April 2015	For the year upto 31st March, 2016	Adjusted on upto 31st March, 2016	Upto upto 31st March, 2016	As at 31st March, 2016	As at 31st March, 2015
Land	1365.40			1365.40					1365.40	1365.40
Land Leasehold	95.47			95.47	7.03	0.88		7.91	87.56	88.44
Factory Buildings	6028.65	31.23		6059.88	965.36	185.24		1150.60	4909.28	5063.29
Office Premises	20.69			20.69	8.47	0.96		9.43	11.26	12.22
Plant & Machinery	33865.07	980.91	214.19	34631.79	8681.14	1302.16	132.32	9850.98	24780.80	25183.92
Works Equipments	127.97	18.16		146.13	26.42	6.36		32.78	113.36	101.56
Lab Equipment	2.49	1.14		3.63	1.41	0.26		1.67	1.96	1.08
Office & Other Equip.	499.24	42.80		542.04	399.07	37.32		436.39	105.65	100.17
Vehicles	430.67		25.09	405.58	222.22	52.65	14.42	260.45	145.13	208.45
Total	42435.65	1074.24	239.28	43270.61	10311.12	1585.83	146.74	11750.21	31520.40	32124.53
Previous Year	42911.01	519.56	994.92	42435.65	9503.21	1720.96	913.05	10311.12	32124.53	33407.80

Note : Interest on borrowed capital of Rs. 59,69,912/- for the purchase of Fixed Assets has been capitalised as detailed below

Building	67041.00
Plant and Machinery	4393786.00
Electricals	1509085.00
Total	5969912.00

Notes - (Contd)	As at 31/03/2016	(₹ In Lacs) As at 31/03/2015
Note No. 12		
NON-CURRENT INVESTMENTS		
Long term, Unquoted, at cost	792.36	792.36
<u>Ref Sub Note 2</u>		
	792.36	792.36
Note No. 13		
LONG TERM LOANS AND ADVANCES		
Ref Sub Note 3	400.32	368.35
	400.32	368.35
Note No. 14		
OTHER NON-CURRENT ASSETS		
	267.77	265.73
	267.77	265.73
Note No. 15		
CURRENT INVESTMENTS	0.58	0.58
<u>Ref Sub Note 2</u>		
Note No. 16		
INVENTORIES		
(As valued and certified by the Management)		
Rawmaterials	3,318.25	4,903.25
Finished Goods	8,712.40	8,105.28
Stores	1,143.28	939.69
	13,173.93	13,948.21
Note No. 17		
TRADE RECEIVABLES		
(Unsecured and considered good)		
- Debts outstanding for more than six months	17,638.77	17,527.72
Other Debtors	14,471.11	20,894.08
	32,109.88	38,421.80
Note No. 18		
CASH AND CASH EQUIVALENTS		
Cash in hand	8.17	18.15
Balances with scheduled banks		
- in Current Accounts	193.22	2,004.26
- in Deposit Accounts	1,605.84	2,983.23
	1,807.23	5,005.64

Notes - (Contd)

(₹ In Lacs)

	As at 31/03/2016	As at 31/03/2015
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Note No. 19
SHORT-TERM LOANS AND ADVANCES

 (Unsecured considered good;
recoverable in cash or in kind
or for value to be received)

Deposits	3,115.18	3,873.86
Advance for supplies and expenses	123.63	7.80
Staff advances & Prepaid Expenses	152.48	552.33
Advances to Subsidiaries	268.13	225.83
Advances for Fixed Assets	756.85	747.40
	4,416.27	5,407.22

Note No. 20
OTHER CURRENT ASSETS

Refer Sub Note. 4

Note No. 21
Revenue from Operations

Domestic Sales FG	72,871.16	102,949.07
High Sea Sales	8,844.27	14,908.41
Export Sales	2,435.16	4,692.36
Excise Duty	5,165.44	6,313.16
Processing Charges	405.97	428.42
Duty Drawback/Rate Difference	0.78	116.97
	89,722.73	129,408.39
Excise Duty Collected	5,167.78	5,951.55
	84,554.95	123,456.84

Note No. 22
Other Income

Income from Windmills	113.48	162.79
Interest on term deposit	64.40	-
Interest Receipts	126.65	412.35
Dividend Received	5.67	22.53
Profit on sale of Fixed Assets	95.84	18.53
Rent Received	6.00	1.54
Service Charges received	-	28.00
Compensation for Power	40.92	-
Miscellaneous Income	4.51	86.85
	457.47	732.59
Less: Income from Wind Mill Set-off against Power & Fuel	113.48	162.79
	343.99	569.80

Notes - (Contd)

(₹ In Lacs)

	For the Year Ended 31/03/2016	For the Year Ended 31/03/2015
Note No. 23		
Consumption of Materials		
Raw Materials		
Opening Stock - 01/04/2015	3,047.90	2,904.41
Purchases	34,950.60	52,961.56
Materials Inward	1,176.50	2,024.98
Customs Duty/Exchange Difference	498.60	477.46
Expenses for Import Licence	341.15	403.26
	<u>36,966.85</u>	<u>55,867.24</u>
Less: Discount/Licence	123.09	137.90
	<u>398,91.66</u>	<u>55,729.34</u>
Closing Stock - 31/03/2016	2,162.67	3,047.90
(A) Cost of Materials Consumed	<u>37,728.99</u>	<u>55,585.85</u>
Stores		
Opening Stock - 01/04/2015	939.69	833.19
Purchases	2,188.81	2,308.39
Materials Inward	39.26	58.62
Closing Stock - 31/03/2016	1,143.28	939.69
(B) Cost of Materials Consumed	<u>2,024.49</u>	<u>2,260.51</u>
(C) Power Plant		
Opening Stock - 01/04/2015	1,677.23	1,505.74
Purchases	3,988.50	5,785.39
Materials Inward	1,195.21	493.62
Closing Stock - 31/03/2016	1,155.58	1,677.23
	<u>5,705.35</u>	<u>6,107.52</u>
Less: Charged to Power Plant Operation/Power Stock	<u>1,891.46</u>	<u>1,903.23</u>
(C) Cost of Material Consumed Power Plant	<u>3,813.89</u>	<u>4,204.29</u>
Cost of Materials Consumed -(A+B+C)	<u>43,567.37</u>	<u>62,050.65</u>
Purchase of Stock-in-trade	<u>23,553.99</u>	<u>47,507.89</u>
Increase/Decrease in Stock		
Finished Goods as on 31/03/2016	8,712.40	8,283.40
Finished Goods as on 01/04/2015	8,283.40	8,714.86
Net Change	<u>(429.00)</u>	<u>431.46</u>
Steel Scrap		
Imported	10876.67	10010.77
Percentage	64.48%	68.08%
Indegenous	5990.48	4693.47
Percentage	35.52%	31.92%

Notes - (Contd)

(₹ In Lacs)

	For the Year Ended 31/03/2016	For the Year Ended 31/03/2015
Ingot, Billet, Re-rollables		
Imported	1465.78	-
Percentage	11.51%	-
Indegenous	11265.87	33875.00
Percentage	88.49%	100.00%
Coal		
Imported	3813.89	5526.90
Percentage	100.00%	90.49%
Indegenous	-	580.63
Percentage	-	9.51%
Stores		
Imported	44.37	124.94
Percentage	2.19%	7.11%
Indegenous	1980.12	1631.50
Percentage	97.81%	92.89%
PP/HDPE Granules		
Imported	4513.95	2231.23
Percentage	55.52%	35.52%
Indegenous	3616.24	4050.56
Percentage	44.48%	64.48%
Note No. 24		
Employee benefit expense		
Salaries and Wages	2,757.11	2,625.24
Welfare Expenses	50.95	65.43
	<u>2,808.06</u>	<u>2,690.67</u>
Note No. 25		
Financial costs		
Interest	6,900.36	6,466.58
Other Finance Charges	1,925.31	1,043.32
	<u>8,825.67</u>	<u>7,509.91</u>

