





TULSYAN NEC LIMITED

CIN : L28920TN1947PLC007437

Board of Directors

Lalitkumar Tulsyannec
Executive Chairman

Sanjay Tulsyannec
Managing Director

Sanjay Agarwalla

C. Ramachandran

P.T. Rangamani

Kalyani Venkatesan

Shantha Kumar RP
Chief Financial Officer

CS Giridhar
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@tulsyannec.in
Web site: www.tulsyannec.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, Muktaram 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.

Contents

Notice to the Shareholders	2
Directors' Report	12
Management Discussion and Analysis	44
Report on Corporate Governance	47
Auditors' Report - Standalone	65
Financials - Standalone	70
Auditors' Report - Consolidated	91
Financials - Consolidated	92

NOTICE

Notice is hereby given that the 68th annual general meeting of the members of **Tulsyani NEC Limited** will be held on **Wednesday, the 30th September, 2015** at **11.30 am** at **"Narada Gana Sabha, Mini Hall", No.254, TTK Road, Chennai – 600018** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 including Audited Balance Sheet as at 31st March, 2015 and the Reports of the Board of Directors and the Auditors thereon;
 - b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2015 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Tulsyani (holding DIN 00632802), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard, 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 sections 139, 141 and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, and pursuant to the approval of shareholders at the Annual General Meeting held on 30th September, 2014 appointing Messrs C.A. Patel & Patel, Chartered Accountants, Chennai, having Firm Registration No.005026S as Statutory Auditors of the Company for three consecutive years, the appointment of Messrs C.A. Patel & Patel, Chartered Accountants, Chennai, as Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting be and is hereby ratified with such remuneration as may be decided by the Board of Directors in addition to out of pocket expenses as may be incurred by them during the course of the Audit for the financial year ending March 31, 2016."

SPECIAL BUSINESS:

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

"RESOLVED THAT the remuneration of Rs.70,000 (Rupees Seventy Thousand only), in addition to reimbursement of travel and out of pocket expenses, payable to Mr.M.R.Krishna Murthy, Practicing Cost Accountant, Designated Partner, Messrs Murthy & CO. LLP, Practicing Cost Accountants, holding Membership No.7568, allotted by the Institute of Cost Accountants of India, who was appointed as cost auditor of the Company for the year 2015-16 as recommended by the 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. 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 Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Smt Kalyani Venkatesan (DIN 00685701), who was appointed as an Additional Director by the Board of Directors at its meeting held on 13th February, 2015 and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as Non-executive Independent Director of the Company, to hold office for a term of 5 (five) consecutive years commencing from 13th February, 2015."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution;

"RESOLVED THAT in accordance with the provisions of Section 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, as may be amended from time to time, and in compliance of the General Circular No.32/2014



dated 23rd July, 2014, issued by the Ministry of Corporate Affairs, enabling provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, if any, of the stock exchanges where the shares of the Company are listed, Banks, Financial Institutions (FIs), Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other concerned authorities, if any, and such other approvals as may be necessary, subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals and which may be agreed to by the Board of Directors of the Company (the Board) and/or duly authorized committee thereof for the time being exercising the power conferred on the Board by this resolution, the consent of the Company be and is hereby accorded to the Board to offer or invite to subscribe, issue and allot 12334500 (One crore twenty three lacs thirty four thousand five hundred) 6% Non-Convertible Non-Cumulative Redeemable Preference Shares (NCRPS) of Rs.10 (Rupees ten only) each at a premium of Rs.90 (Rupees ninety only) per share in one lot or such other lots to select group of persons including strategic investors, members, employees, non-resident Indians, including Overseas Corporate Bodies (OCBs) substantially owned by NRIs, Financial Institutions (FIs), Foreign Institutional Investors (FIIs), Companies, Multilateral Financial Institutions, other entities and/or any one or more combination thereof whether through private placement, conversion of loans or otherwise and/ or any one or more modes or any combination thereof as may be permitted under the then prevailing laws and in such manner as the Board or Committee thereof may in its absolute discretion think fit and determine from time to time, in conformity with the relevant provisions of law and the Articles of Association of the Company and in consultation with the Managers, Advisers and such other persons and on such terms and conditions including redemption period, manner of redemption (whether at par or premium), fixing of record date or book closure and other related or incidental matters.

RESOLVED FURTHER THAT in accordance with provisions of Section 43 of the Companies Act, 2013 the NCRPS shall be non-participating, carry a preferential right, vis-à-vis Equity Shares of the Company, with respect to payment of dividend and repayment in case of a winding up or repayment of capital and shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013.

RESOLVED FURTHER THAT the NCRPS be redeemed at such price and on such dates as may be deemed appropriate by the Board after 31st Mar 2016 but before completion of 20 (twenty) years from the date of allotment(s).

RESOLVED FURTHER THAT such of the securities to be issued as are not subscribed may be disposed of by the Board/Committee thereof to such persons and in such manner and on such terms as the Board or Committee may in its absolute discretion think most beneficial to the Company, including overall planning with Bank/Financial Institutions/Investment Institutions/ Mutual Funds/Foreign Institutional Investors / Multilateral Financial Institutions or such other persons or otherwise as the Board or Committee may in its absolute discretion decide.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/any Committee as may be constituted by the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment and utilization of the proceeds of the issue of 6% Non-convertible Redeemable Preference Shares as aforesaid and to decide and determine and/or modify the detailed terms and conditions of the issue, the manner and mode of redemption and to finalise and execute all such deeds, documents and writings as may be necessary, desirable or expedient to give effect to this resolution without being required to seek any further consent or approval from the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such deeds, documents and writings, as it may in its absolute discretion deem necessary or incidental, and pay such fees and incur such expenses in relation thereto as it may deem appropriate."

By order of the Board

Lalit Kumar Tulsyam
Executive Chairman
DIN: 00632823

Place: Chennai
Date: 28th August, 2015

NOTES:

1. The Explanatory Statement as per the provisions of section 102 of the Companies Act, 2013 in respect of the special businesses, as set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. A Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder
4. **The register of members and the share transfer register will remain closed for a period of 7 days from 24th September, 2015 to 30th September, 2015 (7 days) for the purpose of annual general meeting of the Company.**
5. 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. The members may also note that the Notice of Annual General Meeting and the Annual Report will also be available on the Company's website www.tulsyannec.in for download.
6. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
7. 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.
8. As a measure of economy, copies of the Annual Report will not be distributed at the annual general meeting. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.
9. Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form and handover the Slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / power of attorney authorizing their representatives to attend and vote at the Annual General Meeting.
10. Members may also note that the Notice of the Annual General Meeting and the Annual Report will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send their requests to investor@tulsyannec.in.
11. The shares of the company have been activated for dematerialisation with National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL) vide ISIN INE463D01016. Members wishing to dematerialise their shares may approach any Depository Participant (DP).
12. Kindly mention your Folio Number / PAN NO / Client ID / DP ID Number (in case of shares held

in electronic form) in all your correspondence to Registrar and Share Transfer Agents and in the case of electronic form to the Depository Participant in order to reply to your queries promptly.

13. 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 2007-2008 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.tulsyannec.in
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit their PAN to their Depository Participants 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. Members seeking any information or clarification with regard to the accounts are requested to write to the Company at least ten days in advance of the meeting so as to enable the Company to keep the information ready.
16. 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 68th 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.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 23rd September, 2015. The Notice of the 68th AGM of the Company has been sent to you along with the Annual Report for the year ended March 31, 2015 and the same can be downloaded from the link <https://www.evotingindia.com> or www.tulsyannec.in.

The e-voting period commence on Sunday, the 27th September, 2015 (9:00 am IST) and ends on Tuesday, the 29th September, 2015 (5:00 pm IST). During this period, shareholders of the Company may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the votes on the resolutions are cast and confirmed, the shareholder cannot change it.

17. The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN i.e." along with "COMPANY NAME i.e. Tulsyannec Limited" from the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.



- (v) Next enter the Captcha Code as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below (which is common for both shareholders holding shares in physical form or in Demat form).
 - a) Fill up the following details in the appropriate boxes:
 - PAN* Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)
 - DOB# Enter the Date of Birth / Date of Incorporation as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.
 - Dividend Bank
 - Details# Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.
 - * Members who have not updated their PAN with the Company/Depository Participant are requested to use the in the PAN field.
 - # Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the <Default Value> in the Dividend Bank details field.
 - b) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in Demat form will 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN "Tulshyan NEC Limited" on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option ASSENT (YES) or DISSENT (NO) as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take prints of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) The voting period begins on Sunday, the 27th September, 2015 (9:00 am IST) and ends on Tuesday, the 29th September, 2015



(5:00 pm IST). The e-voting module shall be disabled by CDSL for voting thereafter. During aforesaid period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday, the 23rd September, 2015, may cast their vote electronically.

- (xix) 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.

18. 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 member 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 right at the meeting.
- (iii) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (iv) The Board at its meeting held on 30th June, 2014 has, in accordance with Rule 20(3)(ix) of the Companies (Management and Administration) Rules, 2014 appointed Mr. M. Damodaran, Practicing Company Secretary,

M. Damodaran & Associates, Chennai has been appointed as scrutinizer for conducting the e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the Rules made thereunder.

- (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.
- (vi) 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.tulsyannec.in upon receipt of consolidated scrutinizer's report.
- (vii) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2015 subject to receipt of the requisite number of votes in favour of the Resolutions.

The above instructions form an integral part of the Notice for the sixty eighth Annual General Meeting of the Company to be held on 30th September, 2015.

19. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013 and Rules thereon. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH - 13 duly filled in to the Company's Registrar and Share Transfer Agent

namely Cameo Corporate Services Limited, Chennai. Members holding shares in electronic form may contact their respective Depository Participant for availing this facility. Members holding shares in physical form requested to intimate any change of address and/ or bank mandate to Cameo Corporate Services Limited / Secretarial Department of the Company.



20. IN TERMS OF CLAUSE 49(VIII)(C) AND CLAUSE 49(VIII)(E) OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, A BRIEF PROFILE OF DIRECTORS, WHO ARE PROPOSED TO BE RE-APPOINTED / APPOINTED IN THIS AGM, NATURE OF THEIR EXPERTISE IN SPECIFIC FUNCTIONAL AREAS, THEIR OTHER DIRECTORSHIPS AND COMMITTEE MEMBERSHIPS, THEIR SHAREHOLDING AND RELATIONSHIP WITH OTHER DIRECTORS OF THE COMPANY ARE GIVEN BELOW:

Name of the Director	Shri Sanjay Tulsyani	Smt. Kalyani Venkatesan
Date of Birth	12-01-1964	10-03-1950
Age	51 years	65 years
Expertise in specific functional areas	Business Management	Banking services
Qualification	B.Com (Hons)	B.Sc. Chemistry
List of companies in which directorship is held as on 31 st March, 2015	1) Tulsyani NEC Limited 2) Tulsyani Smelters Private Limited 3) Cosmic Global Limited 4) Tulsyani Power Limited 5) Balaji Engineering & Galvanizing Limited 6) Chithrakoot Steel & Power Pvt Limited 7) Color Peppers Media Pvt Ltd 8) Gallery Veda Private Limited	1) Tulsyani NEC Limited
Chairman/Member of the Committees of the Board of other companies in which he is a Director as on 31 st March, 2015 (Chairmanship / membership of committees include only audit and share allotment / transfer-cum-investor grievances committee as covered under Clause 49 of the Listing Agreement, as per the disclosures made by the Directors.)	NIL	NIL
Shareholding as on 31 st March, 2015 a) Held individually b) Held jointly with others	4475481 equity shares NIL	NIL

There is no relationship among any of the Directors in the Company with each other except that Mr. Lalit Kumar Tulsyani (Chairman) and Mr. Sanjay Tulsyani (Managing Director) are brothers.

By order of the Board

Lalit Kumar Tulsyani
Executive Chairman
DIN: 00632823

Place: Chennai
Date: 28th August, 2015

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE 68TH ANNUAL GENERAL MEETING OF THE COMPANY AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.4

The Board, at its meeting held on 28th August, 2015, appointed Mr. M.R. Krishna Murthy, practising cost accountant, holding membership no.7568, allotted by The Institute of Cost Accountants of India, as cost auditor of the Company, in terms of Section 148 of the Companies Act, 2013 (the Act 2013) and fixed a sum of Rs.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. 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.

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

ITEM NO.5

Smt Kalyani Venkatesan (DIN 00685701), who was appointed as an Additional Director by the Board of Directors at its meeting held on 13th February, 2015 In terms of Section 161(1) of the Companies Act, 2013, Smt Kalyani Venkatesan holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing her candidature for the office of Director. Smt Kalyani Venkatesan has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act.

Smt. Kalyani Venkatesan graduated in Chemistry worked as direct Probationary officer in Syndicate bank in the year 1972 and had held various positions in all over India assignments. She headed many strategic regions and also worked as General Manager, Planning department in the Corporate office of Syndicate Bank, Bangalore prior to her retirement.

She also held the post of Director in ITCOT, Chennai and in KSFC, Bangalore as banks Nominee Director.

In terms of Clause 49(VIII)(C) and Clause 49(VIII)(E) of the Listing Agreement with the Stock Exchanges, a brief profile of the Director, who is proposed to be appointed as Director in this meeting for a term of five years in terms of the applicable provisions of the Act 2013, nature of her expertise in specific functional areas, other directorships and committee memberships, the shareholdings and relationship with other directors of the Company are appended to the Notice annexed hereto.

The Independent Director is entitled to receive remuneration by way of fees and reimbursement of expenses for participation in the meetings of the Board and/ or Committees as per applicable provisions of the Companies Act, 2013, as determined by the Board from time to time, within the overall limits specified under the Act 2013. The copy of letter of appointment, setting out the terms of appointment as ID will be available for inspection without any fee by the members at the Registered Office of the Company, during normal business hours upto the date of the annual general meeting.

Accordingly, the Board recommends the ordinary resolution set out at Item No.5 of the Notice for approval by the shareholders.

ITEM NO.6

The shareholders may be aware that the Company has sought the approval of shareholders in the Extra-ordinary General Meeting of the Company held on 14th September, 2013 for the issuance of 20000000 (Two crore) 6% Non-Convertible Redeemable Preference Shares to select group of persons. Pursuant to enforcement of the provisions of the Companies Act, 2013 and General Circular No.32/2014 issued by the Ministry of Corporate Affairs dated 23rd July, 2014, the Resolutions approved by the shareholders as per the provisions of the Companies Act, 1956 will have a validity period of one year from the date of passing of the resolution or six months from the date of commencement of the Companies Act, 2013, whichever is later. In order to re-validate the resolution passed on 14th September, 2013, the Company proposes to seek approval of the Shareholders in accordance with the provisions of the Companies Act, 2013 and in compliance of the said MCA circular. Accordingly, in accordance with the

provisions of the Companies Act, 2013, your Directors have decided to issue 12334500 (One crore twenty three lacs thirty four thousand five hundred) 6% Non-Convertible Non-Cumulative Redeemable Preference Shares (NCRPS) each at a premium of Rs.90 (Rupees ninety only) per share in one lot or such other lots to select group of persons as may be decided by the Board from time to time.

Further, in terms of Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 the Company is required to make the following disclosures in the explanatory statement for the proposed issue of preference shares:

(i) The size of the issue and number of preference shares to be issued and nominal value of each share;

12334500 (One crore twenty three lacs thirty four thousand five hundred) 6% Non-Convertible Redeemable Preference Shares of Rs.10 (Rupees ten only) each at a premium of Rs.90 (Rupees ninety only) per share in one lot or such other lots to select group of persons as decided by the Board from time to time.

(ii) Nature of such shares:

6% Non-Convertible, Non-Cumulative Redeemable preference shares.

(iii) The Objectives of the Issue

The Company is at present engaged in manufacturing of Rolling Mill, Billets, Wind Mills, HDPE/PP Woven Sacks & Fabrics & FIBC (Jumbo Bags) as well as having its own Captive Power Plant and the raw materials of the Company are both indigenous and imported.

The objective of the issue is to raise funds to carry out Phase II project which comprises of manufacturing SMS, Wire Rod Mill, Bundling Machine and Coal Gasifier as well as Balancing Equipment in Power Plants, Hot Charging in Rolling Mill and expansion in Synthetic Division. The Steel Industry is power intensive and with the growing power crisis in various southern states where the existing divisions of the Company are situated, the proposal of the Company to set up another Captive Power Plant of 35 MW would substantially improve the working of the Company. Your Directors are confident that the completion of Phase II projects & Balancing Equipment will provide new dimension in the working of the Company.

(iv) The manner of issue of shares

The issue of 12334500 (One crore twenty three lacs thirty four thousand five hundred) 6% Non-Convertible Redeemable Preference Shares of Rs.10 (Rupees ten only) each at a premium of Rs.90 (Rupees ninety only) per share in one lot or such other lots to select group of persons as may be decided by the Board from time to time.

(v) The price at which such shares are proposed to be issued

The non-convertible redeemable preference shares of Rs.10 each are proposed to be issued at a premium of Rs.90 per share, based on the valuation certificate issued by M/s. C.A. Patel & Patel, Chartered Accountants, Chennai.

(vi) The basis on which the price has been arrived at along with report of the registered valuer:

Same as (v) above

(vii) The terms of issue, including terms and rate of dividend on each share, etc.

The Preference Shares will be transferable as per the provisions of the Articles of Association of the Company. In case of transfer, Preference Share Certificates are to be sent at the Registered Office of the Company.

- The preference shares issued are 6% Non-Convertible Non-Cumulative Redeemable preference shares.
- The Board reserves the full, unqualified and absolute right to accept or to reject any application, in whole or in part, without assigning any reason thereof. If the Applicant is not allotted any Preference Share or is allotted a lesser number of Preference Share that what was applied for, the balance application money will be refunded to the Applicant as may be permitted under the provisions of the Companies Act, 2013.
- The Preference Share Certificates will be dispatched within 2 (two) months after allotment.
- The Company will not pay any Interest on Application money received by it from the prospective investor and lying with it till the date of allotment of such share.
- Tax benefit to the Preference Share Holders: As per Section 10(34) & 10(35) of the Income Tax Act, 1961 the entire dividend income received would not be subject to income-tax in the hands of the investor.

- The preference shareholders shall have conditional voting rights i.e., they shall have right to vote only on resolutions placed before the Company which directly affect the rights attached to the preference shares and voting rights of preference shareholders shall be in compliance with the provisions of sec.47(2) of the Companies Act, 2013.

(viii) The terms of redemption, including the tenure of redemption, redemption of shares at premium.

12334500 (One crore twenty three lacs thirty four thousand five hundred) 6% Non-Convertible Redeemable Preference Shares (NCRPS) of Rs.10 (Rupees ten only) shall be redeemed

at such price and at such date as may be determined by the Board after 31st March 2016 but before completion of 20 (twenty) years from the date of allotment. The redemption of NCRPS shall be made at a premium, the amount of which will be as determined by the Board at the time of redemption considering the circumstances and other financial aspects of the Company.

(ix) The manner and modes of redemption

As determined by the Board from time to time considering the provisions of the Companies Act, 2013 and the Rules made thereunder.

(x) The current shareholding pattern of the Company.

Shareholding pattern of the Company as on 28th August, 2015;

S.No.	Category	No. of shareholders	Shareholdings	% of shareholdings
1	Resident	5825	3477540	23.18
2	NRI	467	104463	0.7
3	Corporate Body	117	983914	6.56
4	Clearing Member	1	150	0
5	Mutual Funds	3	2000	0.01
6	Promoters	7	10431933	69.55
	Total	6420	15000000	100.00

(xi) The expected dilution in equity share capital upon conversion of preference shares

Not applicable as preference shares issued are non-convertible.

Inspection of Documents

No documents are required to be kept for inspection for the purpose of this resolution.

None of the Directors of the Company shall be deemed to be concerned or interested in the Resolution. Accordingly, the Board recommends the Special Resolution set out at Item No.6 of the Notice for approval by the shareholders.