Notes - (Contd)

(₹ In Lacs)

**For the
Year Ended
31/03/2016**
**For the
Year Ended
31/03/2015**
Note No. 26
Other expenses

Power	2,298.88	1,814.78
Power Plant Charges	2,972.51	2,823.25
Repairs Machinery	175.25	170.84
Repairs Building	16.68	9.52
Other Mfg Expenses	65.34	79.02
Processing Charges	61.46	74.33
Insurance	16.54	25.87
Rent	48.98	50.79
Loss on Sale of Fixed Assets	-	6.81
Rates & Taxes	65.66	64.95
Legal & Consultancy Charges	83.73	81.72
Payment to Auditors	4.46	3.20
Transport Charges	350.14	475.15
Brokerage & Commission	96.82	87.42
Selling & Administration Expenses	1,430.33	878.22
Excise Duty Expenses	6.48	15.40
	<u>7,693.26</u>	<u>6,661.26</u>

Notes - (Contd)

(₹ In Lacs)

	For the Year Ended 31/03/2016	For the Year Ended 31/03/2015
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Sub Note 1
LONG TERM BORROWINGS
Secured Loans from Bank
Term Loan form Banks

Term Loan - Andhra Bank	8013.27	7688.18
Term Loan - Canara Bank	11433.75	12212.68
Term Loan - Syndicate Bank	3892.68	3848.79
Term Loan - Indian Overseas Bank	9076.73	9058.85
Term Loan - Shamrao Vithal Co-op Bank Ltd	1525.04	1485.68
WCTL/FITL - Andhra Bank	1914.22	1524.68
WCTL/FITL - Canara Bank	9624.65	8690.66
WCTL/FITL - Syndicate Bank	7190.54	6655.69
WCTL/FITL - State Bank of India	3262.50	3058.02
WCTL/FITL - Indian Overseas Bank	3026.36	2572.88
WCTL/FITL - Shamrao Vithal Co-op Bank Ltd	234.15	160.41
WCTL/FITL - IDBI	1665.70	1577.80
	60859.59	58534.34

Others

Tata Capital	0.00	15.90
Electronica Finance Ltd	22.88	39.97
	60882.47	58590.21

Less: Current Component on Longterm Borrowings	3910.00	129.00
	56972.47	58461.21

SHORT-TERM BORROWINGS
Working Capital

Canara Bank	6296.80	6812.33
Syndicate Bank	3262.69	2701.54
State Bank of India	4086.03	3862.34
Andhra Bank	960.31	910.84
IDBI Bank Ltd	1151.10	1026.45
Indian Overseas Bank	2622.75	2657.81
	18379.68	17971.30

Notes :

1. Against hypothecation of book debts, inventories & second charge on Fixed Assets of the Company
2. Secured by first charge on fixed assets on above loan
3. First Charge on Wind Mill. In addition, the above loans are also guaranteed by the directors
4. Secured by first charge on balance of fixed assets of the company. In addition, the above loans are also guaranteed by directors

Notes - (Contd)

(₹ In Lacs)

**For the
Year Ended
31/03/2016**
**For the
Year Ended
31/03/2015**
Sub Note 2
Non-current Investments

- 11,25,000 Equity Shares of ₹ 10/-each in Cosmic Global Limited *	112.50	112.50
- 50,000 Equity Shares of ₹ 10/- each in Tulsyani Power Limited *	5.00	5.00
- 49,400 Equity Shares of ₹ 10/- each Balaji Engineering & Galvanizing Limited *	4.94	4.94
- 64,89,200 Equity Shares of ₹ 10/- each Chitrakoot Steel & Power P Limited **	648.92	648.92
- 50000 Equity Shares of ₹ 10/-each in Color Peppers Media P Ltd**	5.00	5.00
- In Bonds of ₹ 100/- each in Krishana Bhagya Jala Nigam Ltd (17% Secured Redeemable NCB)	1.00	1.00
- 1,50,000 Equity Shares of ₹ 10/- in T. G. Logistics P Ltd**	15.00	15.00
	<hr/> 792.36 <hr/>	<hr/> 792.36 <hr/>

* Subsidiary Company

** Wholly Owned Subsidiary Company

Current Investments

In Govt. Securities	0.09	0.09
- 10 Equity Shares of ₹ 90/- each in Karnataka Woven Sacks Construction P Ltd.	0.01	0.01
- 864 Equity shares of ₹10 each in Syndicate (Market Value ₹ 99274/-)	0.43	0.43
- 50 Shares of ₹ 100/- each in The Shamrao Vithal Co-op Bank Ltd	0.05	0.05
	<hr/> 0.58 <hr/>	<hr/> 0.58 <hr/>

Sub Note 3
LONG TERM LOANS AND ADVANCES

Advance Income Tax Paid	191.74	173.76
Advance Income tax TDS	204.46	190.46
Advance Fringe Benefit tax	2.41	2.41
Advance TCS	1.71	1.71
	<hr/> 400.32 <hr/>	<hr/> 368.35 <hr/>

Notes - (Contd)

	For the Year Ended 31/03/2016	(₹ In Lacs For the Year Ended 31/03/2015
Sub Note 4		
Other Current Assets		
ADVANCE PAID	311.62	6.12
CST PAID UNDER PROTEST	32.55	-
CVD	292.44	112.32
DEPOSIT	0.58	0.58
DIVIDEND	5.63	22.50
DRAWBACK	480.81	702.91
EXCISE	3704.68	3530.44
IMPORT LICENCE	1677.13	1846.39
INSURANCE PREPAID	2.53	2.53
SALES TAX/EXPORT INCENTIVE	217.84	78.29
SALES TAX DEFERRAL	36.16	-
SERVICE TAX	1779.93	1484.10
VAT	2333.65	2701.42
	10875.54	10487.59



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Report of the Auditors to the Board of Directors of Tulsyani NEC Limited on the Consolidated Financial Statements of Tulsyani NEC Limited and its Subsidiaries

We have examined the attached consolidated Balance Sheet of Tulsyani NEC Limited and its subsidiaries Cosmic Global Limited, Chitrakoot Steel & Power Private Limited, Tulsyani Power Limited, Balaji Engineering & Galvanizing Limited, Color Peppers Media Private Limited and T.G. Logistics Private Limited as at 31st March, 2016 and the Consolidated Statement of Profit & Loss for the year ending as on that date.

These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are prepared, in all material respects, in accordance with an identical reporting framework and are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

The financial statements of Tulsyani NEC Limited incorporate the accounts of Cosmic Global Limited, Chitrakoot Steel & Power Pvt Limited, Tulsyani Power Limited, Balaji Engineering & Galvanizing Limited, Color Peppers Media Pvt Limited & T.G. Logistic Private Limited as at 31st March, 2016 which has been audited by their auditors and whose report has been considered by us.

We did not audit the financial statements of their subsidiaries Cosmic Global Limited, Chitrakoot Steel & Power Private Limited, Tulsyani Power Limited, Balaji Engineering & Galvanizing Limited and Color Peppers Media Private Limited and T.G. Logistic Private Limited as at 31st March, 2016 whose financial statements reflect total assets of ₹ 3839.29 Lakhs and gross revenue of ₹ (995.36) Lakhs for the year then ended. These financial statements have been audited by another auditor whose reports have been furnished to us, and our opinion, in so far as it relates to the amount included in respect of subsidiary, is based solely on report of the other auditor.