By order of the Board

Lalit Kumar Tulsiyan
Executive Chairman
DIN: 00632823

Place: Chennai
Date: 28th August, 2015

DIRECTORS' REPORT To THE MEMBERS OF TULSYAN NEC LIMITED

Your Directors have pleasure in presenting the sixty-eighth annual report on the business and operations of the Company and the accounts for the financial year ended 31st March, 2015.

HIGHLIGHTS OF PERFORMANCE

The comparative figures on the Company's financial performance on stand-alone and consolidated basis are detailed hereunder:

(Rs. In Lacs)

Particulars	CONSOLIDATED		STANDALONE	
	2015	2014	2015	2014
Revenue from Operations (Net) and other income	129941.65	135430.18	124026.64	129033.04
Profit Before Tax (PBT)	(5836.13)	(3957.09)	(4737.24)	(3909.36)
Provision for Tax	1557.78	(2183.89)	(1065.18)	2180.59
Profit After Tax (PAT)	(4278.35)	(6140.98)	(3672.06)	(6089.95)
Balance brought forward from previous year	(1074.44)	5178.38	(672.08)	5417.87
Transferred to Fixed Assets on useful life	(545.32)	-	(23.36)	-
Dividend	(29.33)	(102.65)	-	-
Corporate Tax on Dividend	(5.97)	(17.44)	-	-
General Reserve	-	-	-	-
Surplus carried to the next year's account	(5933.41)	(1082.69)	(4367.50)	(672.08)

The Company proposes to transfer an amount of Rs. NIL to the General Reserves. An amount of Rs. NIL is proposed to be retained in the Statement of Profit and Loss.

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2015 was Rs.1469.52 lacs. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

FINANCE

Cash and cash equivalent as at March 31, 2015 was Rs.5005.64 lacs. The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

OPERATIONS AND OUTLOOK

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 lacs. EBITDA dropped by 24.14% YOY to Rs.1430.15 lacs and PAT increased by 39.70% YOY to Rs.(3672.06) lacs. As in the past during the current year also there were drastic power cuts consequently affecting our costs and also the production. The other additional Power Plant of 35 MW capacity is under implementation and expected to commence its commercial operation shortly.

Some of the factors attributable to the decline / changes in the profit margins and their impact on the performance of your Company are given hereunder;

The decline in demand for steel in India during the previous two years has caused significant impact on the revenues of your Company. The Government of India had earlier envisaged that the growth in steel consumption to be over 10% based on which additional capacities in steel industry were established in the country. However, due to the lack of demand, the offtake has been much below the anticipated sales. Hence, the turnover in steel has come down causing impact on the profit margins of your Company.

There has also been pressure on pricing the goods due to the lack of demand. The dumping of steel in India by China also contributed in pricing the products of your Company at low value.

The other factors that impacted the revenues and the profit margins were high cost of raw materials without any commensurate increase in the selling prices of steel and steel products. The increase in the manufacturing overheads in synthetic division on account of high cost of raw materials also affected the performance of your Company.

The resulting losses were being offset by increased profitability derived from the power division. Your Company was able to contain the losses 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 Directors do not recommend any Dividend for the year under review on account of losses incurred during the year.

MATERIAL CHANGES AND COMMITMENTS

There are no material changes and commitments, affecting financial position of the Company which have occurred between the end of the financial year of the Company i.e March 31, 2015, and the date of the Directors' Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board. The Internal Audit Department monitors and

evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES

The subsidiaries of the Company as on 31st March, 2015 are as follows : Cosmic Global Limited, Tulsyan Power Limited, Chitrakoot Steel and Power Private Limited, Balaji Engineering & Galvanizing Limited, Color Peppers Media Private Limited and TG Logistics Private Limited.

Performance of Subsidiaries

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.

Tulsyan Power Limited

Tulsyan 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 & 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.

As on the date of this report, the Company has no joint ventures and associate companies as defined in the provisions of the Companies Act, 2013 and the Rules made thereunder.

A report on the performance and financial position of each of the subsidiaries, associate and joint venture companies as per the Companies Act, 2013 is provided as Annexure A to the Consolidated Financial Statement and hence not repeated here for the sake of brevity.

In accordance with third proviso to Section 136(1) of the Act, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements are available on Company's website www.tulsyannec.in.

Further, as per fourth proviso to the said Section, the audited annual accounts of each of the said subsidiary companies of the Company are also available in the Company's website www.tulsyannec.in. Any shareholder who may be interested in obtaining a copy of the aforesaid documents may write to the Company Secretary at the Company's Registered / Corporate Office. Further, please note that the said documents will be available for examination by the shareholders of the Company at its Registered / Corporate Office during business hours.

DEPOSITS

The Company has complied with the provisions of Section 74(2) of the Companies Act, 2013 by making

an application to the Tribunal / Company Law Board seeking extension of time for repayment of unsecured loans deemed as deposits as per the provisions of the Companies (Acceptance of Deposits) Rules, 2014. The Company proposes to seek fresh approval of shareholders in accordance with the provisions of section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

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

(a) Accepted during the year;

Rs.26,16,97,484.00

(b) Remained unpaid or unclaimed as at the end of the year;

Rs.14,36,80,320.50

(c) 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-

(i) At the beginning of the year;

NIL

(ii) Maximum during the year;

NIL

(iii) At the end of the year;

NIL

(iv) The details of deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013

The Company has made an application with the Company Law Board (CLB) seeking extension of time for repayment of unsecured loans deemed as deposits as per the provisions of the Companies Act, 2013. The Company is awaiting order from CLB.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The transaction with a related party shall be considered material if the transaction / transactions to be entered

into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. None of the Directors have any pecuniary relationships or transactions vis-à-vis the Company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or 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 transactions under third proviso thereto has been disclosed in Form No. AOC 2 as Annexure I in compliance of provisions of Section 134(3)(h) of the Companies Act, 2013.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

AUDITORS

Statutory Auditors

Messrs C.A. Patel & Patel, Chartered Accountants, Chennai, having Firm Registration No.005026S, have been appointed as statutory auditors of your Company for a period of three consecutive years in the last annual general meeting of the Company held on 30th September, 2014.

As per the provisions of the Companies Act, 2013, the said appointment is required to be ratified at every annual general meeting of the Company. The Board at its meeting held on 28th August, 2015 has approved the appointment of Messrs C.A. Patel & Patel, Chartered Accountants, Chennai, having ICAI Firm Registration No.005026S, as statutory auditors of the Company for the FY 2015-16 subject to ratification by shareholders at the annual general meeting of the Company.

COST AUDITOR

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company in respect of

- Billets & TMT Bars - Steel and
- PP Woven sacks & Woven Fabric: Organic & In-organic Chemicals

is required to be audited. Your Directors had, on the recommendation of the Audit Committee, appointed Messrs Murthy & Co. LLP, Cost Accountants (Membership No. 7568), to audit the cost accounts of the Company for the financial year 2015-16 on a remuneration of Rs.70,000 (Rupees Seventy Thousand only).

As required under the Companies Act, 2013, the remuneration payable to the cost auditor is required to be placed before the Members in a general meeting for their ratification. Accordingly, a Resolution seeking Member's ratification for the remuneration payable to Messrs Murthy & CO. LLP, Cost Auditors is included at Item No.4 of the Notice convening the Annual General Meeting.

The Company has also received necessary certificate under Section 141 of the Act 2013 conveying his eligibility for re-appointment. The remuneration fixed by the board, based on the recommendation of the audit committee is required to be ratified by the members at the AGM as per the requirement of Section 148(3) of the Act 2013.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, 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 II.

EXTRACT OF THE ANNUAL RETURN

The extract of the annual return as provided under sub section (3) of section 92 of the Companies Act, 2013 in Form No. MGT – 9 forming part of the Board's report is enclosed as Annexure III with the report in compliance of section 134 of the Companies Act, 2013.

HUMAN RESOURCES

Your Company has taken many initiatives to support business through organizational efficiency, process change support and various employee engagement programmes which has helped the Organization achieve higher productivity levels. Your Company takes pride in the commitment, competence and dedication shown by its employees in all areas of its business. It considers people as its biggest assets. A significant effort has also been undertaken to develop leadership as well as technical / functional capabilities in order to meet future talent requirement.

DIRECTORS:

The Ministry of Corporate Affairs (MCA) has notified majority of the provisions inter alia provisions relating to selection, manner of appointment, roles, functions, duties, re-appointment of independent directors (IDs) and the relevant rules under the Companies Act, 2013 (the Act 2013) and made them effective 1st April 2014. The existing composition of the Company's Board is in conformity with the applicable provisions of the Act 2013 and Clause 49 of the Listing Agreement having the following directors as non-executive IDs, namely Mr.C.Ramachandran, Mr. P.T. Rangamani and Mrs. Kalyani Venkatesan.

A) Changes in Directors and Key Managerial Personnel

- Shri R.P. Shanthakumar, Chartered Accountant, (Membership No.027941) has been appointed as Chief Financial Officer of the Company with effect from 21st April, 2015.
- Smt. Kalyani Venkatesan has been appointed as additional Director on the Board of the Company at the Board meeting held on 13th February, 2015 subject to approval of shareholders at the annual general meeting.
- Shri S. Ramakrishnan, a Non-Executive Independent Director of the Company resigned from the Board on 1st October, 2014.
- Shri V. Kirubanandan, a Non-Executive Independent Director of the Company resigned from the Board on 25th March, 2015.
- Shri A.P. Venkateswaran, whole-time Director (Finance & Accounts) resigned from the Board on 29th May, 2015.

The name of the director who is liable to retire by rotation

In terms of the provisions of sub-section (6) read with explanation to Section 152 of the Act 2013, two-third of the total number of directors i.e., excluding IDs, are liable to retire by rotation and out of which, one-third is liable to retire by rotation at every annual general meeting.

Accordingly, Shri Sanjay Tulsyan, Managing Director, is, therefore, liable to retire by rotation, at the ensuing AGM, and being eligible, offers himself for re-appointment. The brief resume of this Director proposed to be appointed and re-appointed and other relevant information have been furnished in the Notice convening the AGM. An appropriate resolution for his appointment / re-appointment is being placed for approval of the members at the AGM. The Board, therefore, recommends his appointment / re-appointment as Director of the Company liable to retire by rotation.

B) Declaration by an Independent Director(s) and re-appointment, if any

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Smt. Kalyani Venkatesan has been appointed as Additional Director on the Board of the Company at the Board meeting held on 13th February, 2015 subject to approval of shareholders at the annual general meeting.

In terms of the provisions of Section 149(10) read with Section 149(5) of the Act 2013, IDs are eligible to hold office for a term upto five consecutive years on the board and eligible for re-appointment for the second term on passing special resolutions by the Company. During the period, they will not be liable to 'retire by rotation' as per the provisions of Sections 150(2), 152(2) read with Schedule IV to the Act 2013.

It is, therefore, proposed to appoint Smt. Kalyani Venkatesan as Independent Director for a consecutive period of five years at the AGM. Necessary declarations have been obtained as envisaged under the Companies Act 2013.

Both the Nomination and Remuneration Committee and the Board also ensured that her

appointment as ID are in compliance with the requirements under the relevant statutes and that there were appropriate balance of skills, experience and knowledge in the board, so as to enable the Board to discharge its functions and duties effectively.

Notices in writing signifying the intention to offer her candidature as ID of the Company along with the requisite deposit has been received from the member of the Company in terms of Section 160 of the Act 2013.

C) FORMAL ANNUAL EVALUATION

The manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual Directors is disclosed in the report on Corporate Governance.

RISK MANAGEMENT POLICY

In compliance with Section 134 (3) (n) of the Companies Act, 2013 and Clause 49 (VI) of the Listing Agreement, the Company has developed Risk Management Policy in order to lay down risk assessment and minimisation procedures.

The Board of Directors of your Company oversee the development of Risk Management Policy and the establishment, implementation and monitoring of the Company's risk management system, in accordance with the policy.

The Chairman / Managing Director have the responsibility for identifying, assessing, monitoring and managing risks. They are also responsible for identifying any material changes to the Company's risk profile and ensuring, with approval of the Board, the risk profile of the Company is updated to reflect any material changes. The implementation of the risk management system and day-to-day management of risk is the responsibility of the Chairman / Managing Director, with the assistance of senior management, as required.

The Chairman is required to report to the Board as to the effectiveness of the Company's management of its material business risks on a regular basis.

The Heads of respective Departments of the Company shall be responsible for implementation of the risk

management system as may be applicable to their respective areas of functioning and report to the Chairman / Managing Director.

The Company considers that any risk that could have a material impact on its business should be included in its risk profile.

The areas of risk include:

- a. Raw Material Risk
- b. Quality Risk
- c. Technology Risk
- d. Competition Risk
- e. Financial Risk including Foreign Exchange Risk
- f. Realisation Risk
- g. Cost Risk
- h. Legal Risk

The Foreign Exchange Risk Management Policy of the Company forms part of this policy.

The key risk management process would include

- i. Risk Identification
- ii. Assessment of identified risk
- iii. Risk measurement
- iv. Risk mitigation
- v. Monitoring of the risk mitigation efforts
- vi. Risk reporting and disclosures
- vii. Integration with strategy and business plan

ROLE OF AUDIT

A strong and independent Internal Audit Function at the corporate level carries out risk focussed audits across all businesses, enabling identification of areas where risk management processes may need to be improved. The Audit Committee of the Board reviews Internal Audit findings, and provides strategic guidance on internal controls. It also monitors the internal control environment within the Company and ensures that Internal Audit recommendations are effectively implemented.

RESPONSIBILITY TO STAKEHOLDERS

The Company considers the reasonable expectations of stakeholders particularly with a view to preserving the Company's reputation and success of its business.

Factors which affect the Company's continued good standing are included in the Company's risk profile.

CONTINUOUS IMPROVEMENT

The Company's risk management system is always evolving. It is an ongoing process and it is recognised that the level and extent of the risk management system will evolve commensurate with the development and growth of the Company's activities. The risk management system is a "living" system and the documentation that supports it will be regularly reviewed and updated in line with the Company's objectives.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- a) in the preparation of the annual financial statement for the year ended March 31, 2015, the applicable accounting standards had 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 profit and 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 fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE

The Company has been practising the principles of good corporate governance over the years and lays

strong emphasis on transparency, accountability and integrity. A separate section on Corporate Governance and a certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement(s) with the Stock Exchange(s) form part of this Annual Report.

The Managing Director and the Chief Financial Officer of the Company have certified to the Board on financial statements and other matters in accordance with Clause 49 (V) of the Listing Agreement pertaining to CEO/CFO certification for the financial year ended 31st March 2015.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed analysis of the Company's operational and financial performance as well as the initiatives taken by the Company in key functional areas such as Human Resources and Industrial Relations is separately discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

INFORMATION TECHNOLOGY

The Company has been using ERP for integrating its various business processes within the Company and its business partners. The Company continued to implement several projects in supply chain to improve its efficiency and transparency.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The details of the Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the website of the Company.

CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

The average of net profits as prescribed under the Companies Act, 2013 was found to be negative and hence your Company was not in a position to spend or make any contribution for the social welfare activities during the year under review. The Annual Report on CSR activities is enclosed as Annexure IV.

CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to Section 129 of the Act, the Company has prepared consolidated financial statements of

the Company, which shall be laid before the ensuing 68th Annual General Meeting of the Company along with the laying of the Company's Financial Statement under sub-section (2) of Section 129 of the Act i.e. Standalone Financial Statement of the Company. Further, pursuant to the provisions of Accounting Standard 21, Consolidated Financial Statements notified under Section 133 of the Act, read together with Rule 7 of the Companies (Accounts) Rules, 2014, issued by the Ministry of Corporate Affairs, the Consolidated Financial Statements for the financial year ended 31st March, 2015, form part of this Annual Report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as Annexure V.

PARTICULARS OF EMPLOYEES

The ratio of the remuneration of each director to the median employees' remuneration and other details in terms of Section 197(12) of the Act with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Rules"), forms a part of this Annual Report as Annexure VI.

The Company had 2 employees who were employed throughout the year and were in receipt of remuneration more than Rs.60 lacs per annum. In terms of Section 136 of the Companies Act, 2013, the copy of the

financial statements of the Company, including the consolidated financial statements, the auditors' report and relevant annexures to the said financial statements and reports are being sent to the Members and other persons entitled thereto, excluding the information in respect of the said employees containing the particulars as specified in Rule 5(2) of the said Rules, which is available for inspection by the Members at the Company's Registered / Corporate Office during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, he may write to the Company Secretary of the Company at its Registered / Corporate Office. The financial statements, reports etc. of the Company are available on the website of the Company www.tulsyannec.in.

ACKNOWLEDGEMENT

The directors thank the bankers, investing institutions, customers and various stakeholders for their valuable support and assistance. The directors wish to place on record their appreciation of the very good work done by all the employees of the Company during the year under review. The directors also thank the investors for their continued faith in the Company.

For and on behalf of the Board

Lalit Kumar Tulsyann
Executive Chairman

Place: Chennai
Date: 28th August, 2015

ANNEXURE - I
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 ARMS LENGTH TRANSACTIONS UNDER THIRD PROVISIO THERETO

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

- (a) Name(s) of the related party and nature of relationship:
- (b) Nature of contracts/arrangements/transactions:
- (c) Duration of the contracts / arrangements/transactions:
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
- (e) Justification for entering into such contracts or arrangements or transactions:
- (f) Date(s) 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 material contracts or arrangements or transactions at arm's length basis given hereunder:

(a) Name(s) of the related party and nature of relationship:

- 1) T G Logistics Private Limited – subsidiary
- 2) Tulsyani Smelters Private Limited – related entity
- 3) Chitrakoot Steel and Power Private Limited - subsidiary

(b) Nature of contracts/arrangements/transactions:

- 1) T G Logistics Private Limited – transportation services
- 2) Tulsyani Smelters Private Limited – Sale of the Company's products
- 3) Chitrakoot Steel and Power Private Limited - purchase of raw materials, sale of materials and availing of job work relating to manufacturing activity.

(c) Duration of the contracts / arrangements/transactions:

- 1) T G Logistics Private Limited – 1st July 2014 till 30th June, 2017
- 2) Tulsyani Smelters Private Limited – 2nd Feb, 2015 till 1st Feb, 2018
- 3) Chitrakoot Steel and Power Private Limited - 14th June, 2013 till 13th June, 2016

**(d) Salient terms of the contracts or arrangements or transactions including the value, if any:**

- 1) T G Logistics Private Limited – contract value not exceeding Rs.25 crores in aggregate.
- 2) Tulsyani Smelters Private Limited – contract value not exceeding Rs.1200 crores in aggregate.
- 3) Chitrakoot Steel and Power Private Limited – contract value not exceeding Rs.250 crores in aggregate.

(e) Date(s) of approval by the Board, if any:

- 1) T G Logistics Private Limited – 14th August, 2014
- 2) Tulsyani Smelters Private Limited – 14th August, 2014
- 3) Chitrakoot Steel and Power Private Limited - 14th August, 2014

The Company has also obtained the approval of shareholders at the annual general meeting of the Company held on 30th September, 2014.

(f) Amount paid as advances, if any: Nil

For and on behalf of the Board

Place: Chennai
Date: 28th August, 2015.

Lalit Kumar Tulsyani
Executive Chairman

Form No. MR-3

SECRETARIAL AUDIT REPORT
for the financial year ended 31st march, 2015

[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 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 31st March, 2015 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 TULSYAN NEC LIMITED (“the Company”) for the financial year ended on 31.03.2015 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;
 - (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 of the following:

- (i) The Listing Agreements entered into by the Company with BSE Limited and the Calcutta Stock Exchange Limited;

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:

- (a) The Company has received the letter from the BSE Limited for delayed submission of quarterly financial results. The Company has responded to the stock exchange by paying the fine / late fee to the BSE Limited as prescribed in the SEBI circular.

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;

- (a) The Company has obtained the approval of shareholders by way of special resolutions at the Annual General Meeting of the Company held on 30th September, 2014 with respect to transactions entered into / to be entered into with certain related parties as prescribed in the provisions of section 188 of the Companies Act, 2013 and the Rules made there under.
- (b) The Company has, pursuant to provisions of section 110 of the Act, sought the approval of shareholders by way of Postal Ballot on 10th January, 2015 pursuant to provisions of section 180(1)(a) and 186(3) of the Companies Act, 2013.
- (c) The Board has approved the Restructuring package consisting of restructured amount of Rs. 950.19 crore as decided by the Corporate Debt Restructuring (CDR) Empowered Group under Corporate Debt Restructuring mechanism by the Canara Bank, Corporate Credit Wing, Bangalore Branch, Karnataka ("the Bank") vide final Letter of Approval by CDR(JGK)No.874/2014-15 dated 10th March, 2015.

Place: Chennai
Date : 28th August, 2015

Sd/-
M. Damodaran
Practicing Company Secretary
ACS/FCS No. 5837
C P No.:5081

ANNEXURE - III

Form No. MGT-9

Extract Of Annual Return As On The Financial Year Ended On 31st March, 2015

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

I. REGISTRATION AND OTHER DETAILS:

- i) CIN L28920TN1947PLC007437
- ii) Registration Date : 11th April, 1947
- iii) Name of the Company: : Tulsyane NEC Limited
- iv) Category / Sub-Category of the Company : Public Limited Company (Iron & Steel related)
- v) Address of the Registered office and contact details : No.61, Sembudoss Street, 1st Floor, Chennai - 600001
- vi) Whether listed company : Yes / No - Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:
Cameo Corporate Services Limited, Club House Road, Anna Salai, Chennai – 600 002, Tamil Nadu.

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 and Description of main products/services	NIC Code of the Product / service	% to total turnover of the company
1	Steel	24105	76.49%
2	Synthetic	22203	15.72%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN / GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
1.	Cosmic Global Limited	U72200TN1999PLC041863	Subsidiary	76.71%	2 (87)
2.	Chitrakoot Steel & Power P Ltd	U28999TN2003PTC051803	Subsidiary	100%	2 (87)
3.	Tulsyane Power Limited	U40101TN2002PLC049958	Subsidiary	9.1%	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. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(i) Category-wise Share Holding

Name of the Company : TULSIYAN NEC LTD
 Face Value : Rs.10
 Paidup Shares as on 01-Apr-2014 : 15000000
 Paidup Shares as on 31-Mar-2015 : 15000000
 For the Period From : 01-Apr-2014 To : 31-Mar-2015

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	
A.	Shareholding of Promoter And Promoter Group									
1.	Indian									
a.	Individuals/Hindu Undivided Family	9951820	806970	10758790	71.7252	9807445	806970	10614415	70.7627	-0.9625
b.	Central Government/State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	Bodies Corporate	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Financial Institutions/Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	Any Other									
	Sub - Total (A)(1)	9951820	806970	10758790	71.7252	9807445	806970	10614415	70.7627	-0.9625
2.	Foreign									
a.	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	Bodies Corporate	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	Any Other									
	Sub - Total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Share Holding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	9951820	806970	10758790	71.7252	9807445	806970	10614415	70.7627	-0.9625



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	154561	658470	813031	5.4202	346251	611195	957446	6.3829	0.9627
b.	Individuals -									
	I Individual Shareholders Holding Nominal Share Capital Upto Rs. 1 Lakh	1425468	399835	1825303	12.1686	1367808	396335	1764143	11.7609	-0.4077



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	981611	267778	1249389	8.3292	1034193	267778	1301971	8.6798	0.3505
c.	Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Any Other									
	Clearing Members	750	0	750	0.0050	1199	0	1199	0.0079	0.0029
	Hindu Undivided Families	253290	1	253291	1.6886	261259	1	261260	1.7417	0.0531
	Non Resident Indians	38546	58900	97446	0.6496	36666	58900	95566	0.6371	-0.0125
		292586	58901	351487	2.3432	299124	58901	358025	2.3868	0.0435
	Sub - Total (B)(2)	2854226	1384984	4239210	28.2614	3047376	1334209	4381585	29.2105	0.9491
	Total Public Shareholding (B) = (B)(1)+(B)(2)	2854226	1386984	4241210	28.2747	3047376	1336209	4383585	29.2239	0.9491
	Total (A)+(B)	12806046	2193954	15000000	100.0000	12854821	2143179	14998000	99.9866	-0.0133
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)	12806046	2193954	15000000	100.0000	12854821	2143179	14998000	99.9866	-0.0133



ii) Shareholding of promoters

Name of the Company : TULSIYAN 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	Pledged Shares at beginning of the Year	Pledged Shares at end of the Year
		No. of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares			
1	Sanjay Tulsiyan	4475481	29.8365	0.0000	4475481	29.8365	0.0000	0.0000	0	0
2	Lalith Kumar Tulsiyan	4151305	27.6753	0.0000	4006930	26.7128	0.0000	-0.9625	0	0
3	Lalit Kumar Tulsiyan (HUF)	72446	0.4829	0.0000	72446	0.4829	0.0000	0.0000	0	0
4	Priya Tulsiyan	954982	6.3665	0.0000	954982	6.3665	0.0000	0.0000	0	0
5	Alka Tulsiyan	326100	2.1740	0.0000	326100	2.1740	0.0000	0.0000	0	0
6	Alka Tulsiyan	227710	1.5180	0.0000	227710	1.5180	0.0000	0.0000	0	0
7	Alka Tulsiyan	197320	1.3154	0.0000	197320	1.3154	0.0000	0.0000	0	0
8	Priyanka Tulsiyan	144068	0.9604	0.0000	144068	0.9604	0.0000	0.0000	0	0
9	Purna Tulsiyan	65036	0.4335	0.0000	65036	0.4335	0.0000	0.0000	0	0
10	Meghaa Tulsiyan	84715	0.5647	0.0000	84715	0.5647	0.0000	0.0000	0	0
11	Antara Tulsiyan	57627	0.3841	0.0000	57627	0.3841	0.0000	0.0000	0	0
12	Shalini Tulsiyan	2000	0.0133	0.0000	2000	0.0133	0.0000	0.0000	0	0

(iii) Change in Promoters' Shareholding

Name of the Company : TULSYAN NEC LTD

SI No	Name of the Shareholder	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 TULSYAN				
	At the beginning of the year 01-Apr-2014	4475481	29.8365	4475481	29.8365
	Sale 21-Jul-2014	-4475481	29.8365	0	0.0000
	Purchase 22-Jul-2014	4475481	29.8365	4475481	29.8365
	Sale 02-Mar-2015	-4475481	29.8365	0	0.0000
	Purchase 03-Mar-2015	4475481	29.8365	4475481	29.8365
	At the end of the Year 31-Mar-2015	4475481	29.8365	4475481	29.8365
Remarks: No change in the shareholdings during the year.					
2	LALITH KUMAR TULSYAN				
	At the beginning of the year 01-Apr-2014	4151305	27.6753	4151305	27.6753
	Sale 21-Jul-2014	-4151305	27.6753	0	0.0000
	Purchase 22-Jul-2014	4151305	27.6753	4151305	27.6753
	Demated 16-Jan-2015	46875	0.3125	4198180	27.9878
	Sale 20-Feb-2015	-37500	0.2500	4160680	27.7378
	Sale 02-Mar-2015	-4160680	27.7378	0	0.0000
	Purchase 03-Mar-2015	4160680	27.7378	4160680	27.7378
	Sale 13-Mar-2015	-63750	0.4250	4096930	27.3128
	Sale 20-Mar-2015	-22500	0.1500	4074430	27.1628
	Sale 27-Mar-2015	-67500	0.4500	4006930	26.7128
	At the end of the Year 31-Mar-2015	4006930	26.7128	4006930	26.7128
3	LALIT KUMAR TULSYAN (HUF)				
	At the beginning of the year 01-Apr-2014	72446	0.4829	72446	0.4829
	Sale 21-Jul-2014	-72446	0.4829	0	0.0000
	Purchase 22-Jul-2014	72446	0.4829	72446	0.4829
	Sale 02-Mar-2015	-72446	0.4829	0	0.0000
	Purchase 03-Mar-2015	72446	0.4829	72446	0.4829
	At the end of the Year 31-Mar-2015	72446	0.4829	72446	0.4829
Remarks: No change in the shareholdings during the year.					
4	PRIYA TULSYAN				
	At the beginning of the year 01-Apr-2014	954982	6.3665	954982	6.3665
	Sale 21-Jul-2014	-954982	6.3665	0	0.0000
	Purchase 22-Jul-2014	954982	6.3665	954982	6.3665
	Sale 02-Mar-2015	-954982	6.3665	0	0.0000
	Purchase 03-Mar-2015	954982	6.3665	954982	6.3665
	At the end of the Year 31-Mar-2015	954982	6.3665	954982	6.3665
Remarks: No change in the shareholdings during the year.					

Sl No	Name of the Shareholder	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	ALLKA TULSYAN				
	At the beginning of the year 01-Apr-2014	326100	2.1740	326100	2.1740
	Sale 21-Jul-2014	-326100	2.1740	0	0.0000
	Purchase 22-Jul-2014	326100	2.1740	326100	2.1740
	Sale 02-Mar-2015	-326100	2.1740	0	0.0000
	Purchase 03-Mar-2015	326100	2.1740	326100	2.1740
	At the end of the Year 31-Mar-2015	326100	2.1740	326100	2.1740
Remarks: No change in the shareholdings during the year.					
6	ALKA TULSYAN				
	At the beginning of the year 01-Apr-2014	227710	1.5180	227710	1.5180
	Sale 21-Jul-2014	-227710	1.5180	0	0.0000
	Purchase 22-Jul-2014	227710	1.5180	227710	1.5180
	Sale 02-Mar-2015	-227710	1.5180	0	0.0000
	Purchase 03-Mar-2015	227710	1.5180	227710	1.5180
	At the end of the Year 31-Mar-2015	227710	1.5180	227710	1.5180
Remarks: No change in the shareholdings during the year.					
7	ALLKA TULSYAN				
	At the beginning of the year 01-Apr-2014	197320	1.3154	197320	1.3154
	Sale 21-Jul-2014	-197320	1.3154	0	0.0000
	Purchase 22-Jul-2014	197320	1.3154	197320	1.3154
	Sale 02-Mar-2015	-197320	1.3154	0	0.0000
	Purchase 03-Mar-2015	197320	1.3154	197320	1.3154
	At the end of the Year 31-Mar-2015	197320	1.3154	197320	1.3154
Remarks: No change in the shareholdings during the year.					
8	PRIYANKA TULSYAN				
	At the beginning of the year 01-Apr-2014	144068	0.9604	144068	0.9604
	Sale 21-Jul-2014	-144068	0.9604	0	0.0000
	Purchase 22-Jul-2014	144068	0.9604	144068	0.9604
	Sale 02-Mar-2015	-144068	0.9604	0	0.0000
	Purchase 03-Mar-2015	144068	0.9604	144068	0.9604
	At the end of the Year 31-Mar-2015	144068	0.9604	144068	0.9604
Remarks: No change in the shareholdings during the year.					



SI No	Name of the Shareholder	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	PRERNA TULSYAN				
	At the beginning of the year 01-Apr-2014	65036	0.4335	65036	0.4335
	Sale 21-Jul-2014	-65036	0.4335	0	0.0000
	Purchase 22-Jul-2014	65036	0.4335	65036	0.4335
	Sale 02-Mar-2015	-65036	0.4335	0	0.0000
	Purchase 03-Mar-2015	65036	0.4335	65036	0.4335
	At the end of the Year 31-Mar-2015	65036	0.4335	65036	0.4335
Remarks: No change in the shareholdings during the year.					
10	MEGHAA TULSYAN				
	At the beginning of the year 01-Apr-2014	84715	0.5647	84715	0.5647
	Sale 21-Jul-2014	-84715	0.5647	0	0.0000
	Purchase 22-Jul-2014	84715	0.5647	84715	0.5647
	Sale 02-Mar-2015	-84715	0.5647	0	0.0000
	Purchase 03-Mar-2015	84715	0.5647	84715	0.5647
	At the end of the Year 31-Mar-2015	84715	0.5647	84715	0.5647
Remarks: No change in the shareholdings during the year.					
11	ANTARA TULSYAN				
	At the beginning of the year 01-Apr-2014	57627	0.3841	57627	0.3841
	Sale 21-Jul-2014	-57627	0.3841	0	0.0000
	Purchase 22-Jul-2014	57627	0.3841	57627	0.3841
	Sale 02-Mar-2015	-57627	0.3841	0	0.0000
	Purchase 03-Mar-2015	57627	0.3841	57627	0.3841
	At the end of the Year 31-Mar-2015	57627	0.3841	57627	0.3841
Remarks: No change in the shareholdings during the year.					
12	SHALINI TULSYAN				
	At the beginning of the year 01-Apr-2014	2000	0.0133	2000	0.0133
	Sale 21-Jul-2014	-2000	0.0133	0	0.0000
	Purchase 22-Jul-2014	2000	0.0133	2000	0.0133
	Sale 02-Mar-2015	-2000	0.0133	0	0.0000
	Purchase 03-Mar-2015	2000	0.0133	2000	0.0133
	At the end of the Year 31-Mar-2015	2000	0.0133	2000	0.0133
Remarks: No change in the shareholdings during the year.					

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

Name of the Company : TULSYAN NEC LTD

Sl 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-2014	262500	1.7500	262500	1.7500
	Sale 21-Jul-2014	-262500	1.7500	0	0.0000
	Purchase 22-Jul-2014	262500	1.7500	262500	1.7500
	Sale 02-Mar-2015	-262500	1.7500	0	0.0000
	Purchase 03-Mar-2015	262500	1.7500	262500	1.7500
	At the end of the Year 31-Mar-2015	262500	1.7500	262500	1.7500
2	SOWBAGYA POLYMERS LTD				
	At the beginning of the year 01-Apr-2014	109827	0.7321	109827	0.7321
	Sale 21-Jul-2014	-109827	0.7321	0	0.0000
	Purchase 22-Jul-2014	109827	0.7321	109827	0.7321
	Sale 02-Mar-2015	-109827	0.7321	0	0.0000
	Purchase 03-Mar-2015	109827	0.7321	109827	0.7321
	At the end of the Year 31-Mar-2015	109827	0.7321	109827	0.7321
3	SOWBAGYA POLYMERS LTD				
	At the beginning of the year 01-Apr-2014	36609	0.2440	36609	0.2440
	Sale 21-Jul-2014	-36609	0.2440	0	0.0000
	Purchase 22-Jul-2014	36609	0.2440	36609	0.2440
	Sale 02-Mar-2015	-36609	0.2440	0	0.0000
	Purchase 03-Mar-2015	36609	0.2440	36609	0.2440
	At the end of the Year 31-Mar-2015	36609	0.2440	36609	0.2440
4	HARSHA HITESH JAVERI JT1 : HITESH RAMJI JAVERI JT2 : RADHABAI RAMJI JAVERI				
	At the beginning of the year 01-Apr-2014	100000	0.6666	100000	0.6666
	Sale 21-Jul-2014	-100000	0.6666	0	0.0000
	Purchase 22-Jul-2014	100000	0.6666	100000	0.6666
	Sale 02-Mar-2015	-100000	0.6666	0	0.0000
	Purchase 03-Mar-2015	100000	0.6666	100000	0.6666
	At the end of the Year 31-Mar-2015	100000	0.6666	100000	0.6666



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	K L CONCAST PVT LTD				
	At the beginning of the year 01-Apr-2014	75000	0.5000	75000	0.5000
	Sale 30-May-2014	-75000	0.5000	0	0.0000
	At the end of the Year 31-Mar-2015	0	0.0000	0	0.0000
6	M C SPINNERS PVT LTD				
	At the beginning of the year 01-Apr-2014	45000	0.3000	45000	0.3000
	Sale 21-Jul-2014	-45000	0.3000	0	0.0000
	Purchase 22-Jul-2014	45000	0.3000	45000	0.3000
	Sale 02-Mar-2015	-45000	0.3000	0	0.0000
	Purchase 03-Mar-2015	45000	0.3000	45000	0.3000
	At the end of the Year 31-Mar-2015	45000	0.3000	45000	0.3000
7	GOPAL SARDA				
	At the beginning of the year 01-Apr-2014	39319	0.2621	39319	0.2621
	Sale 21-Jul-2014	-39319	0.2621	0	0.0000
	Purchase 22-Jul-2014	39319	0.2621	39319	0.2621
	Sale 02-Mar-2015	-39319	0.2621	0	0.0000
	Purchase 03-Mar-2015	39319	0.2621	39319	0.2621
	At the end of the Year 31-Mar-2015	39319	0.2621	39319	0.2621
8	PUSHPA SARDA				
	At the beginning of the year 01-Apr-2014	38609	0.2573	38609	0.2573
	Sale 21-Jul-2014	-38609	0.2573	0	0.0000
	Purchase 22-Jul-2014	38609	0.2573	38609	0.2573
	Sale 02-Mar-2015	-38609	0.2573	0	0.0000
	Purchase 03-Mar-2015	38609	0.2573	38609	0.2573
	At the end of the Year 31-Mar-2015	38609	0.2573	38609	0.2573
9	PRATIMA SARDA				
	At the beginning of the year 01-Apr-2014	37609	0.2507	37609	0.2507
	Sale 21-Jul-2014	-37609	0.2507	0	0.0000
	Purchase 22-Jul-2014	37609	0.2507	37609	0.2507
	Sale 02-Mar-2015	-37609	0.2507	0	0.0000
	Purchase 03-Mar-2015	37609	0.2507	37609	0.2507
	At the end of the Year 31-Mar-2015	37609	0.2507	37609	0.2507



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
10	ARUN SMELTERS PVT LTD				
	At the beginning of the year 01-Apr-2014	37500	0.2500	37500	0.2500
	Sale 21-Jul-2014	-37500	0.2500	0	0.0000
	Purchase 22-Jul-2014	37500	0.2500	37500	0.2500
	Sale 02-Mar-2015	-37500	0.2500	0	0.0000
	Purchase 03-Mar-2015	37500	0.2500	37500	0.2500
	At the end of the Year 31-Mar-2015	37500	0.2500	37500	0.2500
11	SITARAM SARDA				
	At the beginning of the year 01-Apr-2014	37328	0.2488	37328	0.2488
	Sale 21-Jul-2014	-37328	0.2488	0	0.0000
	Purchase 22-Jul-2014	37328	0.2488	37328	0.2488
	Sale 02-Mar-2015	-37328	0.2488	0	0.0000
	Purchase 03-Mar-2015	37328	0.2488	37328	0.2488
	At the end of the Year 31-Mar-2015	37328	0.2488	37328	0.2488
12	PRIME GOLD INTERNATIONAL LIMITED				
	At the beginning of the year 01-Apr-2014	0	0.0000	0	0.0000
	Purchase 27-Mar-2015	67500	0.4500	67500	0.4500
	At the end of the Year 31-Mar-2015	67500	0.4500	67500	0.4500
13	SHREE SAI HANUMAN SMELTERS PVT LTD				
	At the beginning of the year 01-Apr-2014	0	0.0000	0	0.0000
	Purchase 13-Mar-2015	63750	0.4250	63750	0.4250
	At the end of the Year 31-Mar-2015	63750	0.4250	63750	0.4250
14	PATSPIN INDIA LIMITED				
	At the beginning of the year 01-Apr-2014	0	0.0000	0	0.0000
	Purchase 07-Nov-2014	37500	0.2500	37500	0.2500
	Purchase 28-Nov-2014	18750	0.1250	56250	0.3750
	Sale 02-Mar-2015	-56250	0.3750	0	0.0000
	Purchase 03-Mar-2015	56250	0.3750	56250	0.3750
	At the end of the Year 31-Mar-2015	56250	0.3750	56250	0.3750