We report that the consolidated financial statements have been prepared in accordance with the requirements of AS-21- Consolidated Financial Statements issued by the Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of Tulsyani NEC Limited and its subsidiaries Cosmic Global Limited, Chitrakoot Steel & Power Private Limited, Tulsyani Power Limited, Balaji Engineering & Galvanizing Limited, Color Peppers Media Private Limited and T.G. Logistic Private Limited as at 31st March, 2016 included in the consolidated financial statements.

On the basis of the information and explanations given to us and on consideration of the separate audit reports on individual audited financial statements of Tulsyani NEC Limited and its aforesaid subsidiaries, the consolidated financial statements gives a true and fair view in conformity with the accounting principles generally accepted in India:

- a. in the case of the consolidated Balance Sheet of the consolidated state of affairs of Tulsyani NEC Limited and its subsidiaries as at 31st March, 2016
- b. in the case of the consolidated Statement of Profit & Loss of the consolidated results of operation of Tulsyani NEC Limited and its subsidiaries for the year ended on that date, and
- c. in the case of consolidated Cash Flow Statement, of the consolidated cash flow of Tulsyani NEC Limited and its subsidiaries for the year ended on that date

For C. A. Patel & Patel
Chartered Accountants
FRN 005026S

Bhavesh N Patel
Partner
M No. 26669

Place : Chennai
Date : 26th August, 2016

TULSYAN NEC LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

(₹ In Lacs)

Particulars	Note No.	As At March 31, 2016	As At March 31, 2015
I. EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	2	2353.82	2349.57
Reserves & Surplus	3	4970.00	8495.18
		<u>7323.82</u>	<u>10844.75</u>
Minority Interest		136.59	130.87
Non-Current Liabilities			
Long Term Borrowings	4	56995.34	59435.77
Deferred Tax Liabilities		2195.88	2534.14
Other Long Term Liabilities	5	11318.16	12095.52
Long Term Provisions	6	-	-
		<u>70509.38</u>	<u>74065.43</u>
Current Liabilities			
Short Term Borrowings	7	24279.93	19205.90
Trade Payables	8	23213.86	32030.33
Other Current Liabilities	9	1901.90	444.83
Short Term Provisions	10	1049.42	1001.94
		<u>50445.11</u>	<u>52683.00</u>
TOTAL		<u>128414.91</u>	<u>137724.05</u>
II. ASSETS			
Non-Current Assets			
Fixed Assets			
(i) Tangible assets	11	32453.93	33155.36
(ii) Capital work-in-progress		29211.34	26979.64
Non-Current Investments	12	1.03	1.03
Deferred tax assets (net)		919.64	598.36
Long Term Loans and Advances	13	887.55	800.72
Other Non-Current Assets	14	268.57	78.47
		<u>63742.06</u>	<u>61613.57</u>
Current assets			
		0.58	0.58
Current Investment	15	13890.96	15025.62
Inventories	16	33044.84	39437.66
Trade Receivables	17	1797.57	4930.91
Cash and Cash Equivalents	18	5060.24	6225.03
Short Term Loans and Advances	19	10878.67	10490.67
Other Current Assets	20	64672.85	76110.49
TOTAL		<u>128414.91</u>	<u>137724.05</u>

As per our Report of even date

On behalf of the Board

For **C.A. Patel & Patel**

Chartered Accountants

FR No. 005026 S

Sanjay Tulsyani

Managing Director

Lalit Kumar Tulsyani

Executive Chairman

Bhavesh N Patel

Partner

M. No. 26669

C. Ramachandran

Director

Shantha Kumar RP

Chief Financial Officer

Place : Chennai

Date : 26th August, 2016

Laxmidhar Prusty

Company Secretary

TULSHYAN NEC LIMITED
CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31ST MARCH 2016

(₹ In Lacs)

PARTICULARS	Note No	For the Year Ended 31 ST March 2016	For the Year Ended 31 ST March 2015
I. Revenue from operations	21	91871.97	129319.91
II. Other Income	22	366.44	621.74
III. Total Revenue (I +II)		92238.41	129941.65
IV. Expenses:			
Cost of materials consumed/Services Rendered	23	50519.16	67894.49
Purchase of Stock-in-Trade	23	23553.99	47507.89
Increase/Decrease in Stocks	23	(355.56)	120.48
Employee benefit expense	24	3229.91	3106.18
Financial costs	25	9121.09	7840.55
Other expenses	26	8166.34	7219.06
Depreciation and amortization expense	11	1693.75	1889.38
Total Expenses		95928.69	135578.03
V. Profit before exceptional and extraordinary items and tax	(III - IV)	(3690.28)	(5636.38)
VI. Exceptional Items		509.74	199.75
VII. Profit before extraordinary items and tax (V - VI)		(4200.02)	(5836.13)
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		(4200.02)	(5836.13)
X. Tax expense:			
(1) Current tax		16.49	5.25
(2) Deferred tax		(665.15)	(1563.03)
(3) MAT Credit Entitlement / Previous Year Tax		-	-
XI. Profit(Loss) from the period from continuing operations	(IX-X)	(3551.36)	(4278.36)
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		(3551.36)	(4278.36)
XVI. Earning per equity share:			
(1) Basic		(24.17)	(29.11)
(2) Diluted		(24.17)	(29.11)

As per our Report of even date

On behalf of the Board

 For **C.A. Patel & Patel**

Chartered Accountants

FR No. 005026 S

Bhavesh N Patel

Partner

M. No. 26669

Place : Chennai

 Date : 26th August, 2016

Sanjay Tulshyan

Managing Director

C. Ramachandran

Director

Laxmidhar Prusty

Company Secretary

Lalit Kumar Tulshyan

Executive Chairman

Shantha Kumar RP

Chief Financial Officer

TULSYAN NEC LIMITED
CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED 31st March 2016

(₹ In Lacs)

A CASH FLOW FROM OPERATING ACTIVITIES	2015-16	2014-15
Profit before Tax as per Statement of Profit & Loss	(4200.02)	(5836.13)
Non-cash Adjustments		
Depreciation	1693.75	1889.38
Depreciation on old assets sold	(175.85)	(989.82)
Dividend Income	(12.24)	(22.52)
Interest Expense	9121.09	6782.78
Interest Income	(193.33)	(424.36)
Right Issue/ Misc. Expenses incurred during the year	(2.21)	23.01
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	6231.19	1422.34
Adjustments for:		
Inventories	1134.66	(750.31)
Trade Receivables	6392.83	(3671.13)
Short-term Loans and Advances	776.79	(2300.71)
Long-term Loans and Advances	(276.93)	1039.20
Long-term Provisions	-	(766.07)
Other Long-Term Liabilities	(777.35)	(342.40)
Short-term Borrowing	5074.02	(9780.88)
Trade Payables	(8816.46)	(2694.25)
Other Current Liabilities	1457.07	(1442.24)
Short Term Provisions	73.96	(727.93)
Net Cash from Operating Activities before Income-tax	11269.79	(20014.37)
Income-tax Paid	(26.48)	(84.80)
NET CASH FROM OPERATING ACTIVITIES (A)	11243.22	(20099.17)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Tangible Assets and Payment towards CWIP	(3352.61)	(5429.14)
Proceeds from Sale of Fixed Assets	287.21	1076.23
Current/Non-current Investments	-	157.77
Interest Income	193.33	424.36
Dividend Income	12.24	22.52
NET CASH USED IN INVESTING ACTIVITIES (B)	(2859.83)	(3748.25)
C CASH FLOW FROM FINANCING ACTIVITIES		
(Repayment)/Proceeds from Long-term Borrowings	(2440.43)	32082.24
Interest Paid	(7184.55)	(6782.78)
Share Capital/Premium Received	44.71	1389.89
NET CASH USED IN FINANCING ACTIVITIES (C)	11516.81	26689.35
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS (D) =(A+B+C)	(3133.34)	2841.91
Cash and Cash Equivalents at the beginning of the year	4930.91	2088.99
Cash and Cash Equivalents at the end of the year	1797.57	4930.91