(v) Shareholding of Directors and Key Managerial Personnel:

Name of the Company : TULSIYAN NEC LTD

SI No	Name of the Shareholder	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	C RAMACHANDRAN				
	At the beginning of the year 01-Apr-2014	0	0	0	0
	At the end of the Year 31-Mar-2015	0	0	0	0
2	P T RANGAMANI				
	At the beginning of the year 01-Apr-2014	0	0	0	0
	At the end of the Year 31-Mar-2015	0	0	0	0
3	KALYANI VENKATESAN				
	At the beginning of the year 01-Apr-2014	0	0	0	0
	At the end of the Year 31-Mar-2015	0	0	0	0
4	CS GIRIDHAR				
	At the beginning of the year 01-Apr-2014	0	0	0	0
	At the end of the Year 31-Mar-2015	0	0	0	0
5	SANJAY TULSIYAN				
	At the beginning of the year 01-Apr-2014	4475481	29.8365	4475481	29.8365
	Sale 21-Jul-2014	-4475481	29.8365	0	0.0000
	Purchase 22-Jul-2014	4475481	29.8365	4475481	29.8365
	Sale 02-Mar-2015	-4475481	29.8365	0	0.0000
	Purchase 03-Mar-2015	4475481	29.8365	4475481	29.8365
	At the end of the Year 31-Mar-2015	4475481	29.8365	4475481	29.8365
6	LALITH KUMAR TULSIYAN				
	At the beginning of the year 01-Apr-2014	4151305	27.6753	4151305	27.6753
	Sale 21-Jul-2014	-4151305	27.6753	0	0.0000
	Purchase 22-Jul-2014	4151305	27.6753	4151305	27.6753
	Purchase 16-Jan-2015	46875	0.3125	4198180	27.9878
	Sale 20-Feb-2015	-37500	0.2500	4160680	27.7378
	Sale 02-Mar-2015	-4160680	27.7378	0	0.0000
	Purchase 03-Mar-2015	4160680	27.7378	4160680	27.7378
	Sale 13-Mar-2015	-63750	0.4250	4096930	27.3128
	Sale 20-Mar-2015	-22500	0.1500	4074430	27.1628
	Sale 27-Mar-2015	-67500	0.4500	4006930	26.7128
	At the end of the Year 31-Mar-2015	4006930	26.7128	4006930	26.7128



SI No	Name of the Shareholder	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
6	LALIT KUMAR TULSIYAN (HUF)				
	At the beginning of the year 01-Apr-2014	72446	0.4829	72446	0.4829
	Sale 21-Jul-2014	-72446	0.4829	0	0.0000
	Purchase 22-Jul-2014	72446	0.4829	72446	0.4829
	Sale 02-Mar-2015	-72446	0.4829	0	0.0000
	Purchase 03-Mar-2015	72446	0.4829	72446	0.4829
	At the end of the Year 31-Mar-2015	72446	0.4829	72446	0.4829
7	V KIRUBANANDAN				
	At the beginning of the year 01-Apr-2014	5000	0.0333	5000	0.0333
	Sale 21-Jul-2014	-5000	0.0333	0	0.0000
	Purchase 22-Jul-2014	5000	0.0333	5000	0.0333
	Sale 02-Mar-2015	-5000	0.0333	0	0.0000
	Purchase 03-Mar-2015	5000	0.0333	5000	0.0333
	At the end of the Year 31-Mar-2015	5000	0.0333	5000	0.0333
8	A P VENKATESWARAN				
	At the beginning of the year 01-Apr-2014	10500	0.0700	10500	0.0700
	Sale 21-Jul-2014	-10500	0.0700	0	0.0000
	Purchase 22-Jul-2014	10500	0.0700	10500	0.0700
	Sale 02-Mar-2015	-10500	0.0700	0	0.0000
	Purchase 03-Mar-2015	10500	0.0700	10500	0.0700
	At the end of the Year 31-Mar-2015	10500	0.0700	10500	0.0700
9	SANJAY AGARWALLA				
	At the beginning of the year 01-Apr-2014	5000	0.0333	5000	0.0333
	Sale 21-Jul-2014	-5000	0.0333	0	0.0000
	Purchase 22-Jul-2014	5000	0.0333	5000	0.0333
	Sale 02-Mar-2015	-5000	0.0333	0	0.0000
	Purchase 03-Mar-2015	5000	0.0333	5000	0.0333
	At the end of the Year 31-Mar-2015	5000	0.0333	5000	0.0333

V. INDEBTEDNESS
Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. In lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year :				
i) Principal Amount	26899.82	11332.90	-	38232.72
ii) Interest due but not paid		632.02	-	632.02
iii) Interest accrued but not due				-
Total (i + ii + iii)		11964.92	---	38864.74
Change in Indebtedness during the financial year :				
• Addition	31280.54	(384.86)	-	31280.54
• Reduction	-			(384.86)
Net Change				30895.68
Indebtedness at the end 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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (FY 2014-15)
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(in Rupees)

Sl. No.	Particulars of Remuneration	Name of MD/WT/ Manager				Total Amount
		Sanjay Tulsyani	Lalit Kumar Tulsyani	Sanjay Agarwalla	A.P. Venkateswaran	
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	60,00,000	60,00,000	21,00,000	49,52,124	1,90,52,124
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	28,800	-	39,600	-	68,400
	(c) Profits in lieu of salary under section 17(3) of the Income tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
	Commission					
4	- as % of profit	-	-	-	-	-
	- others, specify...	-	-	-	-	-
5	Others, please specify					
	Total(A)	60,28,800	60,00,000	21,39,600	49,52,124	1,91,20,524
	Ceiling as per the Act	As per the approval of shareholders obtained by way of Postal Ballot on 10th January, 2015.				

B. Remuneration to other directors:

(Amount in Rupees)

Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount
		C Ramachandran	V Kirubanandan	P T Rangamani	
1.	Independent Directors:				
	- Fee for attending board committee meetings during FY 2014-15	12,000	12,000	8,000	32,000
	- Commission				
	- Others, please specify				
	Total (1)	12,000	12,000	8,000	32,000
2.	Other Non-Executive Directors:				
	- Fee for attending board committee meetings				
	- Commission	-	-	-	-
	- Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B) = (1 + 2)	12,000	12,000	8,000	32,000
	Total Managerial Remuneration	12,000	12,000	8,000	32,000
	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 Rs.1 lac as prescribed under the Companies Act, 2013 and the Rules made thereunder.			

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTB**

(Amount in Rupees)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
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	NIL	600,000
2.	Stock Option	NIL			
3.	Sweat Equity	NIL			
4.	Commission - as % of profit - others, specify...	NIL			
5.	Others, please specify	NIL			
	Total		600,000		600,000

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

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

ANNEXURE - IV
CORPORATE SOCIAL RESPONSIBILITY

The Company constituted Corporate Social Responsibility Committee (CSR) pursuant to provisions of section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 are provided herein below :

1. The CSR policy of the Company, 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 CSR policy of the Company is available on the Company's website www.tulsyannec.in
2. The Composition of the CSR Committee.	:	Mr.C. Ramachandran and Mr.P.T. Rangamani are the Independent Directors of the CSR Committee. The members of the committee are: Mr. Sanjay Agarwalla Mr.C. Ramachandran Mr. P.T. Rangamani
3. Average net profit of the company for last three financial years.	:	Rs.(2714.59) lacs
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above).	:	NIL
5. Details of CSR spent during the financial year 2014-15		
(a) Total amount to be spent for the financial year 2014-15	:	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)
S. No	CSR project or activity identified Is Covered	Sector In which the Project	Projects or programs 1) Local area or other 2) Specify the State and district where projects or programs was undertaken.	Amount outlay (budget) project or programs wise.	Amount spent on the projects or programs Sub-heads: 1) Direct on projects or programs 2) Overheads:	Cumulative Expenditure upto the reporting Period.	Amount spent Direct or through implementing Agency.
		Total			NIL		

ANNEXURE - V

Particulars as per the provisions of section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2015

(A) CONSERVATION OF ENERGY:

- (i) The steps taken or impact on conservation of energy;

The Company engages outside professionals / consultants for conduct of energy audit from time to time and implements 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 optimise the energy utilisation from time to time.

- (ii) The steps taken by the company for utilising alternate sources of energy;

The Company has invested in windmills to generate electricity as a measure of utilising alternate sources of energy and annually produces 2.75 Mwh of energy.

- (iii) The capital investment on energy conservation equipments;

The Company has invested in windmills (alternative means of energy) an amount of Rs.1042.81 Lacs.

(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, areas where absorption has not taken place, and the reasons thereof; and

- (iv) the expenditure incurred on Research and Development: *not applicable*.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars with regard to Foreign Exchange inflows and Outgo are given in the Notes to Accounts.

For and on behalf of the Board

Place: Chennai
Date: 28th August, 2015

Lalit Kumar Tulsiyan
Executive Chairman

ANNEXURE - VI
Disclosures required with respect to section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The ratio of the remuneration of each director to the median employee's remuneration and such other details in terms of section 197(12) of the companies act, 2013 read with rule 5 (1) of the 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 Tulsyani	Managing Director designated as Chairman	1 : 44
Sanjay Tulsyani	Managing Director	1 : 44
Sanjay Agarwalla	Whole-time Director	1 : 15
A.P.Venkateswaran*	Whole-time Director (Finance & Accounts)	1 : 22
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 29th May, 2015.

For this purpose, sitting fees paid to Non-Executive Independent 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, 2015.

- 2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

There was no increase in the percentage in the remuneration of the Directors and Company Secretary during the year.

- 3. The Percentage increase in the median remuneration of employees in the financial year:**

The percentage increase in the median remuneration of the employees in the financial year was around 18.4%.

- 4. The Number of permanent Employees on the rolls of the Company:**

There were 635 permanent employees as on March 31, 2015.

- 5. The explanation on the relationship between average increase in remuneration and Company performance:**

The Company considers following factors while recommending increase in the remuneration of its Employees;

- ❖ Financial performance of the Company
- ❖ Industry Benchmarking and consideration towards cost of living adjustment/inflation
- ❖ Individual performance.

The increase in remuneration is a function of the factors outlined above. The performance of the Company has bearing on the quantum of the pay declared for employees across senior and middle levels. The average increase in the remuneration of the employees during the year 2014-15 was around 16.6%.

6. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

In view of the losses incurred during the year, there were no any increase in the remuneration paid to the key managerial personnel.

7. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer:

The Market capitalization of the Company has decreased from Rs.27.82 crores as of March 31, 2014 to Rs.22.50 crores as of March 31, 2015. Over the same period, the Price to Earnings Ratio moved from (0.45) to (0.60). The Company's stock price as at March 31, 2015 has decreased by 69.69% to Rs.15 per equity share over the last public offering, i.e. Rights Issue in April 2011 made at the price of Rs.49.50 per equity share.

8. 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 there of and any exceptional circumstances for increase in the managerial remuneration:

The average percentage increase made in the salaries of total employees other than the Key Managerial Personnel during the FY 2014-15 is around 16.6%, while the average increase in the remuneration of the Key Managerial Personnel was 0%.

9. Comparison of the remuneration of each of the Key Managerial Personnel against the performance of the Company:

The remuneration of Key Managerial Personnel bears a very low or negligible percentage to the Turnover/EBIDTA or PAT of the company especially considering the nature of business the company is engaged in and thus not relatable directly to the performance of the company.

10. The key parameters for any variable component of remuneration availed by the Directors:

There is no variable component of remuneration paid / payable to the Directors of the Company.

11. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

Not Applicable

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

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).

Some of the other recent government initiatives in this sector are as follows:

- An Inter Ministerial Group (IMG) has been setup in the Ministry of Steel for effective coordination and expediting implementation of various investment projects in the steel sector.
- A Project Monitoring Group (PMG) has been constituted under the Cabinet Secretariat to fast track various clearances/resolution of issues delaying the investments in the sector.
- To increase domestic value addition and improve iron ore availability for domestic steel industry, duty on export of iron ore has been increased to 30 per cent.
- Rates of custom duty on stainless steel flat products have been enhanced from 5 per cent to 7.5 per cent in the Union Budget for 2014-15.

India is expected to become the world's second largest producer of crude steel in 2015-16, moving up from the fourth position, as its capacity is projected to increase from 100 MT to about 112.5 MT in 2016. Also, India has set an output target of 300 MT of steel by 2025.

These indicators suggest that India will soon move up to the second position both in production and consumption of steel, according to a sectoral analysis by Frost & Sullivan's Metals & Mining Practice.

II. OPPORTUNITIES AND THREATS

The Cost of Raw Material and Power are major costs incurred for producing Steel Rods. Volatility in the price of scrap / sponge affects the company's margin. The power situation during the current year has worsened compared to the previous year(s) there were more power cuts. Due to these power cuts we could not utilize our capacities in full thus losing out on economies of large scale production.

First phase of our 1 X 35 MW Captive Power Plant at Gummidipoondi successfully started commercial operations after completion of yester financial year which would help us in reducing the costs in the near future. The other additional Power Plant of 35 MW capacity is under implementation and expected to commence its commercial operation soon.

With globalization and liberalization the demand gap is ever increasing. With almost 3 decades of presence in the industry the company has earned a good name for its commitment to quality and timely supply. With the enhancement in production capacities the company is well poised to cater to a bigger market.

III. SEGMENT-WISE / PRODUCT-WISE

The production of steel rods was 109352 MT compared to 138839 MT in the previous year. The sale of rods during the year was 107989 MT compared to 144012 MT in the previous year.

The production of synthetic products was 8904 MT compared to 9057 MT in the previous year. The sale of synthetic products during the year was 8546 MT compared to 7215 MT in the previous year

IV. FUTURE OUTLOOK

With the commencement of commercial operations of our 1 X 35 MW Thermal Power Plant we see an opportunity to tackle power cuts to some extent. Though 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.

The other major cost is power for which the company is aiming to reduce with the help of new power plant and the proposed second phase of 35 MW Power Plant which expected commence production at the end of the current financial year would help us reduce our cost and economy to a greater extent.

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

Increasing prices and availability of key input and raw material, 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.

The Company has an Internal Audit Department, which conducts audit of various departments and areas. In line with international trend, planning and conduct is oriented towards a review of controls in the management of risks and opportunities in the Company's activities. The annual audit programme

is developed by the Internal Audit Department and approved by the Audit Committee of the Board. The Internal Audit Department reports its findings and observations to the Audit Committee, which met four times during the year to review the audit observations and to follow up implementation of corrective actions. The Committee also consults the Company's statutory auditors to ascertain their views on the adequacy of the internal control systems in the Company. The Audit Committee has majority of independent directors to maintain the objectivity.

The Auditors' remarks regarding adequacy of internal controls can be seen in Clause No. 4 of the Annexure to the Auditors' Report.

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 lacs. EBITDA dropped by 24.14% YOY to Rs.1430.15 lacs and PAT increased by 39.70% YOY to Rs.(3672.06) lacs.

IX. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The company, at the year-end had 635 employees and industrial relations remained cordial during the year. To meet ongoing challenges in the market place, employees are trained continuously to upgrade both their knowledge and skills.

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.

REPORT ON CORPORATE GOVERNANCE

Tulsyang NEC Limited is committed to sound Corporate Governance practices. Tulsyang 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.

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.

GOVERNANCE STRUCTURE

The Company's Governance structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the Management to achieve these corporate objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable profitable growth.

BOARD OF DIRECTORS

The composition of the Board is in conformity with Clause 49 of the Listing Agreement. The Board of Directors consists of Eight Directors. Your company has an optimum combination of Executive and Non-Executive Directors at an equal half proportion. All the members of Board are eminent persons with expertise and extensive experience in different field and have made outstanding contribution to the Industry.

BOARD TRAINING AND INDUCTION

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the compliances required from him under the Companies Act, Clause 49 of the Listing Agreement and other relevant regulations and his affirmation taken with respect to the same.

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, organisational set up of the Company, the functioning of various divisions / departments, the Company's market share and the markets in which it operates, governance and internal control processes and other relevant information pertaining to the Company's business. The Chairman and the MD also has a one-to-one discussion with the newly appointed Director. 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.

Composition and Category of Directors and details of shareholdings of Directors as on 31st March, 2015 are as follows:

Sl No	Directors	Category	Designation	Date of Appointment	Shareholdings in the Company as on 31 st March, 2015	
					No of shares held	% of shares
1	Lalit Kumar Tulsyan	Executive chairman	Managing Director	12.07.1996	4006930	26.71
2	Sanjay Tulsyan	Executive – Non Independent	Managing Director	01.10.1996	4475481	29.84
3	A.P. Venkateswaran	Executive – Non Independent	Whole Time Director	09.01.2004	10500	0.07
4	Sanjay Agarwalla	Executive – Non Independent	Whole Time Director	27.04.2006	5,000	0.03
5	P.T. Rangamani *	Non Executive – Independent	Director	30.03.1994	-	-
6	C. Ramachandran *	Non Executive – Independent	Director	12.12.2007	-	-
7	Kalyani Venkatesan*	Non Executive – Independent	Director	13.02.2015	-	-

* As per the judgment of the Board these are Independent Directors within the meaning of explanation to Clause 49(I)(A) (iii) of the Listing Agreement.

Board Meetings and Attendance and Number of other Directorships / Committee Chairmanships & Committee Memberships of each Director in various Companies:

Eight Board Meetings were held during the financial year 1st April, 2014 to 31st March, 2015 on; 30th June, 2014, 14th August 2014, 14th November 2014, 31st December 2014, 13th February 2015, 14th February, 2015, 19th February, 2015 and 25th March, 2015. The gap between two meetings did not exceed four months. These meetings were well attended. The Sixty seventh Annual General Meeting (AGM) of the Company was held on 30th September, 2014. The Chairman of the Audit Committee was present at the AGM.

Name of the Director	Number of Board Meetings attended	Attendance at the last AGM	Other Directorships*	Number of committee memberships/chairmanships (including Tulsyan NEC Limited)	
				Committee memberships**	Committee Chairmanships
Shri Sanjay Tulsyan	Seven	Yes	Eight	Nil	Nil
Shri Lalit Kumar Tulsyan	Eight	Yes	Six	Nil	Nil
Shri P.T. Rangamani	Four	Yes	Nil	One	One
Shri A.P. Venkateswaran ##	Six	No	Nil	One	Nil
Shri Sanjay Agarwalla	Eight	Yes	Five	Nil	Nil
Shri V. Kirubanandan #	Six	Yes	Nil	Nil	Nil
Shri C. Ramachandran	Six	Yes	Seven	Nine	Seven
Smt. Kalyani Venkatesan***	Nil	No	Nil	Two	Nil
Shri S. Ramakrishnan ###	Nil	Nil	Nil	Nil	Nil

* includes private companies.

** includes committees where the director holds the position of chairman.

*** appointed as additional director on 13th February, 2015.

resigned from the Board on 25th March, 2015.

resigned from the Board on 1st October, 2014.

resigned from the Board on 29th May, 2015.

None of the directors on the Board is a member of more than ten committees or chairman of more than five committees across all the companies in which they are Directors. The Chairmanship / membership of committees include only Audit Committee and Stakeholders' Relationship committee as required by Clause 49 of the Listing Agreement, in accordance with the disclosures made by the Directors.

BOARD PROCEDURE

A detailed agenda is sent to each Director in advance of Board and Committee Meetings. To enable the Board to discharge its responsibilities effectively, the Managing Director apprises the Board at every meeting of the overall performance of the Company.

The Board reviews strategy and business plans, minutes of the Board Meetings of Company's unlisted subsidiary companies, significant transactions and arrangements entered into by the unlisted subsidiary companies, adoption of financial results, major accounting provisions and write-offs, Minutes of Meetings of the Audit and other Committees of the Board, and information on recruitment of officers just below the Board level, including the Company Secretary and the Compliance Officer.

APPOINTMENT / RE-APPOINTMENT OF DIRECTORS:

In terms of Clause 49(IV)(G) of the Listing Agreement with the Stock Exchanges, 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.

AUDIT COMMITTEE:

As on 31st March, 2015, the Committee comprised of 3 Directors: Shri C. Ramachandran, Shri A.P. Venkateswaran and Smt. Kalyani Venkatesan.

Shri C.Ramachandran, Chairman of the Committee and Shri C.Ramachandran and Smt. Kalyani Venkatesan are independent Directors. All members of the Committee have good knowledge of accounting and financial management. The Company Secretary is the Secretary to the Committee.

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement. Some of the important functions performed by the Committee are:

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 arms length pricing basis and to review and approve such transactions subject to the approval of the Board.

The Committee met five times during the year under review and the gap between two Meetings did not exceed four months. During the financial year 1st April 2014 to 31st March 2015, the Committee met on: 30th June 2014, 14th August 2014, 14th November 2014, 13th February, 2015 and 14th February 2015. The attendance at the Meetings is as under:

Members	Number of Meetings	
	Held	Attended
Shri C. Ramachandran	Five	Five
Shri A.P. Venkateswaran *		Five
Shri V. Kirubanandan ###		Two
Shri S. Ramakrishnan ##		Nil
Smt. Kalyani Venkatesan#		Nil

appointed as member of the Audit Committee with effect from 13th February, 2015.

resigned from the Audit Committee of the Board on 13th February, 2015.

resigned from the Board on 1st October, 2014.

* resigned from the Audit Committee of the Board on 29th May, 2015.

The present composition of the Audit Committee consists of Shri C. Ramachandran, Shri Sanjay Agarwalla and Smt. Kalyani Venkatesan as members. Shri A. P. Venkateswaran resigned from the Audit Committee of the Board on 29th May, 2015.

NOMINATION AND REMUNERATION COMMITTEE

The role of the Nomination and Remuneration Committee is to review market practices and to decide on remuneration packages applicable to the Managing Director(s) and Whole-time Director(s), key managerial personnel and other employees of the Company.

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.

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 special resolutions for payment of remuneration to the Executive / whole-time directors have been approved by the shareholders by way of Postal Ballot as required by section 110 of the Companies Act, 2013. Their remuneration structure comprises salary, perquisites and allowances and contribution to provident fund.

The Non-executive Directors do not draw any remuneration from the Company other than sitting fees. Details of the salary paid to the directors are shown below.

The Committee met three times during the year 1st April, 2014 to 31st March, 2015 on 30th June, 2014, 14th November, 2014 and 13th February, 2015.

Members	Number of Meetings	
	Held	Attended
Shri V. Kirubanandan ##	Three	Three
Shri P.T. Rangamani	Three	Two
Shri C. Ramachandran	Three	Three
Smt. Kalyani Venkatesan #	Three	Nil

appointed as member of Nomination and Remuneration Committee with effect from 25th March, 2015.

resigned from Nomination and Remuneration Committee of the Board on 25th March, 2015.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Share allotment/transfer- cum- Investor Grievances Committee" as the "Stakeholders' Relationship Committee".

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 2013 to 31st March 2014 on: 30th June, 2014, 14th August 2014, 14th November 2014 and 13th February 2015.

Members	Number of Meetings	
	Held	Attended
Shri P.T. Rangamani	Four	Three
Shri C. Ramachandran	Four	Four
Shri. V.Kirubanandan*	Four	Four
Smt. Kalyani Venkatesan#	Four	Nil

* resigned from the membership of Stakeholders' Relationship Committee on 25th March, 2015.

appointed as member of Stakeholders' Relationship Committee with effect from 25th March, 2015.

During the year, 2 complaints were received from the Shareholders, all of which have been attended to and resolved. As on 31st March, 2015, there are no pending share transfers or complaints from the shareholders.

Corporate Social Responsibility Committee - (constituted in 2014)

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

- * To review the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
- * To provide guidance on various CSR activities to be undertaken by the Company and to monitor its progress.

The composition of the Corporate Social Responsibility Committee as on 31st March, 2015 and their participation at the Meeting of the Committee held on 13th February, 2015 are as under:

Members	Number of Meetings held and attended
Shri A.P. Venkateswaran	One
Shri C. Ramachandran	
Shri P.T. Rangamani	

The present composition of the CSR Committee consists of Shri C. Ramachandran, Shri Sanjay Agarwalla and Shri P.T. Rangamani as members. Shri A. P. Venkateswaran resigned from the CSR Committee of the Board on 29th May, 2015.

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on 14th February, 2015, inter alia, to discuss:

- ❖ review the performance of non-independent directors and the Board as a whole;
- ❖ review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- ❖ assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The independent directors at their meeting held on 14th February, 2015 discussed on these points and expressed satisfaction over the same.

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 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, individuals performance, 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.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

REMUNERATION PAID

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.

Directors of Remuneration paid to the Directors during the financial year:

Name and Designation	Total Remuneration (including incentive) (In Rs.)	Sitting fee pertaining to meetings held and attended during the FY 2014-15 (In Rs.)	Relationship with other Directors
Shri Sanjay Tulsyann (Executive)	60,28,800	--	Brother of Shri Lalit Kumar Tulsyann
Shri Lalit Kumar Tulsyann (Executive)	60,00,000	--	Brother of Shri Sanjay Tulsyann
Shri A.P. Venkateswaran (Executive)	49,52,124	--	---
Shri Sanjay Agarwalla (Executive)	21,39,600	--	---
Shri P.T. Rangamani (Non-Executive)	--	8,000	---
Shri V. Kirubanandan (Non-Executive)	--	12,000	---
Shri C. Ramachandran (Non-Executive)	--	12,000	---
Shri S. Ramakrishnan **	-	-	-

**Shri S. Ramakrishnan resigned from the Board on 1st October, 2014.

The Company has not advanced loans to any Director during the year.

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 2014-15 was Rs.1,91,20,524. The Company has obtained requisite approvals from the shareholders of the Company as required by the provisions of the Companies Act, 2013.

SUBSIDIARY COMPANIES

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. The copies of the Minutes of the Committee Meetings and the Board Meetings of the Subsidiary Companies are periodically tabled at the meeting(s) of the Board.

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 2015. The Annual Report contains a declaration to this effect signed by the Whole-time Director.

CEO / CFO CERTIFICATION

As required under Clause 49V of the Listing Agreement with the Stock Exchanges, the Managing Director (CEO) and the Chief Financial Officer of the Company have certified to the Board regarding the financial statements, and matters related to internal controls in the prescribed format for the year ended 31st March, 2015.

RELATED PARTY TRANSACTIONS

During the financial year 2014-15, 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

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 1956 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

STRICTURES AND PENALTIES

The Company has received the letter from BSE Limited imposing fine for delayed submission of quarterly financial results to the stock exchange for the quarter ended 31st March, 2014 and for the quarter ended 30th September, 2014. The Company has paid the fine as required by the exchange in accordance with SEBI circular CIR/MRD/DSA/31/2013 dated September 30, 2013.

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 Company has established Whistle blower policy - vigil mechanism for directors and employees to report genuine concerns to the management about instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. This mechanism also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of Audit Committee in exceptional cases. 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.

During the year ended 31st March, 2015, 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.

COMPLIANCE WITH CLAUSE 49

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement relating to Corporate Governance. As regards the non-mandatory requirements, the Company has set up the Nomination and Remuneration Committee of the Board, the details of which have been provided under the section “Committees of the Board”. During the year under review, there was no audit qualification in the Company’s financial statements. The Company continues to adopt best practices to ensure that its financial statements remained unqualified.

MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly results as required under Clause 41 of the Listing Agreement are normally published in ‘Trinity Mirror’ all Editions in English and in Tamil ‘Makkal Kural’. These are not sent individually to the Shareholders. The Company’s results are displayed on the Company’s website at www.tulsyannec.in. The Company has not made any presentations to any institutional investors/analyst during the year.

GENERAL BODY MEETINGS

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

Year	Date	Time	Venue	Special Resolution Passed
2012	28 th September, 2012	2.00 pm	Naradha Gana Sabha Mini Hall 254 T.T.K. Road Chennai 600 018	Increase in remuneration to the whole-time Director.
				Appointment of Shri Manish Kumar Sharma for holding office or place of profit as Vice President - Production, Quality Assurance & Export.
				Appointment of Shri Alka Tulsyannec for holding office or place of profit as Vice President– Admin.
2013	23 rd September, 2013	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.



Year	Date	Time	Venue	Special Resolution Passed
2014	30 th September, 2014	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 Tulsyan Smelters Private Limited.
				Ratification and approval for existing related party contracts / arrangements entered into with subsidiary Chitrakoot 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.

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

Year	Date	Time	Venue	Special Resolution Passed
2013	14 th September, 2013	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 2012-13 and 2014-15.

The Special Resolutions were passed through Postal Ballot during 2014-15 as required by section 110 of the Companies Act, 2013.

Details of Special Resolutions passed through Postal Ballot during FY 2014-15 as prescribed by section 110 of the Companies Act, 2013 and the relevant Rules;

Year	Date	Venue	Special Resolution Passed
FY 2014 - 15	10 th January, 2015	Corporate Office: 1 ST Floor, Apex Plaza, No.3, Nungambakkam High Road, Chennai 600 034	Approval for revision in remuneration paid / payable to Shri Sanjay Tulsyan, Managing Director.
			Approval for revision in remuneration paid / payable to Shri Lalit Kumar Tulsyan, Managing Director designated as Executive Chairman.
			Approval for revision in remuneration paid / payable to Shri Sanjay Agarwalla, Whole-time Director.
			Approval for re-appointment of Shri A P Venkateswaran as Whole-time Director (Finance & Accounts) and payment of remuneration.
			Approval for loans and investments in other Companies / Bodies Corporate(s).
			Approval for creation of charge / mortgage on the assets of the Company.

The postal ballot exercise was carried out by the Scrutinizer M.Damodaran and Associates, Practicing Company Secretaries, Chennai. The Scrutinizer reported that the Special Resolutions as contained in the Postal Ballot Notice dated 14th November, 2014 have been passed by Shareholders as Special Resolutions. Accordingly, based on the Scrutinizer Report dated 10th January, 2015 being the date of declaration of Results of Postal Ballot was deemed as date of passing of the aforesaid Special Resolutions by the Shareholders of Tulsyan NEC Limited on Saturday, the 10th January, 2015.

The Company has not proposed to conduct postal ballot exercise for passing special resolutions during the year 2015-16.

GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Date and Time	:	30th September, 2015 at 11.30 am
Venue	:	Naradha Gana Sabha (Mini Hall), 254, T.T.K. Road, Chennai – 600 018
Financial Calendar	:	Results for the quarter ended (Tentative)
		30th June, 2015 – Before 14.08.2015
		30th September, 2015 – Before 14.11.2015
		31st December, 2015 – Before 14.02.2016
		31st March, 2016 – Before 30.05.2016
Dates of Book Closure	:	24th September, 2015 to 30th September, 2015 (7 days)
Dividend Payment Date	:	No Dividend Declared

Listing on Stock Exchanges

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited and Calcutta Stock Exchange Limited. The Company has paid the listing fees to the Stock Exchanges.

Tulsyane NEC Limited's Stock Exchange Codes

BSE	513629
MSE	Tulsyane NEC

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

Stock Market Price Data : Monthly High / Low of Market price of the Company's equity shares traded on the BSE Limited, Mumbai during the year 2014-15 is furnished below.

Month	High (in Rs.)	Low (in Rs.)
April 2014	22.30	17.75
May 2014	25.25	19.25
June 2014	31.50	23.20
July 2014	30.25	26.85
August 2014	26.95	21.20
September 2014	25.60	21.10
October 2014	25.25	20.00
November 2014	25.00	20.05
December 2014	21.75	17.80
January 2015	18.95	15.85
February 2015	20.20	16.70
March 2015	17.20	14.30

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, 2015

Shareholdings in Rs.	Number of Shareholders	Percentage of Shareholders	Share Capital in Rs.	Percentage of Shareholding
10 to 5000	5690	88.66	6684560	4.46
5001 to 10000	295	4.59	2404790	1.60
10001 to 20000	165	2.57	2511430	1.67
20001 to 30000	64	0.99	1664920	1.11
30001 to 40000	27	0.42	980250	0.65
40001 to 50000	30	0.47	1420940	0.95
50001 to 100000	63	0.98	5071850	3.38
100001 & above	84	1.30	129261260	86.17
Total	6418	100.00	150000000	100.00

Shareholding Pattern as on 31st March, 2015

S.No.	Category of Shareholders	Number of shareholders	Total Holdings	Holdings in %
1	Resident	5811	3329374	22.20
2	NRI	471	95566	0.64
3	Bodies Corporate	119	957446	6.38
4	Clearing Member	2	1199	0.01
5	Mutual Funds	3	2000	0.01
6	Promoters	12	10614415	70.76
	Total	6418	15000000	100.00

DEMATERIALISATION OF EQUITY SHARES

As on 31st March 2015, 85.71 percent of the equity shares are held in dematerialised form with National Securities Depository Limited and Central Depository Services (India) Limited. The market lot is one share, as trading in the Equity Shares of the Company on exchanges is permitted only in dematerialised form.

Non-Promoters' holding : 29.24 percent.

OUTSTANDING ADRS / GDRS / WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

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

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,
Gummudipoondi-601 201, Tamil Nadu

Branch:

50B, Muktaram Babu Street,
Kolkata 700 007

Godown:

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

Power Plant:

No. 17, Sithurnatham Village,
Gummidipoondi-601 201, Tamil Nadu

Windmill:

1. Kudimangalam, Udumalpet, Tamil Nadu
2. Pazhavor, Tirunelveli District, Tamil Nadu
3. 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, Kurnool District,
Andhra Pradesh – 581 220

COMPANY SECRETARY & COMPLIANCE OFFICER

Shri CS Giridhar
First Floor, Apex Plaza,
3, Nungambakkam High Road,
Nungambakkam, Chennai – 600034
Phone: 044 3918 1060, Fax: 044 3918 1097
Email: investor@tulsyannec.in
Website: www.tulsyannec.in

COMPANY'S INVESTOR E-MAIL ID

The Company has also designated investor@tulsyannec.in as an exclusive email ID for Shareholders for the purpose of registering complaints. This has also been displayed on the Company's website.

Company's website www.tulsyannec.in

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the members of Tulsyam NEC Limited

I have examined the compliance of conditions of corporate governance by TULSYAN NEC LIMITED for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India.

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 stipulated in the above mentioned Listing Agreement.

I state that in respect of investor grievances received during the year ended 31st March, 2015 no investor grievances are pending exceeding one month against the Company as on 31st March, 2015 as per records maintained by the Company and presented to Stakeholders' 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, B.Com., A.C.S., L.L.B.,
Practicing Company Secretaries
CP No. 5081

Place: Chennai

Date: 28th August, 2015

DECLARATION ON CODE OF CONDUCT

To

The Shareholders of Tulsyam NEC Limited

We hereby declare that all 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 formulated by the Board of Directors for the financial year ended 31st March 2015.

For Tulsyam NEC Limited

SANJAY AGARWALLA
Whole-time Director

Place: Chennai

Date: 28th August, 2015

CEO-CFO CERTIFICATION

We, Lalit Kumar Tulsyar, Executive Chairman and Shanthakumar RP, 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, 2015 and to the best of our knowledge and belief:

- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii. 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 2015 are fraudulent, illegal or violative 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.

- i. There has not been any significant change in internal control over financial reporting during the year under reference;
- ii. 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
- iii. 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 Tulsyar NEC Limited

LALITKUMAR TULSYAN
Executive Chairman

SHANTHAKUMAR RP
Chief Financial Officer

Place: Chennai

Date: 3rd July, 2015



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF M/S TULSYAN NEC LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of M/s. Tulsyane NEC Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The company's Board of Director is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 control 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.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standard and matters which are required to be included in the audit report under the provisions of the Act and 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 procedure to obtain audit evidence about the amounts and 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 statement 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 and adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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 financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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:

- a) In the case of the Balance Sheet, of the State of affairs of the company as at March 31, 2015:
- b) In the case of the Statement of Profit and Loss, of the Profit/Loss of the Company for the year ended on that date:
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

As required by Section 143(3) of the Act, We report that:

- 1.1. 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;
- 1.2. 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;
- 1.3. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- 1.4. In our opinion, the aforesaid financial statements comply with Accounting Standard specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules 2014.
- 1.5. On the basis of written representations received from the Directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
2. With respect to the matters to be included in the Auditor's Report in accordance with Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of Sub-Section (11) of the 143 & Rule 11 of the Companies (Audit and Auditors) Rules, 2014, we give in the annexure a statement on the matters specified in the paragraphs 3 and 4 of the Order.

For C.A.Patel & Patel
Chartered Accountants
Firm Registration No.: 005026 S

BHAVESH N PATEL
Partner
Membership No.: 26669

Place: Chennai
Date: 3rd July, 2015



Annexure to the Auditors' Report

Reports under The Companies (Auditor's Report) Order, 2015 (CARO)

CARO 2015 Report on the standalone financial statement of Tulsyan NEC Limited for the year ended 31st March, 2015.

To the Members of Tulsyan NEC Limited

We refer to our on stand alone financial statements of Tulsyan NEC limited (the Company) for the year ended 31st March, 2015 issued on 3rd July, 2015. The Gazette version of the Companies (Auditor's Report) Order, 2015 (CARO 2015) was not available in the Official Gazette of India on the date of our report. Accordingly our report does not contain an Annexure on the matters specified in Paragraphs 3 and 4 of CARO 2015.

Subsequent to the issuance of our report dated 3rd July, 2015, CARO 2015 has been published in the Official Gazette of India. While it was not obligatory on our part to issue our report on the matters specified in paragraph 3 and 4 of CARO 2015, based on the discussion with the company, as a measure of good governance, we give hereinafter a statement on the matters specified in paragraphs 3 and 4 of CARO 2015. This may be treated as an Annexure to our aforesaid Report on standalone financial statements for the year ended 31st March, 2015.

1. In respect of its fixed assets:

1.1. The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.

1.2. As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner. Which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.

2. Inventories

2.1. The management has conducted physical verification at reasonable intervals in respect of its inventory. In our opinion the frequency of verification is reasonable.