As per our Report of even date

On behalf of the Board

 For **C.A. Patel & Patel**

Chartered Accountants

FR No. 005026 S

Sanjay Tulsyam

Managing Director

Lalit Kumar Tulsyam

Executive Chairman

Bhavesh N Patel

Partner

M. No. 26669

Place : Chennai

 Date : 26th August, 2016

C. Ramachandran

Director

Laxmidhar Prusty

Company Secretary

Shantha Kumar RP

Chief Financial Officer

Note No. 1
NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

(All amounts in Rupees in lacs unless otherwise stated)

Nature of Operation:

Tulsyane NEC Limited is engaged in the Manufacturing TMT bars and Synthetics Woven Fabrics and Sacks. It has manufacturing plant at Chennai (Ambattur & Gummidipoondi) and Bangalore (Dodabalapur) and its subsidiaries are:

SI No	Name of the Company	Nature of Business	Shareholding
1	Cosmic Global Limited	IT Enabled Services	76.71%
2	Chitrakoot Steel & Power P Limited	Sponge Iron Manufacturing	100%
3	T.G. Logistics P Limited	Logistics	100%
4	Color Peppers Media P Limited	Media	100%
5	Tulsyane Power Limited	Power *	9.1%
6	Balaji Engineering & Galvanizing Limited	Galvanizing*	98.80%

* Commercial Operation not yet commenced

1. Significant Accounting Policies:
1.1 Basis of preparation of Financial Statements

- a. The financial statements are prepared under the historical cost convention on accrual basis of accounting to comply in all material respects with mandatory accounting standard as notified by the Companies(Accounting Standards) Rules, 2006 as amended ('the Rules') and the relevant provisions of the Companies Act, 1956 ('the Act').
- b. Accounting policies have been consistently applied by the company and the accounting policies not referred to otherwise, are in conformity with Generally Accepted Accounting Principles (GAAP).

1.2 Principles of Consolidation:

- a. Consolidated Financial Statements relate to Tulsyane NEC Limited, Chennai and its Subsidiaries (The Company).
- b. The Consolidated Financial Statements have been prepared on the following basis:
 - i) The Financial Statements of the Company and its Subsidiaries have been prepared on a line by line consolidation by adding the book values of like items of assets, liabilities, income and expenses as per the respective audited financial statements of the respective companies.
 - ii) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's individual financial statement.
 - iii) Minority Interest consists of the amount of equity attributable to the minority shareholders at the dates on which investments are made by the Company in the subsidiary companies and further movements in their share in equity subsequent to the dates of investments.

1.3 Fixed Assets and Depreciation

- a. Fixed Assets & Capital work in Progress :

Fixed assets are stated at cost, less accumulated depreciation and impairment losses, if any. Cost includes all expenditure necessary to bring the asset to its working condition for its intended use. Own manufactured assets are capitalized inclusive of all direct costs and attributable overhead.

Capital work-in-progress comprises of amount paid to acquire fixed assets and the cost of fixed assets that are not yet ready for their intended use as at the balance sheet date.

Assets held for disposal are stated at the lower of net book value and the estimated net realizable value.

- b. Financial costs incurred up to the date of commissioning of assets are capitalised.
- c. Depreciation has been provided as follows:
- Under WDV method on assets acquired up to 31.12.1985 at the then prevailing rates.
 - Under SLM method on assets acquired after 31.12.1985 and up to 15.12.1993 at the rates as originally prescribed in Schedule XIV to the Companies Act,1956, and on assets acquired thereafter at the revised rates as per Notification GSR 756(E) dated 16.12.1993.
 - Depreciation on revaluation is adjusted against Revaluation Reserve.
 - Cost of Leasehold land is amortised over the lease period.
- v) Plant and Machinery and Furniture and Fittings which cost are less than ₹ 5000/- each are depreciable at the rate of 100% in the year of purchase.**

Depreciation

Type of asset	Useful Life Years
Land	NIL
Factory buildings	30 Years
Office premises	30 Years
Plant and machinery:	
Manufacturing Steel	20 Years
Power Plant	40 Years
Computer	6 Years
Lab equipments	10 Years
Office and other equipments	5 Years
vehicles	10 Years

Amortisation

Type of assets	Basis
Land Leasehold	Period of lease
ERP software	Straight line basis over a period of five years

1.4 Contingent Liabilities

All liabilities have been provided for in the accounts except liabilities of a contingent nature, which have been disclosed at their estimated value in the Notes to the Financial Statements wherever practicable.

Particulars	As on 31.03.2016	As on 31.03.2015
Guarantees Outstanding	5.09	5.09
FLC with Bank	-	-
Entry Tax	80.44	80.44
Excise Duty	9.96	9.96

During the Financial Year 2015-16, the company's loans and liabilities with the Banks were restructured under the "Corporate Debt Restructuring" Scheme. As per the said scheme, the company repayment obligations were deferred/ restructured. Further the Banks have provided certain reliefs/ sacrifices / waivers by reducing the rate of interest from applicable rates of each bank to 11% per annum. Interest on the restructured loans have been provided for in the books at lowered rates of interest. The Masters restructuring Agreement entered into between the company and the banks' provides a "Right of Recompense" on the reliefs/ sacrifices as per the CDR guidelines. The total value of such sacrifices/ reliefs/ waivers as on 31st Mar 2016 is ₹ 16.63 Crores (PY ₹ 6.46 Crores).

The Company has executed (During the year 2009-10 and 2011-12) Corporate Guarantee in favour of the Shamrao Vithal Co-operative Bank Limited, Mumbai for the loan taken by M/s. Chitrakoot Steel and Power Pvt. Ltd., wholly owned subsidiary of the Company, for ₹ 25.00 Crores

The Company received notices from Commercial Tax Department for reversing the ineligible Input tax credit taken for ₹ 18,82,267/- and ₹ 14,21,602/- for the financial year 2012-13 and 2013-14 respectively. The Company appealed in the Honourable High Court of Madras, by remitting 25% of Demand Amount

The company has received a notice from the office of the Director General of Foreign Trade, Bangalore, asking to show cause as to why penalty upto 5 times of the CIF value of goods imported of a value of Rs.44.34 Crores imposed in respect of 44 Advance licenses for alleged non completion of the export obligations in respect of those licenses. The company has represented to the said authority that the Export obligation has indeed been completed and has submitted documents required and has sought issue of Export Obligation Discharge Certificate. Management is of the opinion that the no liability would arise in respect thereof.

1.5 Foreign Exchange Transactions:

All foreign currency transactions are recorded at the average exchange rate prevailing during the transaction occurs. Outstanding balances of foreign currency monetary items are reported using the period end rates. Pursuant to the notification of the companies (Accounting Standard) amendment Rules 2009 issued by the Ministry of Corporate Affairs on 31st March 2009 amending Accounting Standard-11(AS-11), the effect of changes in Foreign Exchange Rates (Revised 2003), exchange difference relating to long term monetary items are dealt with in the following manner

Exchange difference relating to long term monetary items, arising during the year, in so far as they relate to the acquisition of depreciable capital asset are added to/deducted from the cost of the assets and depreciated over the balance life of the asset.

In other cases, such difference are accumulated in the "Foreign Currency Translation Difference Account" and amortized to the profit and loss account over the balance life of the long term monetary item but not beyond 31st March, 2012.