2.2. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

2.3. The company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.

3. Loans and advances

In respect of loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013

3.1 The principal amounts are repayable on demand, While interest is payable annually. However the Company has taken unsecured loan from 56 Parties aggregating to Rs. 6361.24 Lacs during the year (Previous Year Rs. 4955.95 Lacs) excluding interest accrued & IFST as stated in Note No.4

SL No	Name of Party	Relationship with Party	Year end balance
1	Cosmic Global Limited	76.17% Subsidiary Company	35.76 Cr
2	Tulsyan Power Limited*	100% Subsidiary Company	0.31 Dr
3	Chitrakoot Steel & Power P Ltd	100% Subsidiary Company	NIL
4	Balaji Engineering & Galvanizing Ltd*	98.80% Subsidiary Company	7.96 Dr
5	Color Peppers Media Pvt Ltd	100% Subsidiary Company	253.33 Dr
6	T.G. Logistic Pvt Ltd	100% Subsidiary Company	NIL

3.2 In respect of the said loans and interest thereon, there are no overdue Amounts.



4. In our opinion and according to the information and explanation given to us, the company has an adequate internal control system commensurate with its size and the nature of its business for purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in such internal control system.
5. According to the information and explanation given to us, the Company has not accepted any deposits from the public. Therefore, the provision of Clause (v) of paragraph 3 of the CARO 2015 are not applicable to the Company.
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. Statutory dues
 - 7.1. The company is regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth tax, Service tax, Duty of Customs, duty of Excise, Value added Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.
 - 7.2. Details of 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, 2015 on account of disputes are given in the annexure "A".
8. The company does not have any accumulated losses at the end of the financial year. However, the Company has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
9. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks and debenture holders.
10. 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) as per point number 1.8 of the notes to accounts
11. The Company has raised new term loans during the year. The terms Loans outstanding at the beginning of the year and those raised during the year have been applied for the purposes for which they were raised.
12. In our opinion and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For C.A.Patel & Patel
Chartered Accountants
Firm Registration No.: 005026 S

BHAVESH N PATEL
Partner
Membership No.: 26669

Place: Chennai
Date: 3rd July, 2015

**ANNEXURE "A" TO AUDITORS' REPORT**

Referred to in paragraph 9(b) of Annexure a statement on the matters specified in the Companies (Auditor's Report) Order, 2003 of M/s TULSYAN NEC LIMITED for the year ended 31st March, 2015

TAX LIABILITIES DISPUTED IN APPEAL

S. NO	Asst. 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	201,989.00	201,989.00	0	100,000.00	Paid Disputed in Appeal before Commissionerate CESTAT
2	2002-2003	Order 2/1, 31.10.2001	3,987,205.00	3,987,205.00	0	1,422,316.00	Paid Disputed in Appeal before Commissionerate CESTAT



TULSYAN NEC LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note No.	As At March 31, 2015	(Rs. In Lacs) As At March 31, 2014
I. EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	2	2349.57	2205.46
Reserves & Surplus	3	9922.32	12302.59
		<u>12271.89</u>	<u>14508.05</u>
Non-Current Liabilities			
Long Term Borrowings	4	58180.36	26899.82
Deferred Tax Liabilities (Net)		2533.55	3598.73
Other Long Term Liabilities	5	11580.06	11964.92
Long Term Provisions	6	0.00	766.07
		<u>72293.97</u>	<u>43229.54</u>
Current Liabilities			
Short Term Borrowings	7	18457.30	27694.66
Trade Payables	8	30149.03	34324.28
Other Current Liabilities	9	27.64	114.75
Short Term Provisions	10	601.83	1597.15
		<u>49235.80</u>	<u>63730.84</u>
TOTAL		<u>133801.66</u>	<u>121468.43</u>
II. ASSETS			
Non-Current Assets			
Fixed Assets			
(i) Tangible assets	11	32124.53	33431.18
(ii) Capital work-in-progress		26979.65	22088.40
Non-Current Investments	12	792.36	907.36
Long Term Loans and Advances	13	368.35	1453.47
Other Non-Current Assets	14	77.66	77.66
		<u>60342.55</u>	<u>57958.07</u>
Current assets			
Current Investment	15	0.58	43.35
Inventories	16	13948.21	14010.93
Trade Receivables	17	38421.80	33354.72
Cash and Cash Equivalents	18	5005.64	2115.79
Short Term Loans and Advances	19	5595.29	4625.48
Other Current Assets	20	10487.59	9360.09
		<u>73459.11</u>	<u>63510.36</u>
TOTAL		<u>133801.66</u>	<u>121468.43</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 Tulsyan
Managing Director

Lalit Kumar Tulsyan
Executive Chairman

Bhavesh N Patel
Partner
M. No. 26669

C. Ramachandran
Director

Shantha Kumar RP
Chief Financial Officer

Place: Chennai
Date : 3rd July, 2015

C S Giridhar
Company Secretary



TULSYAN NEC LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

		(Rs. In Lacs)	
PARTICULARS	Note No	For the Year Ended 31st March 2015	For the Year Ended 31st March 2014
I. Revenue from operations	21	123456.84	128486.97
II. Other Income	22	569.80	546.07
III. Total Revenue (I +II)		<u>124026.64</u>	<u>129033.04</u>
IV. Expenses:			
Cost of materials consumed	23	62050.65	68468.40
Purchase of Stock-in-Trade	23	47507.89	43697.39
Increase/Decrease in Stocks	23	431.47	458.59
Employee benefit expense	24	2690.67	2735.77
Financial costs	25	7509.91	7664.77
Other expenses	26	6661.26	7255.95
Depreciation and amortization expense	11	1720.96	2168.37
Total Expenses		<u>128572.81</u>	<u>132449.23</u>
V. Profit before exceptional and extraordinary items and tax	(III - IV)	(4546.17)	(3416.18)
VI. Exceptional Items		191.07	493.18
VII. Profit before extraordinary items and tax (V - VI)		(4737.24)	(3909.36)
VIII. Extraordinary Items		0.00	0.00
IX. Profit before tax (VII - VIII)		<u>(4737.24)</u>	<u>(3909.36)</u>
X. Tax expense:			
(1) Current tax		0.00	0.00
(2) Deferred tax		(1065.18)	2180.59
XI. Profit(Loss) from the period from continuing operations	(IX-X)	(3672.06)	(6089.95)
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)		<u>(3672.06)</u>	<u>(6089.95)</u>
XVI. Earning per equity share:			
(1) Basic		(24.99)	(41.44)
(2) Diluted		(24.99)	(41.44)

As per our Report of even date

On behalf of the Board

For **C.A. Patel & Patel**
Chartered Accountants
FR No. 005026 S

Sanjay Tulsyan
Managing Director

Lalit Kumar Tulsyan
Executive Chairman

Bhavesh N Patel
Partner
M. No. 26669

C. Ramachandran
Director

Shantha Kumar RP
Chief Financial Officer

Place: Chennai
Date : 3rd July, 2015

C S Giridhar
Company Secretary

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

(Pursuant to Clause 32 of Listing Agreement)

	2014-15	(Rs. In Lacs) 2013-14
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Tax as per Statement of Profit & Loss	(4737.24)	(3909.36)
Non-cash Adjustments		
Depreciation	1720.96	2168.37
Depreciation on old assets sold	(913.05)	(6.64)
Dividend Income	(22.53)	(78.84)
Interest Expense	6466.59	6420.12
Interest Income	(412.35)	(382.36)
Right Issue Expenses incurred during the year	23.01	(13.03)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	2125.39	4198.26
Adjustments for:		
Inventories	62.71	(627.00)
Trade Receivables	(5067.09)	(3951.33)
Short-term Loans and Advances	(1909.25)	(1423.48)
Long-term Loans and Advances	844.04	152.38
Long-term Provisions	(766.07)	97.65
Other Long-Term Liabilities	(384.87)	(1179.27)
Short-term Borrowing	(9237.36)	4790.24
Trade Payables	(4175.24)	7143.63
Other Current Liabilities	(34.10)	(99.46)
Short Term Provisions	(995.31)	230.45
Net Cash from Operating Activities before income-tax	(19537.15)	9332.07
NET CASH FROM OPERATING ACTIVITIES (A)	(19537.15)	9332.07
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Tangible Assets and Payment towards CWIP	(5410.78)	(8494.97)
Proceeds from Sale of Fixed Assets	994.91	13.38
Current/Non-current Investments	157.77	3.47
Interest Income	412.35	382.36
Dividend Income	22.53	78.84
NET CASH USED IN INVESTING ACTIVITIES (B)	(3823.21)	(8016.92)
C CASH FLOW FROM FINANCING ACTIVITIES		
(Repayment)/Proceeds from Long-term Borrowings	31280.54	(2078.40)
Interest Paid	(6466.59)	(6420.12)
Share Capital/Premium Received	1436.26	7360.49
NET CASH USED IN FINANCING ACTIVITIES (C)	26250.21	(1138.03)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS (D) = (A+B+C)	2889.85	177.12
Cash and Cash Equivalents at the beginning of the year	2115.79	1938.67
Cash and Cash Equivalents at the end of the year	5005.64	2115.79

As per our Report of even date

On behalf of the Board

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

Chartered Accountants

FR No. 005026 S

Sanjay Tulsyan
Managing Director**Lalit Kumar Tulsyan**
Executive Chairman**Bhaves N Patel**

Partner

M. No. 26669

C. Ramachandran
Director**Shantha Kumar RP**
Chief Financial Officer

Place: Chennai

Date : 3rd July, 2015

C S Giridhar
Company Secretary

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015***(All amounts in Rupees in lacs unless otherwise stated)***Note No. 1****NATURE OF OPERATION:**

Tulsyane NEC Limited is engaged in the Manufacturing TMT bars, Coal Based Power Plant and Synthetics Woven Fabrics and Sacks. It has manufacturing plant at Gummudipoondi, Tamilnadu and Bangalore (Doddaballapura).

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 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
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

- 1.3 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 31.03.2015	As on 31.03.2014
Guarantees Outstanding	5.09	62.00
Entry Tax	80.44	80.44
Excise Duty	9.96	9.96

During the Financial Year, 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 Master 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 March 2015 is Rs.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 Rs. 25.00 Crores.

The Company received notices from Commercial Tax Department for reversing the ineligible Input tax credit taken for Rs. 64,43,869/-, Rs. 15,78,849/- and Rs. 50,19,598/- for the financial year 2011-12, 2012-13 and 2013-14 respectively. During the financial year 2014-15, the Company has reclassified the ineligible ITC and grouped in current asset, in the ledger under the account head VAT under protest and this has been quantified in Form WW. However the management is of opinion that the reversal of input tax credit need not be made in the Accounts for the aforesaid years.

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, 2015.

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 31.03.2014
CIF Value of imports (Raw materials)	16231.73	6287.75
Earnings in foreign Exchange (FOB)	4403.05	3620.88
Exchange in Foreign currency for other matters	50.92	6.80

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



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 three products viz. Steel, Power and Synthetic.

1	Sales/ Other income	Steel	Power	Synthetic	Total
	(i) Sales - External	94058.44	10192.62	19205.79	123456.84
	(ii) Sales - Inter-segment	0.00	1276.81	0.00	1276.81
	(iii) Other Income-External	367.94	0.00	201.85	569.80
	(iv) Other Income-Inter-segment	NIL	NIL	NIL	NIL
	Less: Sales - Inter-segment		1276.81		1276.81
	Total	94426.38	10192.62	19407.63	124026.64
2	Segment Results	Steel	Power	Synthetic	Total
	Profit/(Loss) before interest & Tax	298.85	2635.10	(161.29)	2772.66
	Less: Interest (unallocable charge)				7509.91
	Profit /(Loss) after interest				(4737.25)
	Less: Other unallocable expense				0.00
	Profit/(Loss) before Tax				(4737.25)
B.	Other Information				
	Segment assets	82268.29	34025.61	17507.76	133801.66
	Adj: Eliminations	53218.71		(53218.71)	0.00
		135487.00	34025.61	(35710.93)	133801.66
	Segment Liabilities	82268.29	34025.61	17507.76	133801.66
	Capital Employed	32132.17	34025.61	4294.46	70452.24
	Capital Expenditure (Fixed Assets)	447.49	20.56	51.51	519.56
	Depreciation	773.62	574.87	372.47	1720.96

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.	Tulsiyan Power Limited	Subsidiary
4.	Balaji Engineering & Galvanizing Ltd	Subsidiary
5.	Color Peppers Media P Ltd.	Subsidiary
6.	T G Logistics P Ltd	Subsidiary
7.	Tulsiyan Smelters P Ltd	Related entity
8.	Shri Lalit Kumar Tulsiyan	Executive Chairman/Key Management Person
9.	Shri Sanjay Tulsiyan	Managing Director/Key Management Person
10.	Shri A P Venkateswaran	Director-Finance/Key Management Person
11.	Shri Sanjay Agarwalla	Whole-time Director/Key Management person



b) Transaction with related parties

Purchase of Goods – Subsidiary	1334.72 (Chitrakoot Steel & Power P Ltd)
Sale of Goods – Subsidiary	2836.34 (Chitrakoot Steel & Power P Ltd)
Sale of Goods – Related entity	1599.00 (Tulsyani Smelters P Ltd)
Purchase of Fixed Assets – Related entity	NIL
Sale of Fixed Assets – Related entity	NIL
Rendering Services – Related entity	NIL
Receiving Services – Subsidiary	943.78 (T G Logistics P Ltd)
Receiving Services – Related entity	58.23 (Tulsyani Smelters P Ltd)
Agency Arrangements	NIL
Leasing or Hire Purchase	
Arrangement – Related entity	NIL
Transfer of Research & Development	NIL
Licence Agreements	NIL
Interest Paid	NIL

Outstanding balances as on 31.03.2015

Amount Receivable (Associates and Subsidiaries)	261.60
Amount Payable (Associates and Key Management Persons)	49.95
Equity Contribution in Subsidiary in Cash	791.36
Guarantees and collaterals	NIL
Payment towards Management (Employment) contracts	
Key Management Personnel	190.52

4 Earnings per Share

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Net Profit attributable to Shareholders	(3672.06)	(6089.95)
Weighted average number of equity shares	146.95	146.94
Basic earnings per share of Rs. 10/- each	(24.99)	(41.44)

5. Taxes on Income

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

Current tax is 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	31.03.2015	31.03.2014
Deferred Tax (Liability)	(1065.18)	2180.59

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 of 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.

- 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 overdues 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 - Nil.

- Expenditure incurred Rs. 50,80,003/- 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.
- 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.

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 : 3rd July, 2015

Sanjay Tulsyan

Managing Director

C. Ramachandran

Director

C S Giridhar

Company Secretary

Lalit Kumar Tulsyan

Executive Chairman

Shantha Kumar RP

Chief Financial Officer



NOTES TO BALANCE SHEET AND STATEMENT OF PROFIT & LOSS

(₹ in lacs)

	As at 31/03/2015	As at 31/03/2014
Note No. 2		
SHARE CAPITAL		
Authorised Share Capital		
1,60,00,000 Equity Shares of Rs.10/- each	1600.00	1600.00
2,00,00,000 6% Non-convertible Redeemable Preference Shares of Rs.10/- each	2000.00	2000.00
	3600.000	3600.00
Issued, Subscribed and Paid up		
1,44,60,182 (1,44,57,382) Equity Shares of Rs.10/- each	1469.52	1469.41
2,43,597 (2,46,397) Equity Shares of Rs.6/- each paid up		
2,96,221 (2,96,221) Equity Shares of Rs.3/- each paid up		
	1469.52	1469.41

Shareholders holding more than 5% of Share Capital

Name of the shareholder	No. of Shares	No. of Shares
Lalit Kumar Tulsyani	4006930	4612555
Sanjay Tulsyani	4475481	4475481
Priya Tulsyani	954982	954982
Alka Tulsyani	751130	751130

Preference Share Capital

88,00,500 (73,60,500) 6% Non-convertible Redeemable Preference Shares of Rs.10/- each paid up	880.05	736.05
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Note No. 3**RESERVES AND SURPLUS**

	As on 31/03/2014	Additions	Deletions	As on 31/03/2015
Share Premium	10584.80	1296.43	0.00	11881.23
State Subsidy	10.00	0.00	0.00	10.00
Revaluation Reserve	3.42	0.00	3.42	0.00
Investment Allowance Reserve	59.39	0.00	0.00	59.39
General Reserve	2390.00	0.00	0.00	2390.00
Profit and Loss Account	(672.08)	(4737.24)	(1041.81)	(4367.50)
	12375.53	(3440.80)	(1038.39)	9973.12
Less: Rights Issue Expenses	73.81	2.05	25.06	50.80
	12301.72			9922.32
Add: Share Call Money received pending for Conversion	0.86		0.86	0.00
Total	12302.58	0.00	0.00	9922.32


Notes – (Continued)

	As at 31/03/2015	(₹ in lacs) As at 31/03/2014
Note No. 4		
LONG TERM BORROWINGS		
Secured Loans		
From Banks		
- Term loans <i>Ref Sub Note 1</i>	58104.21	26803.29
- Vehicle loans	76.15	96.53
	<u>58180.36</u>	<u>26899.82</u>
Note No. 5		
OTHER LONG TERM LIABILITIES		
Unsecured Loans		
From Body Corporates	4325.79	3537.03
From Directors	615.17	134.90
From Others	1420.28	1284.02
Interest Accrued & Due	535.23	632.02
	<u>6896.47</u>	<u>5587.97</u>
Others	4683.58	6376.96
	<u>11580.05</u>	<u>11964.92</u>
Note No. 6		
LONG TERM PROVISIONS		
Provision for Taxation	0.00	747.66
Fringe Benefit Tax Payable	0.00	18.41
	<u>0.00</u>	<u>766.07</u>
Note No. 7		
SHORT TERM BORROWINGS		
Secured Working Capital Loans from Banks:		
Banks	17971.30	24180.15
Current Component of Long Term Borrowings	486.00	3514.51
<i>Ref Sub Note 1</i>	<u>18457.30</u>	<u>27694.66</u>
Note No. 8		
TRADE PAYABLES		
Sundry Creditors :		
- For Supplies and Services	30129.73	33802.03
- For Project	19.30	522.25
	<u>30149.03</u>	<u>34324.28</u>
Note No. 9		
OTHER CURRENT LIABILITIES		
Other Current Liabilities	27.64	114.75
	<u>27.64</u>	<u>114.75</u>
Note No. 10		
SHORT TERM PROVISIONS		
Provision for Expenses/Tax	601.83	1597.15
	<u>601.83</u>	<u>1597.15</u>



Note No. 11 Fixed Assets									
(Rs. In Lacs)									
Description	GROSS BLOCK			DEPRECIATION				Transferred to Retained Earnings On Useful Life	NET BLOCK
	Cost as at 1st April 2014	Additions upto 31st March, 2015	Sold upto 31st March, 2015	Cost as at 31st March, 2015	As on 1st April 2014	For the year upto 31st March, 2015	Adjusted on upto 31st March, 2015	Upto 31st March, 2015	As at 31st March, 2015
Land	1365.40			1365.40					1365.40
Land Leasehold	95.47			95.47	6.15	0.88		7.03	88.44
Factory Buildings	6037.18	53.12	61.65	6028.65	816.28	195.95	46.87	965.36	5063.29
Office Premises	20.69			20.69	7.50	0.97		8.47	12.22
Plant & Machinery	34317.63	437.62	890.18	33865.07	8106.02	1404.90	833.81	8677.12	25183.92
Works Equipments	140.95	14.79	27.77	127.97	46.51	6.03	26.21	26.33	101.56
Lab Equipment	4.79	0.40	2.70	2.49	3.31	0.28	2.49	1.10	1.07
Office & Other Equip.	493.30	5.94		499.24	322.61	57.52		380.13	100.17
Vehicles	435.60	7.69	12.62	430.67	171.46	54.43	3.67	222.22	208.45
Total	42911.01	519.56	994.92	42435.66	9479.84	1720.96	913.05	10287.76	32124.53
Previous Year	17122.31	25802.08	13.39	42911.00	7314.76	2171.72	6.64	9479.84	9807.56
Note : Interest on borrowed capital of Rs. NIL									


Notes – (Continued)

	As at 31/03/2015	(₹ in lacs) As at 31/03/2014
Note No. 12		
NON-CURRENT INVESTMENTS		
Long term, Unquoted, at cost	792.36	907.36
<i>Ref Sub Note 2</i>		
	<u>792.36</u>	<u>907.36</u>
Note No. 13		
LONG TERM LOANS AND ADVANCES		
<i>Ref Sub Note 3</i>	368.35	1453.47
	<u>368.35</u>	<u>1453.47</u>
Note No. 14		
OTHER NON-CURRENT ASSETS		
	77.66	77.66
	<u>77.66</u>	<u>77.66</u>
Note No. 15		
CURRENT INVESTMENTS	0.58	43.35
<i>Ref Sub Note 2</i>		
	<u>0.58</u>	<u>43.35</u>
Note No. 16		
INVENTORIES		
(As valued and certified by the Management)		
Raw materials	4903.24	4548.67
Finished Goods	8105.29	8629.08
Stores	939.69	833.19
	<u>13948.21</u>	<u>14010.93</u>
Note No. 17		
TRADE RECEIVABLES		
(Unsecured and considered good)		
- Debts outstanding for more than six months	17527.72	6558.79
Other Debtors	20894.08	26795.93
	<u>38421.80</u>	<u>33354.72</u>
Note No. 18		
CASH AND CASH EQUIVALENTS		
Cash in hand	18.15	17.82
Balances with scheduled banks		
– in Current Accounts	2004.26	(249.63)
– in Deposit Accounts	2983.23	2347.60
	<u>5005.64</u>	<u>2115.79</u>

**Notes – (Continued)**

	For the year ended 31/03/2015	(₹ in lacs) For the year ended 31/03/2014
Note No. 19		
SHORT-TERM LOANS AND ADVANCES		
(Unsecured considered good; recoverable in cash or in kind or for value to be received)		
Deposits	4061.93	3419.00
Advance for supplies and expenses	7.80	102.16
Staff advances & Prepaid Expenses	552.33	648.09
Advances to Subsidiaries	225.83	456.23
Advances for Fixed Assets	747.40	0.00
	<u>5595.29</u>	<u>4625.48</u>
Note No. 20		
OTHER CURRENT ASSETS	10487.59	9360.09
<i>Ref Sub Note 4</i>		
	<u>10487.59</u>	<u>9360.09</u>
Note No. 21		
REVENUE FROM OPERATIONS		
Domestic Sales FG	117857.48	123979.50
Export Sales	4692.36	3748.09
Excise Duty	6313.16	8283.38
Processing Charges	428.42	677.72
Duty Drawback/Rate Difference	116.97	163.74
	<u>129408.39</u>	<u>136852.43</u>
Excise Duty Collected	5951.55	8365.46
	<u>123456.84</u>	<u>128486.97</u>
Note No. 22		
OTHER INCOME		
Income from Windmills	162.79	172.80
Interest Receipts	412.35	382.36
Dividend Received	22.53	78.84
Profit on sale of Fixed Assets	18.53	0.00
Installation Charges received	0.00	0.02
Rent Received	1.54	9.30
Service Charges received	28.00	67.20
Sales Tax Incentive Received	0.00	8.35
Miscellaneous Income - Share Premium	86.85	0.00
	<u>732.59</u>	<u>718.87</u>
Less: Income from Wind Mill Set-off against Power & Fuel	162.79	172.80
	<u>569.80</u>	<u>546.07</u>


Notes – (Continued)

	For the year ended 31/03/2015	(₹ in lacs) For the year ended 31/03/2014
Note No. 23		
CONSUMPTION OF MATERIALS		
Raw Materials		
Opening Stock - 01/04/2014	2904.41	3434.33
Purchases	52961.56	58934.44
Materials Inward	2024.96	1950.68
Customs Duty/Exchange Difference	477.46	660.51
Expenses for Import Licence	403.26	179.11
	<u>55867.24</u>	<u>61724.74</u>
Less: Discount/Licence	<u>137.90</u>	<u>383.37</u>
	55729.34	61341.36
Closing Stock - 31/03/2015	<u>3047.90</u>	<u>3216.55</u>
Cost of Materials Consumed (A)	<u>55585.85</u>	<u>61559.15</u>
Stores		
Opening Stock - 01/04/2014	833.19	774.67
Purchases	2308.39	2987.31
Materials Inward	58.62	61.14
Closing Stock - 31/03/2015	<u>939.69</u>	<u>833.19</u>
Cost of Materials Consumed (B)	<u>2260.51</u>	<u>2989.92</u>
Power Plant		
Opening Stock - 01/04/2014	1505.74	0.00
Purchases	5785.39	6823.78
Materials Inward	493.62	476.54
Closing Stock - 31/03/2015	<u>1677.23</u>	<u>1193.60</u>
	6107.52	6106.71
Less: Charged to Power Plant Operation/Power Stock	<u>1903.23</u>	<u>2187.39</u>
Cost of Material Consumed-Power Plant (C)	<u>4204.29</u>	<u>3919.32</u>
Cost of Materials Consumed - (A+B+C)	<u>62050.65</u>	<u>68468.39</u>
Purchase of Stock-in-trade	<u>47507.89</u>	<u>43697.39</u>
Increase/Decrease in Stock		
Finished Goods as on 31/03/2015	8283.39	8714.86
Finished Goods as on 01/04/2014	<u>8714.86</u>	<u>9173.44</u>
Net Change	<u>431.47</u>	<u>458.59</u>


Notes – (Continued)

	For the year ended 31/03/2015	(₹ in lacs) For the year ended 31/03/2014
Steel Scrap		
Imported	10010.77	11666.60
Percentage	68.08%	66.11%
Indigenous	4693.47	5979.52
Percentage	31.92%	33.89%
Ingot, Billet, Re-rollables		
Imported	0.00	60.65
Percentage	0.00%	0.25%
Indigenous	33875.00	23873.82
Percentage	100.00%	99.75%
Coal		
Imported	5526.90	4303.62
Percentage	90.49%	70.47%
Indigenous	580.63	1803.09
Percentage	9.51%	29.53%
Stores		
Imported	124.94	6.14
Percentage	7.11%	0.23%
Indigenous	1631.50	2922.64
Percentage	92.89%	99.77%
PP/HDPE Granules		
Imported	2231.23	175.58
Percentage	35.52%	1.87%
Indigenous	4050.56	9226.71
Percentage	64.48%	98.13%
Note No. 24		
EMPLOYEE BENEFIT EXPENSE		
Salaries and Wages	2625.24	2663.79
Welfare Expenses	65.43	71.97
	<u>2690.67</u>	<u>2735.77</u>
Note No. 25		
FINANCIAL COSTS		
Interest	6466.59	6420.11
Other Finance Charges	1043.32	1244.66
	<u>7509.91</u>	<u>7664.77</u>

**Notes – (Continued)**

	As at 31/03/2015	(₹ in lacs) As at 31/03/2014
Note No. 26		
OTHER EXPENSES		
Power	1814.78	2424.71
Power Plant Charges	2823.25	2638.11
Repairs Machinery	170.84	188.49
Repairs Building	9.52	4.83
Other Mfg Expenses	79.02	56.95
Processing Charges	74.33	554.45
Insurance	25.87	33.65
Rent	50.79	63.59
Loss on Sale of Fixed Assets	6.81	4.71
Rates & Taxes	64.95	47.95
Legal & Consultancy Charges	81.72	86.05
Payment to Auditors	3.20	4.00
Transport Charges	475.15	420.62
Brokerage & Commission	87.41	114.67
Selling & Administration Expenses	878.22	592.49
Excise Duty Expenses	15.40	20.71
	6661.26	7255.95

**Notes – (Continued)**

	As at 31/03/2015	(₹ in lacs) As at 31/03/2014
Sub Note 1		
LONG TERM BORROWINGS		
Secured Loans from Bank		
Term Loan from Banks		
Term Loan - Andhra Bank	7688.19	7074.91
Term Loan - Canara Bank	12212.68	9633.37
Term Loan - Syndicate Bank	3848.79	3970.22
Term Loan - State Bank of India	0.00	58.15
Term Loan - Indian Overseas Bank	9058.85	7555.67
Term Loan - Shamrao Vithal Co-op Bank Ltd	1485.68	1650.97
WCTL/FITL - Andhra Bank	1524.69	0.00
WCTL/FITL - Canara Bank	8690.66	0.00
WCTL/FITL - Syndicate Bank	6655.69	0.00
WCTL/FITL - State Bank of India	3058.02	0.00
WCTL/FITL - Indian Overseas Bank	2572.88	0.00
WCTL/FITL - Shamrao Vithal Co-op Bank Ltd	160.41	0.00
WCTL/FITL - IDBI	1577.80	0.00
From Financial Institutions		
Industrial Development Bank of India	0.00	153.55
	58534.34	30096.83
Others		
Tata Capital	15.90	85.08
Electronica Finance Ltd	39.97	66.65
	58590.21	30248.56
Less: Current Component on Long term Borrowings	486.00	3445.27
	58104.21	26803.29
SHORT-TERM BORROWINGS		
Working Capital		
Canara Bank	6812.34	8152.45
Syndicate Bank	2701.53	4357.97
State Bank of India	3862.34	5381.69
Andhra Bank	910.83	1256.97
IDBI Bank Ltd	1026.45	2008.20
Indian Overseas Bank	2657.81	3022.87
	17971.30	24180.15

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 – (Continued)

	As at 31/03/2015	(₹ in lacs) As at 31/03/2014
Sub Note 2		
NON-CURRENT INVESTMENTS		
- 11,25,000 Equity Shares of Rs.10 each in Cosmic Global Limited *	112.50	112.50
- 50,000 Equity Shares of Rs.10 each in Tulsyani Power Limited *	5.00	5.00
- 49,400 Equity Shares of Rs.10 each Balaji Engineering & Galvanizing Limited *	4.94	4.94
- 64,89,200 Equity Shares of Rs.10 each Chitrakoot Steel & Power P Limited **	648.92	648.92
- 50,000 Equity Shares of Rs.10 each in Color Peppers Media P Ltd**	5.00	5.00
- In Bonds of Rs.100 each in Krishana Bhagya Jala Nigam Ltd (17% Secured Redeemable NCB)	1.00	1.00
- 11,50,000 Equity Shares of Rs.10 each Buildmet Fibers P Limited	0.00	115.00
- 1,50,000 Equity Shares of Rs.10 in T. G. Logistics P Ltd**	15.00	15.00
	792.36	907.36

* Subsidiary Company

** Wholly Owned Subsidiary Company.

CURRENT INVESTMENTS

- In Govt. Securities	0.09	0.09
- 10 Equity Shares of Rs.90 each in Karnataka Woven Sacks Construction P Ltd.	0.01	0.01
- 864 Equity shares of Rs.10 each in Syndicate Bank (Market Value Rs.83,376)	0.43	0.43
- 25 Equity Shares of Rs.100 each in The Shamrao Vithal Co-op Bank Ltd	0.05	0.05
- 0 Equity Shares of Re.010 per Share (2,10,00,000 Equity Shares) in TVH Energy Resources Pvt Ltd.	0.00	21.00
- 0 Equity Share of Rs.10 each (2,17,714 Equity Shares) in NSL Wind Power Company (Phoolwandi) Ltd	0.00	21.7
	0.58	43.35

Sub Note 3
LONG TERM LOANS AND ADVANCES

Advance Income Tax Paid	173.77	1263.32
Advance Income tax TDS	190.46	167.61
Advance Fringe Benefit tax	2.41	20.83
Advance TCS	1.71	1.71
	368.35	1453.47

**Notes – (Continued)**

	(₹ in lacs)	
	As at 31/03/2015	As at 31/03/2014
Sub Note 4		
OTHER CURRENT ASSETS		
ADVANCE PAID	6.12	257.60
CVD	112.32	165.35
DEPOSIT	0.58	0.56
DIVIDEND	22.50	78.75
DRAWBACK	702.91	667.50
EXCISE	3530.44	2005.15
IMPORT LICENCE	1846.39	1899.80
INSURANCE PREPAID	2.53	5.25
SALES TAX INCENTIVE	78.29	78.29
SERVICE TAX	1484.10	1473.87
VAT	2701.42	2727.98
	10487.59	9360.09



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

We have examined the attached consolidated Balance Sheet of Tulsyan NEC Limited and its subsidiaries Cosmic Global Limited, Chitrakoot Steel & Power Private Limited, Tulsyan Power Limited, Balaji Engineering & Galvanizing Limited, Color Peppers Media Private Limited and T.G. Logistics Private Limited as at 31st March, 2015 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 Tulsyan NEC Limited incorporate the accounts of Cosmic Global Limited, Chitrakoot Steel & Power Pvt Limited, Tulsyan Power Limited, Balaji Engineering & Galvanizing Limited, Color Peppers Media Pvt Limited & T.G. Logistic Private Limited as at 31st March, 2015 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, Tulsyan Power Limited, Balaji Engineering & Galvanizing Limited and Color Peppers Media Private Limited and T.G. Logistic Private Limited as at 31st March, 2015 whose financial statements reflect total assets of Rs. 3922.38 Lacs and gross revenue of Rs. (1098.90) Lacs 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 Tulsyan NEC Limited and its subsidiaries Cosmic Global Limited, Chitrakoot Steel & Power Private Limited, Tulsyan Power Limited, Balaji Engineering & Galvanizing Limited, Color Peppers Media Private Limited and T.G. Logistic Private Limited as at 31st March, 2015 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 Tulsyan 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 Tulsyan NEC Limited and its subsidiaries as at 31st March, 2015
- b. in the case of the consolidated Statement of Profit & Loss of the consolidated results of operation of Tulsyan 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 Tulsyan 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
MSN 26669

Place : **Chennai**
Date : 3rd July, 2014


TULSYAN NEC LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015

		(Rs. In Lacs)	
Particulars	Note No.	As At March 31, 2015	As At March 31, 2014
I. EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	2	2349.57	2205.46
Reserves & Surplus	3	8495.18	12095.88
		<u>10844.75</u>	<u>14301.34</u>
Minority Interest		130.87	81.11
Non-Current Liabilities			
Long Term Borrowings	4	59435.76	27353.52
Deferred Tax Liabilities		2534.14	3599.32
Other Long Term Liabilities	5	12095.52	12437.92
Long Term Provisions	6	0.00	766.07
		<u>74065.42</u>	<u>44156.83</u>
Current Liabilities			
Short Term Borrowings	7	19205.91	28986.79
Trade Payables	8	32030.33	34724.57
Other Current Liabilities	9	444.83	1887.07
Short Term Provisions	10	1001.94	1814.67
		<u>52683.01</u>	<u>67413.10</u>
TOTAL		<u>137724.05</u>	<u>125952.38</u>
II. ASSETS			
Non-Current Assets			
Fixed Assets			
(i) Tangible assets	11	33155.36	35139.87
(ii) Capital work-in-progress		26979.64	22088.40
Non-Current Investments	12	1.03	116.03
Deferred tax assets (net)		598.36	100.52
Long Term Loans and Advances	13	800.72	1836.04
Other Non-Current Assets	14	78.47	82.34
		<u>61613.58</u>	<u>59363.20</u>
Current assets			
Current Investment	15	0.58	43.35
Inventories	16	15025.62	14275.31
Trade Receivables	17	39437.66	35766.54
Cash and Cash Equivalents	18	4930.91	2088.99
Short Term Loans and Advances	19	6225.03	5049.84
Other Current Assets	20	10490.67	9365.15
		<u>76110.47</u>	<u>66589.18</u>
TOTAL		<u>137724.05</u>	<u>125952.38</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 Tulsyar
Managing Director

Lalit Kumar Tulsyar
Executive Chairman

Bhaves N Patel
Partner
M. No. 26669
Place: Chennai
Date : 3rd July, 2015

C. Ramachandran
Director
C S Giridhar
Company Secretary

Shantha Kumar RP
Chief Financial Officer



TULSYAN NEC LIMITED

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

		(Rs. In Lacs)	
PARTICULARS	Note No	For the Year Ended 31st March 2015	For the Year Ended 31st March 2014
I. Revenue from operations	21	129319.91	134842.56
II. Other Income	22	621.74	587.62
III. Total Revenue (I + II)		<u>129941.65</u>	<u>135430.18</u>
IV. Expenses:			
Cost of materials consumed / services rendered	23	67894.48	73133.12
Purchase of Stock-in-Trade	23	47507.89	43708.64
Increase/Decrease in Stocks	23	120.49	623.44
Employee benefit expense	24	3106.18	3155.99
Financial costs	25	7840.55	8056.26
Other expenses	26	7219.06	7860.84
Depreciation and amortization expense	11	1889.38	2344.48
Total Expenses		<u>135578.03</u>	<u>138882.78</u>
V. Profit before exceptional and extraordinary items and tax (III - IV)		(5636.38)	(3452.60)
VI. Exceptional Items		199.75	504.49
VII. Profit before extraordinary items and tax (V - VI)		(5836.13)	(3957.09)
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		<u>(5836.13)</u>	<u>(3957.09)</u>
X. Tax expense:			
(1) Current tax		5.25	64.62
(2) Deferred tax		(1563.03)	2121.78
(3) MAT Credit Entitlement/Previous Year Tax		0.00	(2.51)
XI. Profit(Loss) from the period from continuing operations (IX-X)		(4278.35)	(6140.98)
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)		<u>(4278.35)</u>	<u>(6140.98)</u>
XVI. Earning per equity share:			
(1) Basic		(29.11)	(41.79)
(2) Diluted		(29.11)	(41.79)

As per our Report of even date

On behalf of the Board

For **C.A. Patel & Patel**
Chartered Accountants
FR No. 005026 S

Bhaves N Patel
Partner
M. No. 26669
Place: Chennai
Date : 3rd July, 2015

Sanjay Tulsyan
Managing Director

C. Ramachandran
Director
C S Girdhar
Company Secretary

Lalit Kumar Tulsyan
Executive Chairman

Shantha Kumar RP
Chief Financial Officer

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

(Pursuant to Clause 32 of Listing Agreement)

	2014-15	(Rs. In Lacs) 2013-14
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Tax as per Statement of Profit & Loss	(5836.13)	(3957.09)
Non-cash Adjustments		
Depreciation	1889.38	2344.48
Depreciation on old assets sold	(989.82)	(6.64)
Dividend Income	(22.52)	(78.83)
Interest Expense	6782.78	6797.00
Interest Income	(424.36)	(388.38)
Right Issue/ Misc. Expenses incurred during the year	23.01	(13.03)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1422.34	4697.52
Adjustments for:		
Inventories	(750.31)	192.71
Trade Receivables	(3671.13)	(4851.78)
Short-term Loans and Advances	(2097.89)	(1278.53)
Long-term Loans and Advances	783.38	130.37
Long-term Provisions	(766.07)	97.65
Other Long-Term Liabilities	(342.40)	(1133.01)
Short-term Borrowing	(9780.88)	5330.86
Trade Payables	(2694.25)	6408.15
Other Current Liabilities	(1389.23)	983.06
Short Term Provisions	(727.93)	233.94
Net Cash from Operating Activities before Income-tax	(20014.37)	10810.94
Income-tax Paid	(84.80)	(89.70)
NET CASH FROM OPERATING ACTIVITIES (A)	(20099.17)	10721.24
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Tangible Assets and Payment towards CWIP	(5429.14)	(8505.88)
Proceeds from Sale of Fixed Assets	1076.23	13.39
Current/Non-current Investments	157.77	3.47
Interest Income	424.36	388.38
Dividend Income	22.52	78.83
NET CASH USED IN INVESTING ACTIVITIES (B)	(3748.26)	(8021.81)
C CASH FLOW FROM FINANCING ACTIVITIES		
(Repayment)/Proceeds from Long-term Borrowings	32082.24	(3010.00)
Interest Paid	(6782.78)	(6797.00)
Dividend Paid	0.00	(102.66)
Tax on Proposed Dividend	0.00	(16.65)
Share Capital/Premium Received	1389.89	7360.50
NET CASH USED IN FINANCING ACTIVITIES (C)	26689.35	(2565.81)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS (D) =(A+B+C)	2841.92	133.61
Cash and Cash Equivalents at the beginning of the year	2088.99	1955.38
Cash and Cash Equivalents at the end of the year	4930.91	2088.99

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 : 3rd July, 2015

Sanjay Tulsyan
Managing Director

C. Ramachandran
Director

C S Giridhar
Company Secretary

Lalit Kumar Tulsyan
Executive Chairman

Shantha Kumar RP
Chief Financial Officer

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015***(All amounts in Rupees in lacs unless otherwise stated)***Note No. 1****NATURE OF OPERATION:**

Tulsyan NEC Limited is engaged in the Manufacturing TMT bars and Synthetics Woven Fabrics and Sacks. It has manufacturing plant at Gummidipoondi, Tamilnadu 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	Tulsyan 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**

- 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').
- 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

- Consolidated Financial Statements relate to Tulsyan NEC Limited, Chennai and its Subsidiaries (The Company).
- The Consolidated Financial Statements have been prepared on the following basis:
 - 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.
 - 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.
 - 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

- 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
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 31.03.2015	As on 31.03.2014
Guarantees Outstanding	5.09	62.00
Entry Tax	80.44	80.44
Excise Duty	9.96	9.96

During the Financial Year, 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 Master 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 March 2015 is Rs.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 Rs. 25.00 Crores.