All other exchange difference are recognized as income or expenses in the profit and loss account (discloses separately under the head Exceptional items in the Schedule-VI, Part-II of the Companies Act, 1956). Foreign exchange transactions are as follows:

Transactions	As on 31.03.2015	As on 31.03.2015
CIF Value of imports (Raw materials)	16300.64	16231.73
Earnings in foreign Exchange (FOB)	2284.40	4403.05
Exchange in Foreign currency for other matters	30.99	50.92
Interest paid on \$ Loan		-
Loan Paid		-
Tangible Assets in Capital Work-in-Progress		-

During the year foreign exchange transaction towards Royalty, know-how, professional fees & consultant fees were NIL. Hence not disclosed in the notes on accounts.

1.6 Other Significant Accounting Policies :

These are set out in the Notes to the Financial Statements of the Company and its Subsidiaries.

2. Segment Reporting

A. Primary Segment Reporting - by Business Segment on Type of Products

Segments have been identified in line with the Accounting Standard on Segment Reporting (AS 17), taking into account the type of products and differential risk and returns of the segments

The Company and its subsidiaries have two products viz. Steel and Synthetic and three services viz. IT Enabled Services, Logistics and Media

1	Sales/ Other income	Steel	Power	Synthetic	ITES	Logistics	Media	Total
(i)	Sales- External	67854.96	9707.05	11324.57	865.41	2119.97	0.00	91871.96
(ii)	Sales- Inter-segment	-	1253.42	-				1253.42
(iii)	Other Income-External	274.06	-	78.80	7.32	6.27	0.00	366.45
(iv)	Other Income-Inter-segment	-	-	-				-
	Less: Sales-Inter-segment		1253.42					1253.42
	Total	68129.92	9707.05	11403.37	872.73	2126.26	0.00	92238.41

	Sales/ Other income	Steel	Power	Synthetic	ITES	Logistics	Media	Total
2	Segment Results							
	Profit/(Loss) before interest & Tax	2366.92	2927.17	(436.31)	40.59	26.05	(3.35)	4921.07
	Less: Interest (unallocable charge)							9121.09
	Profit/(Loss) after interest							(4200.02)
	Less: Other unallocable expense							-
	Profit/(Loss) before Tax							(4200.02)
B.	Other Information*							
	Segment assets	64822.95	49210.44	13787.26	1014.00	205.13	114.00	129153.77
	Adj: Eliminations	59868.24	0.00	(59737.12)	0.00	127.71	(258.83)	-
		124691.18	49210.44	(45949.86)	1014.00	332.84	114.00	129153.77
	Segment Liabilities	64887.22	49210.44	13787.26	1014.00	205.13	114.00	129153.77
	Capital Employed	64822.95	37525.55	5130.03	373.08	138.71	9144.99	66669.41
	Capital Expenditure (Fixed Assets)	924.78	103.52	63.16	12.25	0.00	0.00	1103.71
	Depreciation	842.06	580.92	240.23	17.84	11.90	0.79	1693.75

*Figures related to Tulsyan Power Limited and Balaji Engineering & Galvanizing Limited have not been included, since commercial operation not yet commenced

3. Related parties Disclosure

Disclosure as required by Accounting Standards 18 "Related Party Disclosures" are given below

a) List of Related Parties

1. Cosmic Global Limited	Subsidiary
2. Chitrakoot Steel & Power P Ltd	Subsidiary
3. Tulsyan Power Limited	Subsidiary
4. Balaji Engineering & Galvanizing Ltd	Subsidiary
5. Color Peppers Media P Ltd.	Subsidiary
6. T G Logistics P Ltd	Subsidiary
7. Tulsyan Smelters P Ltd	Associate
8. Shri Lalit Kumar Tulsyan	Executive Chairman/Key Management Person
9. Shri Sanjay Tulsyan	Managing Director/Key Management Person
10. Shri Sanjay Agarwalla	Whole-time Director/Key Management Person
11. Shri Shantha Kumar RP	Chief Financial Officer/ Key Management Person

b) Transaction with related parties

Purchase of Goods – Subsidiary	2637.17 (Chitrakoot Steel & Power P Ltd)
Sale of Goods – Subsidiary	107.79 (Chitrakoot Steel & Power P Ltd)
Sale of Goods – Associates	625.53 (Tulsyan Smelters P Ltd)
Purchase of Fixed Assets – Associates	NIL
Sale of Fixed Assets – Associates	NIL
Rendering Services – Associates	NIL
Receiving Services – Subsidiary	699.93 (TG Logistics Private Limited)
Receiving Services – Associates	63.15 (Tulsyan Smelters Private Limited)

Agency Arrangements	NIL
Leasing or Hire Purchase Arrangement – Associates	NIL
Transfer of Research & Development	NIL
Licence Agreements	NIL
Interest Paid	NIL

Outstanding balances as on 31.03.2016

Amount Receivable (Associates and Subsidiaries)	261.60
Amount Payable (Associates and Key Management Persons)	600.10
Equity Contribution in Subsidiary in Cash	791.36
Guarantees and collaterals	NIL
Payment towards Management (Employment) contracts	168.12

Key Management Personnel

- The information required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. There are no over dues to parties on account of principal amount and/or interest and accordingly no additional disclosures have been made.
- Previous year figures are regrouped and reclassified whenever necessary to conform to the current year classification as per Revised Schedule VI of the Companies Act, 1956.

As per our Report of even date

On behalf of the Board

For **C.A. Patel & Patel**

Chartered Accountants

FR No. 005026 S

Bhavesh N Patel

Partner

M. No. 26669

Place : Chennai

Date : 26th August, 2016

Sanjay Tulsyan

Managing Director

C. Ramachandran

Director

Laxmidhar Prusty

Company Secretary

Lalit Kumar Tulsyan

Executive Chairman

Shantha Kumar RP

Chief Financial Officer

(₹ In Lakhs)

As at	As at
31/03/2016	31/03/2015

Note No. 2
SHARE CAPITAL
Authorised Share Capital

1,60,00,000 Equity Shares of ₹10/- each	3600.00	3600.00
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2,00,00,000 6% Non Convertible Redeemable Preference Shares of ₹10/- each		
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Issued, Subscribed and Paid up

1,44,60,182 (1,44,57,382) Equity Shares of ₹10/- each	1469.52	1469.52
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2,43,597 (2,46,397) Equity Shares of ₹6/- each paid up	1469.52	1469.52
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2,96,221 (2,96,221) Equity Shares of ₹3/- each paid up		
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Preference Share Capital

88,00,500 (73,60,500) NCR	884.30	880.05
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Preference Shares of ₹ 10/- each paid up		
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Note No. 3
RESERVES AND SURPLUS

	As on 01/04/2015	Additions	Deletions	As on 31/03/2016
Share Premium	11881.23	38.25		11919.48
State Subsidy	10.00			10.00
Investment Allowance Reserve	59.39			59.39
General Reserve	2390.00			2390.00
Profit & Loss Account	(5933.41)	(4200.02)	(620.54)	(9512.89)
Share Application Money	0.00			0.00
Capital Reserve	138.78		(18.24)	157.02
	8545.98	(4161.77)	(638.78)	5 022.99
Less: Right Issue Expenses	50.80	2.21	-	53.01
	8495.18	(4163.98)	(638.78)	4970.00

Note No. 4
LONG TERM BORROWINGS
Secured Loans
From Banks

- Term loans Ref Sub Note 1	56980.98	59359.61
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- Vehicle loans	14.36	76.15
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	56995.34	59435.77
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(₹ In Lakhs)

	As at 31/03/2016	As at 31/03/2015
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Note No. 5
OTHER LONG TERM LIABILITIES
Unsecured Loans

From Body Corporate	4578.82	4587.09
From Directors	630.51	615.17
From Others	1793.48	1474.06
From Related Parties	200.39	200.39
Interest Accrued & Due	544.54	535.23
	7747.74	7411.93
Others	3570.43	4683.58
	11318.17	12095.52

Note No. 6
LONG TERM PROVISIONS

Provision for Taxation	-	-
Fringe Benefit Tax Payable	-	-
	-	-

Note No. 7
SHORT TERM BORROWINGS
Secured Working Capital Loans from Banks:

Banks <i>Ref Sub Note 1</i>	19152.25	18719.91
Current Component of Long Term Borrowings	5127.68	486.00
	24279.93	19205.90

Note No. 8
TRADE PAYABLES

Sundry Creditors :

- For Supplies and Services	22626.33	31772.16
- For Expenses and Others	583.19	238.86
- For Project/Capital Equipment	4.35	19.29
	23213.86	32030.33

Note No. 9
OTHER CURRENT LIABILITIES

Other Current Liabilities	1901.90	444.83
	1901.90	444.83

Note No. 10
SHORT TERM PROVISIONS

Provision for Expenses/Tax	1040.60	966.64
Provision for Dividend	7.33	29.33
Corporate Dividend Tax	1.49	5.97
	1049.43	1001.94

Note No. 11
FIXED ASSETS
(₹ In Lakhs)

Description	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	Cost as at 1st April 2015	Additions upto 31st March, 2016	Sold upto 31st March, 2015	Cost as at 31st March, 2016	As on 1st April 2015	For the year upto 31st March, 2016	Adjusted on upto 31st March, 2016	Upto upto 31st March, 2016	As at 31st March, 2016	As at 31st March, 2015
Land	1477.40			1477.40					1477.40	1477.40
Land Leasehold	95.47			95.47	7.03	0.88		7.91	87.56	88.44
Factory Buildings	6927.69	31.23		6958.92	1193.47	215.02		1408.49	5550.43	5734.22
Office Premises	20.69			20.69	8.47	0.96		9.43	11.26	12.22
Plant & Machinery	35106.46	988.76	214.19	35881.03	9804.88	1346.33	132.32	11018.89	24862.14	25301.58
Works Equipments	162.48	18.16		180.64	59.64	6.36		66.00	114.64	102.84
Lab Equipment	12.98	1.14		14.12	4.99	1.37		6.36	7.76	7.99
Office & Other Equip.	733.01	55.05	2.14	785.92	581.14	55.26	2.10	634.30	151.62	151.87
Vehicles	621.05	9.36	70.88	559.53	342.25	67.59	41.43	368.41	191.12	278.80
Total	45157.23	1103.70	287.21	45973.72	12001.87	1693.77	175.85	13519.79	32453.93	33155.36
Previous Year	45673.93	536.59	1076.23	45134.23	11079.38	1889.38	989.83	12001.87	33155.36	34594.55

	As at 31/03/2016	(₹ In Lakhs) As at 31/03/2015
Note No. 12		
NON-CURRENT INVESTMENTS		
<u>Long term, Unquoted, at cost</u>	1.03	1.03
<i>Ref Sub Note 2</i>		
	<u>1.03</u>	<u>1.03</u>
Note No. 13		
LONG TERM LOANS AND ADVANCES		
<i>Ref Sub Note 3</i>		
	<u>887.55</u>	<u>800.72</u>
	887.55	800.72
Note No. 14		
OTHER NON-CURRENT ASSETS		
	<u>268.57</u>	<u>78.47</u>
	268.57	78.47
Note No. 15		
Current Investments	<u>0.58</u>	<u>0.58</u>
Note No. 16		
INVENTORIES		
(As valued and certified by the Management)		
Rawmaterials	3663.99	5532.56
Finished Goods	9083.69	8553.37
Stores	1143.28	939.69
	<u>13890.96</u>	<u>15025.62</u>
Note No. 17		
TRADE RECEIVABLES		
(Unsecured)		
- Debts outstanding for more than six months	18307.62	17735.45
- Other Debtors	14737.22	21702.22
	<u>33044.84</u>	<u>39437.66</u>
Note No. 18		
CASH AND CASH EQUIVALENTS		
Cash in hand	31.05	21.95
Balances with scheduled banks		
- in Current Accounts	146.44	1906.70
- in Deposit Accounts	1620.07	3002.26
	<u>1797.57</u>	<u>4930.91</u>

(₹ In Lakhs)

	As at 31/03/2016	As at 31/03/2015
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Note No. 19
SHORT-TERM LOANS AND ADVANCES

(Unsecured considered good; recoverable in cash or in kind or for value to be received)

Deposits	3363.18	4225.92
Advance for supplies and expenses	476.55	406.33
Staff advances & Prepaid Expenses	169.31	561.50
Advances to Subsidiaries	268.14	261.77
Advances for Fixed Assets	756.85	747.40
Advance Tax	26.20	22.12
	5060.23	6225.03

Note No. 20
OTHER CURRENT ASSETS
Ref Sub Note 4

	10878.67	10490.67
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Minority Interest

Minority Interest	136.59	130.87
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Note No. 21
REVENUE FROM OPERATIONS

Domestic Sales FG	86047.05	120710.93
Export Sales	2435.16	4692.35
Excise Duty	5559.09	9246.09
Processing Charges	405.92	428.42
Duty Drawback	0.78	117.66
Service Charges/Sponsorship Received	2985.40	3008.93
	97433.40	138204.39
Excise Duty Collected	5561.43	8884.49
	91871.97	129319.91

Note No. 22
Other Income

Income from Windmills	113.48	162.79
Interest Receipts	193.33	424.36
Dividend Received	12.24	22.52
Profit on sale of FA	96.15	57.99
Rent Received	6.00	1.54
Service Charges received	0.00	28.00
Compensation for Power	40.92	0.00
Share Premium - Buildmet Received	0.00	86.86
Miscellaneous Income	17.80	0.48
	479.92	784.53
Less: Income from Wind Mill	113.48	162.79
	366.44	621.74

(₹ In Lakhs)

Note No. 23
CONSUMPTION OF MATERIALS
Raw Materials

	For the year ended 31/03/2016	For the year ended 31/03/2015
Opening Stock - 01/04/2015	3611.57	2950.83
Purchases	39201.43	56906.39
Materials Inward	1176.50	2024.98
Customs Duty	498.60	477.46
Expenses for Import Licence	341.15	403.26
	<u>41217.68</u>	<u>59812.08</u>
Less: Discount/Licence	123.09	137.90
	<u>41094.59</u>	<u>59674.19</u>
Closing Stock - 31/03/2016	2444.00	3611.57
Cost of Materials Consumed (A)	<u>42262.16</u>	<u>59013.44</u>

Stores

Opening Stock - 01/04/2015	939.69	833.19
Purchases	2188.81	2308.39
Materials Inward	39.26	58.62
Closing Stock - 31/03/2016	1143.28	939.69
Cost of Materials Consumed(B)	<u>2024.48</u>	<u>2260.51</u>

(C) Power Plant

Opening Stock - 01/04/2015	1677.23	1505.74
Purchases	3988.50	5785.39
Materials Inward	1195.21	493.62
Closing Stock - 31/03/2016	1155.58	1677.23
	<u>5705.36</u>	<u>6107.52</u>
Less: Charged to Power Plant Operation/Power Stock	1891.46	1903.23
(C) Cost of Material Consumed Power Plant	<u>3813.90</u>	<u>4204.29</u>

Cost of Services Rendered

2418.64

2639.30

Cost of Materials Consumed - (A+B+C)
50519.16
68117.54
Purchase of Stock-in-trade
23553.9
43708.64
Increase/Decrease in Stock

Finished Goods as on 31/03/2016	9087.04	8731.48
Finished Goods as on 01/04/2015	8731.48	8851.97
Change	<u>(355.56)</u>	<u>120.47</u>
Net Change	<u>(355.56)</u>	<u>120.47</u>

Steel Scrap

Imported	10876.67	10010.77
Percentage	64.48%	68.08%
Indegenous	5990.48	4693.47
Percentage	35.52%	0.32%

(₹ In Lakhs)

	For the year ended 31/03/2016	For the year ended 31/03/2015
Ingot, Billet, Re-rollables		
Imported	1465.78	-
Percentage	11.51%	-
Indegenous	11265.87	33875.00
Percentage	88.49%	100%
Coal		
Imported	3813.89	5526.90
Percentage	100.00%	90.49%
Indegenous	0.00	580.63
Percentage	0.00%	9.51%
Stores		
Imported	44.37	124.94
Percentage	2.19%	7.11%
Indegenous	1980.12	1631.50
Percentage	97.81%	92.89%
PP/HDPE Granules		
Imported	4513.95	2231.23
Percentage	55.52%	35.52%
Indegenous	3616.24	4050.56
Percentage	44.48%	64.48%
Iron Ore		
Imported	-	596.25
Percentage	-	25.79%
Indegenous	2765.64	1715.51
Percentage	100%	74.21%
Coal		
Imported	-	372.24
Percentage	-	39.42%
Indegenous	1009.32	572.12
Percentage	100%	60.58%
Dolomite		
Indegenous	27.04	10.17
Percentage	100%	100%

(₹ In Lakhs)

	As at 31/03/2016	As at 31/03/2015
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Note No. 24
EMPLOYEE BENEFIT EXPENSE

Salaries and Wages	3170.14	3034.66
Welfare Expenses	59.77	71.52
	3229.91	3106.18

Note No. 25
Financial costs

Interest	7184.55	6782.78
Other Finance Charges	1936.54	1057.77
	9121.09	7840.55

Note No. 26
OTHER EXPENSES

Power	2466.12	1971.09
Power Plant Charges	2972.51	2823.25
Repairs Machinery	183.93	178.17
Repairs Building	16.68	9.52
Other Mfg Expenses	277.38	347.04
Processing Charges	61.46	74.33
Insurance	18.30	29.27
Rent	76.12	76.71
Loss on Sale of Fixed Assets	1.81	6.81
Rates & Taxes	73.91	73.70
Legal & Consultancy Charges	87.09	85.86
Payment to Auditors	8.71	7.51
Transport Charges	350.14	479.96
Brokerage & Commission	96.82	87.42
Selling & Administration Expenses	1468.87	953.02
Excise Duty Expenses	6.48	15.40
	8166.34	7219.06

(₹ In Lakhs)

Sub Note 1

	Year Ended 31/03/2016	Year Ended 31/03/2015
--	--------------------------	--------------------------

LONG TERM BORROWINGS
Secured Loans from Bank
Term Loan form Banks

Term Loan - Andhra Bank	8013.27	7688.18
Term Loan - Canara Bank	11433.74	12212.68
Term Loan - Syndicate Bank	3892.68	3848.79
Term Loan - Indian Overseas Bank	9076.73	9058.85
Term Loan - Shamrao Vithal Co-op Bank Ltd	2742.72	1485.68
WCTL/FITL - Andhra Bank	1914.23	1524.68
WCTL/FITL - Canara Bank	9624.65	8690.66
WCTL/FITL - Syndicate Bank	7190.54	6655.69
WCTL/FITL - State Bank of India	3262.50	3058.02
WCTL/FITL - Indian Overseas Bank	3026.36	2572.88
WCTL/FITL - Shamrao Vithal Co-op Bank Ltd	234.15	1375.01
WCTL/FITL - IDBI	1665.70	1577.80
	62077.28	59748.93
Tata Capital	-	15.90
Electronica Finance Ltd	22.89	39.97
Sundaram Finance Ltd	8.51	40.80
	62108.66	59845.61
Less: Current Component on Longterm Borrowings	5127.68	486.00
	56980.98	59359.61

SHORT-TERM BORROWINGS
Working Capital

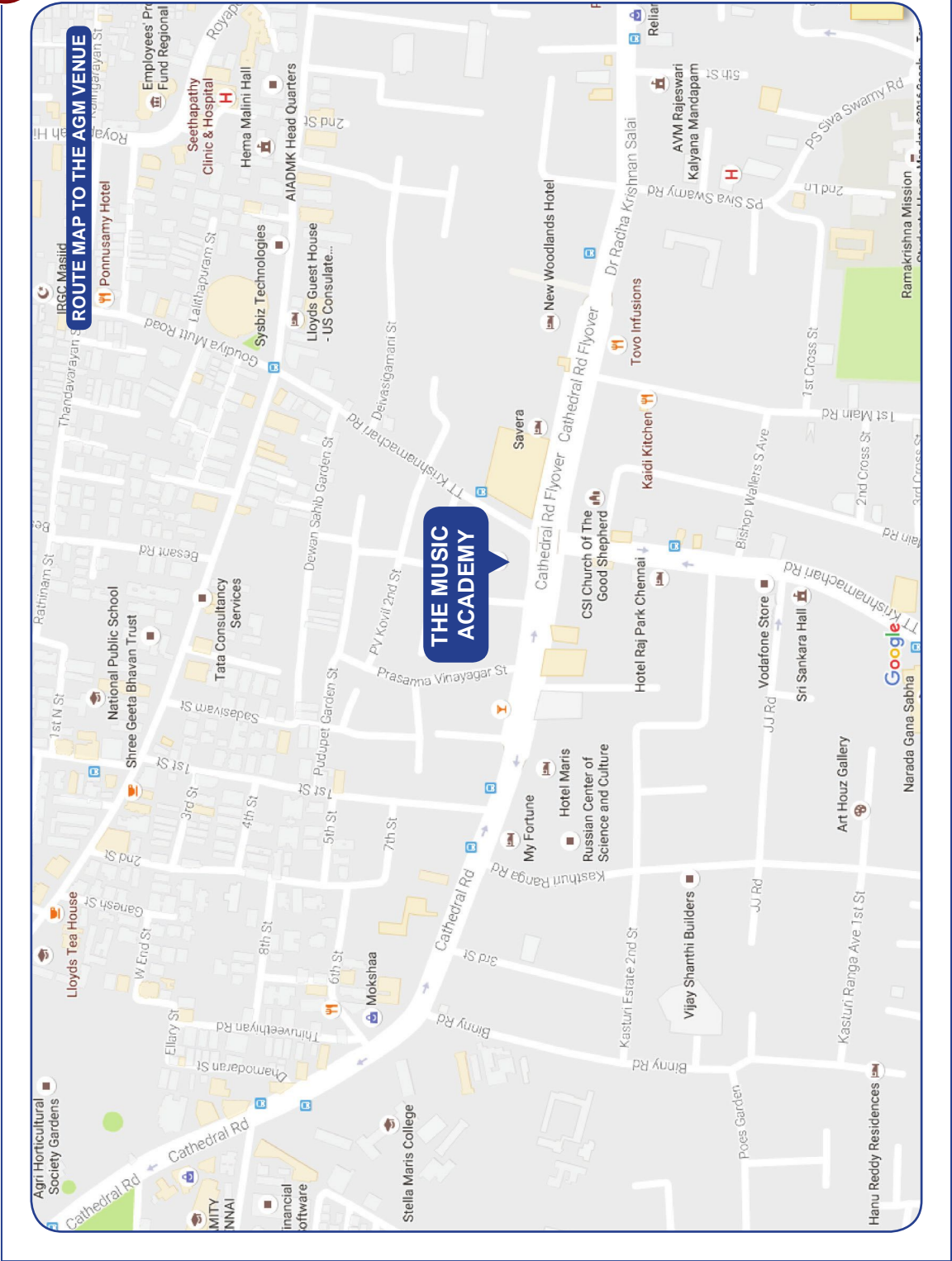
Canara Bank	6296.80	6812.34
Syndicate Bank	3262.69	2701.53
State Bank of India	4086.04	3862.34
Andhra Bank	960.30	910.84
IDBI Bank Ltd	1151.10	1026.45
Indian Overseas Bank	2622.75	2657.81
Shamrao Vithal Co-op Bank Ltd	772.57	748.61
	19152.25	18719.91

	Year Ended 31/03/2016	(₹ In Lakhs) Year Ended 31/03/2015
Sub Note 2		
NON-CURRENT INVESTMENTS		
- In Bonds of ₹ 100/- each in Krishana Bhagya Jaala Nigam Ltd. (17% Secured Redeemable NCB)	1.00	1.00
- 25 Shares of ₹ 100/- each in The Shamrao Vithal Co-op Bank Ltd	0.03	0.03
	<u>1.03</u>	<u>1.03</u>

CURRENT INVESTMENTS		
In Govt. Securities	0.09	0.09
- 10 Equity Shares of ₹ 90/- each in Karnataka Woven Sacks Construction P Ltd.	0.01	0.01
- 864 Equity shares of ₹ 10 each in Syndicate (Market Value ₹ 88249/-)	0.43	0.43
- 50 Shares of ₹ 100/- each in The Shamrao Vithal Co-op Bank Ltd	0.05	0.05
	<u>0.58</u>	<u>0.58</u>

Sub Note 3		
LONG TERM LOANS AND ADVANCES		
Advance Income Tax Paid	571.76	478.40
Advance Income tax TDS	204.45	190.46
Advance Fringe Benefit tax	2.41	2.41
Advance TCS	1.71	1.71
MAT Credit	48.45	48.45
Others	58.77	79.29
	<u>887.55</u>	<u>800.72</u>

Sub Note 4		
OTHER CURRENT ASSETS		
ADVANCE PAID	311.62	6.12
CST PAID UNDER PROTEST	32.54	-
CVD	292.44	112.32
DEPOSIT	0.58	0.58
DIVIDEND	5.63	22.50
DRAWBACK	480.81	702.91
EXCISE	3704.68	3530.44
IMPORT LICENCE	1677.12	1846.39
INSURANCE PREPAID	2.53	2.53
SALES TAX/EXPORT INCENTIVE	217.84	78.29
SALES TAX DEFERRAL	36.16	-
SERVICE TAX	1782.24	1486.35
VAT	2333.66	2701.42
TDS	0.82	0.82
	<u>10878.67</u>	<u>10490.67</u>





TULSYAN NEC LTD

CIN: L28920TN1947PLC007437

Registered Office: 61, Sembudoss Street, Chennai - 600 001.

Corporate Office: Apex Plaza, 1st Floor, No 3, Nungambakkam High Road, Chennai - 600 034,

Tel. : +91 44 3918 1060 / 3912 0756, Fax : +91 44 3918 1097

E-mail: investor@tulsyanec.in Web site: www.tulsyanec.in



TULSYAN NEC LIMITED

CIN: L28920TN1947PLC007437

Registered Office: 61, Sembudoss Street, 1st Floor, Chennai 600 001, Tamil Nadu.

Website: www.tulsyannec.in, E-mail: investor@tulsyannec.in

Tel: 044-3918 1060, Fax: 044-3918 1097

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP Id* :

Client Id* :

Folio No. :

No. of Shares :

Name and Address of the Shareholder / Proxy :

.....

.....

I certify that I am a member / proxy / authorised representative for the member of the Company.

I hereby record my presence at the **69th Annual General Meeting** of the Company held on Monday, the 26th day of September, 2016 at 03.30 P.M at "The Music Academy, (Mini Hall)", New No. 168, T.T.K. Road, Royapettah, Chennai, Tamilnadu-600014.

Signature of Shareholder / Proxy

Note :

- Members are requested to –
 - Avoid being accompanied by non-members and/or relatives or children ;
 - Bring their copies of annual report to the meeting, as the Company will not be able to provide another copy in view of the increased cost of paper and printing expenses ;
 - Members holding shares in physical form are requested to advise the change in their address, if any, to M/s. Cameo Corporate Services Limited, Subramanian Building, No.1, Club House Road, Chennai 600002, quoting their Folio Number(s). Members holding shares in electronic form may update such details with their respective Depository Participant(s)
- Electronic Copy of the Annual Report for the financial year 2015-2016 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form are being sent to all the members whose email address is registered with the Company / Depository Participant / RTA unless any member has requested for a hard copy of the same. Members receiving electronic copy of Annual Report along with Attendance Slip and proxy form are requested to bring the printout of the Attendance Slip for attending the AGM.
- * Applicable for investors holding shares in demat form.





TULSYAN NEC LIMITED

CIN: L28920TN1947PLC007437

Registered Office: 61, Sembudoss Street, 1st Floor, Chennai 600 001, Tamil Nadu.

Website: www.tulsyannec.in, E-mail: investor@tulsyannec.in

Tel: 044-3918 1060, Fax: 044-3918 1097

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : **TULSYAN NEC LIMITED**
CIN : L28920TN1947PLC007437
Registered office: : No.61, Sembudoss Street, 1st Floor, Chennai – 600001, Tamil Nadu
Name of the member(s) :
Registered Address :
E-mail ID :
Folio No/Client ID :
DP ID :
I/We, being the member(s) holding _____ shares of the above named company, hereby appoint

1.Name : _____
Address : _____
E-mail ID : _____
Signature : _____ or failing him

2.Name : _____
Address : _____
E-mail ID : _____
Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 69th Annual General Meeting of the Company to be held on Monday, the 26th day of September, 2016 at 03:30 P.M. at "The Music Academy, (Mini Hall)", New No. 168, T.T.K. Road, Royapettah, Chennai, Tamil Nadu - 600014 and at any adjournment thereof in respect of such resolutions as indicated below:

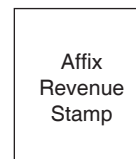
Resolution No.	Description	Special / Ordinary	Optional	
			For	Against
1	Adoption of Financial Statements and Directors' Report for the year ended March 31, 2016	Ordinary		
2	Appointment of a Director in place of Mr. Sanjay Agarwalla, who retires by rotation and being eligible, seeks reappointment.	Ordinary		

Resolution No.	Description	Special / Ordinary	Optional	
			For	Against
3	Appointment of Statutory Auditors to fill the Casual Vacancy	Ordinary		
4	Ratification of Remuneration payable to Messrs Murthy & Co. LLP as Cost Auditor for the Financial Year 2016-2017	Ordinary		
5	Approval for Re-Appointment and Remuneration to Shri Sanjay Agarwalla, as Whole-time Director.	Special		
6	Approval for Re-Appointment and Remuneration to Shri Sanjay Tulsyan, as Managing Director.	Special		
7	Approval for Re-Designation (Appointment) and Remuneration of Shri Lalit Kumar Tulsyan, in the Capacity of Whole-time Director, designated as "Executive Chairman"	Special		
8	Approval of Related Party Transaction	Ordinary		

Signed this day of 2016

Signature of shareholder :

Signature of Proxy holder(s) :



Note:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting;
2. It is an optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate;
3. Members may note that a person shall not act as a Proxy for more than 50 members and holding in aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.