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 31.03.2014
CIF Value of imports (Raw materials)	16231.73	6287.75
Earnings in foreign Exchange (FOB)	4403.05	3981.27
Exchange in Foreign currency for other matters	50.92	294.23

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

		Steel	Power	Synthetic	ITES	Logistics	Media	Total
1	Sales/ Other income							
(i)	Sales- External	96911.89	10192.62	19205.79	757.51	2251.41	0.00	129319.21
(ii)	Sales- Inter-segment	-	1276.81	-				1276.81
(iii)	Other Income- External	372.92	-	201.85	8.12	39.46	0.09	622.44
(iv)	Other Income- Inter-segment	-	-	-				-
	Less: Sales- Inter-segment		1276.81					1276.81
	Total	97284.80	10192.62	19407.63	765.63	2290.87	0.09	129941.65
2	Segment Results							
	Profit/(Loss) before interest & Tax	(536.6)	2635.10	(161.29)	41.79	34.89	(9.41)	2004.42
	Less: Interest (unallocable charge)							7840.55



		Steel	Power	Synthetic	ITES	Logistics	Media	Total
B. Other Information*	Profit /(Loss) after interest							5836.13
	Less: Other unallocable expense							-
	Profit/(Loss) before Tax							(5836.13)
	Segment assets	85718.82	34025.61	17507.76	881.44	226.44	114.46	138474.54
	Adj: Eliminations	53320.25		(53218.71)	35.76	116.03	(253.33)	-
		139039.07	34025.61	(35710.94)	917.20	342.47	(138.87)	138474.54
	Segment Liabilities	85718.82	34025.61	17507.76	881.44	226.44	114.46	138474.54
	Capital Employed	32736.40	34025.61	4294.46	359.78	149.86	(141.63)	71424.48
	Capital Expenditure (Fixed Assets)	458.26	20.56	51.51	6.26	-	-	536.59
	Depreciation	890.17	574.87	372.47	18.38	32.16	1.33	1889.38

* Figures related to Tulsyani 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. Tulsyani Power Limited	Subsidiary
4. Balaji Engineering & Galvanizing Ltd	Subsidiary
5. Color Peppers Media P Ltd.	Subsidiary
6. T G Logistics P Ltd	Subsidiary
7. Tulsyani Smelters P Ltd	Related entity
8. Shri Lalit Kumar Tulsyani	Executive Chairman/Key Management Person
9. Shri Sanjay Tulsyani	Managing Director/Key Management Person
10. Shri A P Venkateswaran	Director-Finance/Key Management Person
11. Shri Sanjay Agarwalla	Whole-time Director/Key Management Person

b) Transaction with related parties

Purchase of Goods – Subsidiary	1334.72 (Chitrakoot Steel & Power P Ltd)
Sale of Goods – Subsidiary	2836.34 (Chitrakoot Steel & Power P Ltd)
Sale of Goods – Related entity	1599.00 (Tulsyani Smelters P Ltd)
Purchase of Fixed Assets – Associates	NIL
Sale of Fixed Assets – Related entity	NIL
Rendering Services – Related entity	NIL
Receiving Services – Subsidiary	1248.28 (TG Logistics Private Limited)
Receiving Services – Related entity	80.43 (Tulsyani Smelters Private Limited)



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

Outstanding balances as on 31.03.2015

Amount Receivable (Associates and Subsidiaries)	261.60
Amount Payable (Associates and Key Management Persons)	49.95
Equity Contribution in Subsidiary in Cash	791.36
Guarantees and collaterals	NIL
Payment towards Management (Employment) contracts	190.52

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

Sanjay Tulsyan
Managing Director

Lalit Kumar Tulsyan
Executive Chairman

Bhavesh N Patel
Partner
M. No. 26669

C. Ramachandran
Director

Shantha Kumar RP
Chief Financial Officer

Place: Chennai
Date : 3rd July, 2015

C S Giridhar
Company Secretary



NOTES TO BALANCE SHEET AND STATEMENT OF PROFIT & LOSS

(₹ in lacs)

	As at 31/03/2015	As at 31/03/2014
Note No. 2		
SHARE CAPITAL		
Authorised Share Capital		
1,60,00,000 Equity Shares of Rs.10/- each	3600.00	3600.00
2,00,00,000 6% Non-convertible Redeemable Preference Shares of Rs.10/- each	3600.00	3600.00
Issued, Subscribed and Paid up		
1,44,60,182 (1,44,57,382) Equity Shares of Rs.10/- each	1469.52	1469.41
2,43,597 (2,46,397) Equity Shares of Rs.6/- each paid up		
2,96,221 (2,96,221) Equity Shares of Rs.3/- each paid up	1469.52	1469.41
Preference Share Capital		
88,00,500 (73,60,500) 6% Non-convertible Redeemable Preference Shares of Rs.10/- each paid up	880.05	736.05

Note No. 3**RESERVES AND SURPLUS**

	As on 01/04/2014	Additions	Deletions	As on 31/03/2015
Share Premium	10584.80	1296.43		11881.23
State Subsidy	10.00			10.00
Revaluation Reserve	3.42		3.35	0.07
Investment Allowance Reserve	59.39			59.39
General Reserve	2390.00			2390.00
Profit & Loss Account	(1082.69)	(5836.13)	(985.42)	(5933.41)
Share Application Money	50.00		50.00	0.00
Capital Reserve	153.92		15.15	138.77
	12168.83	(4539.70)	(1424.32)	8545.98
Less: Rights Issue Expenses	73.81	2.05	25.06	50.80
	12095.02			8495.18
Add: Share Call Money received pending for Conversion	0.86		0.86	0.00
Total	12095.88	0.00	0.14	8495.18

Note No. 4**LONG TERM BORROWINGS****Secured Loans****From Banks**

- Term loans <i>Ref Sub Note 1</i>	59359.61	27250.17
- Vehicle loans	76.15	103.34
	59435.76	27353.52


Notes – (Continued)

	As at 31/03/2015	(₹ in lacs) As at 31/03/2014
Note No. 5		
OTHER LONG TERM LIABILITIES		
Unsecured Loans		
From Body Corporate	4587.08	3755.87
From Directors	615.18	134.90
From Others	1474.06	1538.18
From Related Parties	200.39	
Interest Accrued & Due	535.23	632.02
	<u>7411.94</u>	<u>6060.96</u>
Others	4683.58	6376.96
	<u>12095.52</u>	<u>12437.92</u>
Note No. 6		
LONG TERM PROVISIONS		
Provision for Taxation	0.00	747.65
Fringe Benefit Tax Payable	0.00	18.41
	<u>0.00</u>	<u>766.07</u>
Note No. 7		
SHORT TERM BORROWINGS		
Secured Working Capital Loans from Banks:		
Banks <i>Ref Sub Note 1</i>	18719.91	24968.73
Current Component of Long Term Borrowings	486.00	4018.08
	<u>19205.91</u>	<u>28986.79</u>
Note No. 8		
TRADE PAYABLES		
Sundry Creditors :		
- For Supplies and Services	31772.16	34135.41
- For Expenses and Others	238.87	48.17
- For Project/Capital Equipment	19.30	540.98
	<u>32030.33</u>	<u>34724.57</u>
Note No. 9		
OTHER CURRENT LIABILITIES		
Other Current Liabilities	444.83	1887.07
	<u>444.83</u>	<u>1887.07</u>
Note No. 10		
SHORT TERM PROVISIONS		
Provision for Expenses/Tax	966.64	1694.57
Provision for Dividend	29.33	102.66
Corporate Dividend Tax	5.97	17.45
	<u>1001.94</u>	<u>1814.67</u>



Notes – (Continued)

Note No. 11

FIXED ASSETS

(₹ in lacs)

Description	GROSS BLOCK				DEPRECIATION				Transferred to Retained Earnings On Useful Life	NET BLOCK	
	Cost as at 1st April 2014	Additions upto 31st March, 2015	Sold upto 31st March, 2015	Cost as at 31st March, 2015	As on 1st April 2014	For the year upto 31st March, 2015	Adjusted on upto 31st March, 2015	Upto 31st March, 2015		As at 31st March, 2015	As at 31st March, 2014
Land	1477.40			1477.40						1477.40	1477.40
Land Leasehold	95.47			95.47	6.15	0.88		7.03		88.44	89.32
Factory Buildings	6935.42	53.92	61.65	6927.69	1014.28	226.06	46.87	1193.47	(0.01)	5734.23	5921.12
Office Premises	20.69			20.69	7.50	0.97		8.47		12.22	13.19
Plant & Machinery	35550.99	445.64	890.18	35106.45	8632.80	1487.79	833.81	9286.78	518.11	25301.56	26918.19
Works Equipments	175.46	14.79	27.77	162.48	79.74	6.03	26.21	59.56	0.08	102.84	95.72
Lab Equipment	14.98	0.70	2.70	12.98	5.86	1.41	2.49	4.78	0.21	7.99	9.12
Office & Other Equip.	719.13	13.86		732.99	477.58	76.60		554.18	26.93	151.88	241.55
Vehicles	684.39	7.69	93.93	598.15	310.15	89.64	80.44	319.35		278.80	374.24
Total	45673.93	536.60	1076.23	45134.30	10534.06	1889.38	989.82	11433.62	545.32	33155.36	35139.85
Previous Year	19788.34	25898.99	13.39	45673.93	8192.85	2347.84	6.64	10534.05		35139.87	11595.48

Note: Interest on borrowed capital of Rs. NIL/- for the purchase of Fixed Assets has been capitalised



Notes – (Continued)

	As at 31/03/2015	(₹ in lacs) As at 31/03/2014
Note No. 12		
NON-CURRENT INVESTMENTS		
Long term, Unquoted, at cost	1.03	116.03
<i>Ref Sub Note 2</i>	0.00	0.00
	<u>1.03</u>	<u>116.03</u>
Note No. 13		
LONG TERM LOANS AND ADVANCES		
<i>Ref Sub Note 3</i>	800.72	1836.04
	<u>800.72</u>	<u>1836.04</u>
Note No. 14		
OTHER NON-CURRENT ASSETS	78.47	82.34
	<u>78.47</u>	<u>82.34</u>
Note No. 15		
CURRENT INVESTMENTS	0.58	43.35
	<u>0.58</u>	<u>43.35</u>
Note No. 16		
INVENTORIES		
(As valued and certified by the Management)		
Raw materials	5532.56	4675.93
Finished Goods	8553.37	8766.19
Stores	939.69	833.19
	<u>15025.62</u>	<u>14275.31</u>
Note No. 17		
TRADE RECEIVABLES		
(Unsecured)		
- Debts outstanding for more than six months	17735.44	6749.95
Other Debtors	21702.22	29016.59
	<u>39437.66</u>	<u>35766.54</u>
Note No. 18		
CASH AND CASH EQUIVALENTS		
Cash in hand	21.95	54.30
Balances with scheduled banks		
– in Current Accounts	1906.70	(331.88)
– in Deposit Accounts	3002.26	2366.56
	<u>4930.91</u>	<u>2088.99</u>


Notes – (Continued)

	As at 31/03/2015	(₹ in lacs) As at 31/03/2014
Note No. 19		
SHORT-TERM LOANS AND ADVANCES		
(Unsecured considered good; recoverable in cash or in kind or for value to be received)		
Deposits	4225.91	3443.85
Advance for supplies and expenses	406.33	465.65
Staff advances & Prepaid Expenses	561.50	658.20
Advances to Subsidiaries	261.77	456.23
Advances for Fixed Assets	747.40	0.00
Advance Tax	22.12	25.92
	<u>6225.03</u>	<u>5049.84</u>
Note No. 20		
OTHER CURRENT ASSETS	10490.67	9365.15
<i>Ref Sub Note 4</i>		
Minority Interest		
Unamortized Expenses	24.72	44.72
Minority Interest	130.87	81.11
	For the year ended 31/03/2015	For the year ended 31/03/2014
Note No. 21		
REVENUE FROM OPERATIONS		
Domestic Sales FG	120710.93	126454.12
Export Sales	4692.36	3748.08
Excise Duty	9246.10	8576.13
Processing Charges	428.42	1138.08
Duty Drawback	117.66	163.74
Service Charges/Sponsorship Received	3008.93	3420.60
	<u>138204.40</u>	<u>143500.76</u>
Excise Duty Collected	8884.49	8658.22
	<u>129319.91</u>	<u>134842.56</u>
Note No. 22		
OTHER INCOME		
Income from Windmills	162.79	172.80
Interest Receipts	424.36	388.38
Dividend Received	22.52	78.83
Profit on sale of Fixed Assets	57.99	0.00
Rent Received	1.54	9.30
Service Charges received	28.00	67.20
Sales Tax Incentive Received	0.00	8.35
Share Premium - Received	86.85	35.56
Miscellaneous Income	0.48	0.00
	<u>784.53</u>	<u>760.42</u>
Less: Income from Wind Mill	162.79	172.80
	<u>621.74</u>	<u>587.61</u>


Notes – (Continued)

	For the year ended 31/03/2015	(₹ in lacs) For the year ended 31/03/2014
Note No. 23		
CONSUMPTION OF MATERIALS		
Raw Materials		
Opening Stock - 01/04/2014	2950.83	4109.72
Purchases	56906.39	60330.91
Materials Inward	2024.98	1950.68
Customs Duty	477.46	660.51
Expenses for Import Licence	403.26	179.11
	<u>59812.09</u>	<u>63121.21</u>
Less: Discount/Licence	137.90	383.37
	<u>59674.19</u>	<u>62737.84</u>
Closing Stock - 31/03/2015	3611.57	3262.97
Cost of Materials Consumed (A)	<u>59013.45</u>	<u>63584.59</u>
Stores		
Opening Stock - 01/04/2014	833.19	774.67
Purchases	2308.39	2987.31
Materials Inward	58.62	61.14
Closing Stock - 31/03/2015	939.69	833.19
Cost of Materials Consumed (B)	<u>2260.51</u>	<u>2989.92</u>
Power Plant		
Opening Stock - 01/04/2014	1505.74	0.00
Purchases	5785.39	6823.78
Materials Inward	493.62	476.54
Closing Stock - 31/03/2015	1677.23	1193.60
	<u>6107.52</u>	<u>6106.71</u>
Less: Charged to Power Plant Operation/Power Stock	1903.23	2187.39
Cost of Material Consumed Power Plant (C)	<u>4204.29</u>	<u>3919.32</u>
Cost of Services Rendered	2416.24	2639.30
Cost of Materials Consumed - (A+B+C)	<u>67894.48</u>	<u>73133.12</u>
Purchase of Stock-in-trade	<u>47507.89</u>	<u>43708.64</u>
Increase/Decrease in Stock		
Finished Goods as on 31/03/2015	8731.48	8851.97
Finished Goods as on 01/04/2014	8851.97	9475.42
Change	120.49	623.44
Steel Scrap		
Imported	10010.77	11666.60
Percentage	68.08%	66.11%
Indigenous	4693.47	5979.52
Percentage	31.92%	33.89%


Notes – (Continued)

	For the year ended 31/03/2015	(₹ in lacs) For the year ended 31/03/2014
Ingot, Billet, Re-rollables		
Imported	0.00	60.65
Percentage	0.00	0.25%
Indigenous	33875.00	23873.82
Percentage	100.00%	100%
Coal		
Imported	5526.90	4303.62
Percentage	90.49%	70.47%
Indigenous	580.63	1803.09
Percentage	9.51%	29.53%
Stores		
Imported	124.94	6.14
Percentage	7.11%	0.23%
Indigenous	1631.50	2922.64
Percentage	92.89%	99.77%
PP/HDPE Granules		
Imported	2231.23	175.58
Percentage	35.52%	1.87%
Indigenous	4050.56	9226.71
Percentage	64.48%	98.13%
Iron Ore		
Imported	596.25	
Percentage	25.79%	
Indigenous	1715.51	1642.43
Percentage	74%	74%
Coal		
Imported	372.24	342.72
Percentage	39.42%	31.46%
Indigenous	572.12	746.70
Percentage	60.58%	68.54%
Dolomite		
Indigenous	10.17	5.61
Percentage	100%	100%
Note No. 24		
EMPLOYEE BENEFIT EXPENSE		
Salaries and Wages	3034.66	3076.64
Welfare Expenses	71.52	79.34
	<u>3106.18</u>	<u>3155.99</u>
Note No. 25		
FINANCIAL COSTS		
Interest	6782.78	6797.00
Other Finance Charges	1057.77	1259.26
	<u>7840.55</u>	<u>8056.26</u>


Notes – (Continued)
Note No. 26
OTHER EXPENSES

	For the year ended 31/03/2015	(₹ in lacs) For the year ended 31/03/2014
Power	1971.09	2561.46
Power Plant Charges	2823.25	2638.11
Repairs Machinery	178.18	195.55
Repairs Building	9.52	4.83
Other Mfg Expenses	347.04	329.73
Processing Charges	74.33	554.45
Insurance	29.27	37.84
Rent	76.71	94.49
Loss on Sale of Fixed Assets	6.81	4.71
Rates & Taxes	73.70	60.14
Legal & Consultancy Charges	85.86	102.72
Payment to Auditors	7.51	8.24
Transport Charges	479.96	421.02
Brokerage & Commission	87.42	116.22
Selling & Administration Expenses	953.01	710.42
Excise Duty Expenses	15.40	20.92
	<u>7219.06</u>	<u>7860.84</u>

Sub Note 1
LONG TERM BORROWINGS
Secured Loans from Bank
Term Loan from Banks

Term Loan - Andhra Bank	7688.18	7074.91
Term Loan - Canara Bank	12212.68	9633.37
Term Loan - Syndicate Bank	3848.79	3970.22
Term Loan - State Bank of India	0.00	58.15
Term Loan - Indian Overseas Bank	9058.85	7555.67
Term Loan - Shamrao Vithal Co-op Bank Ltd	1485.68	2012.21
WCTL/FITL - Andhra Bank	1524.69	0.00
WCTL/FITL - Canara Bank	8690.66	0.00
WCTL/FITL - Syndicate Bank	6655.69	0.00
WCTL/FITL - State Bank of India	3058.02	0.00
WCTL/FITL - Indian Overseas Bank	2572.88	0.00
WCTL/FITL - Shamrao Vithal Co-op Bank Ltd	1375.01	0.00
WCTL/FITL - IDBI	1577.80	0.00

From Financial Institutions

Industrial Development Bank of India	-	153.55
	<u>59748.94</u>	<u>30458.07</u>
Tata Capital	15.90	85.08
Electronica Finance Ltd	39.97	66.65
Sundaram Finance Ltd	40.80	85.64
	<u>59845.61</u>	<u>30695.44</u>
Less: Current Component on Long term Borrowings	486.00	3445.27
	<u>59359.61</u>	<u>27250.17</u>


Notes – (Continued)

	As at 31/03/2015	(₹ in lacs) As at 31/03/2014
SHORT-TERM BORROWINGS		
Working Capital		
Canara Bank	6812.33	8152.46
Syndicate Bank	2701.53	4357.96
State Bank of India	3862.34	5381.69
Andhra Bank	910.84	1256.97
IDBI Bank Ltd	1026.45	2008.20
Indian Overseas Bank	2657.81	3022.87
Shamrao Vithal Co-op Bank Ltd	748.61	788.57
	18719.91	24968.73
Sub Note 2		
NON-CURRENT INVESTMENTS		
- In Bonds of Rs.100 each in Krishana Bhagya Jaala Nigam Ltd. (17% Secured Redeemable NCB)	1.00	1.00
- 11,50,000 Equity Shares of Rs.10 each Buildmet Fibers P Limited	0.00	115.00
- 25 Shares of Rs.100 each in The Shamrao Vithal Co-op Bank Ltd	0.03	0.03
	1.03	116.03
CURRENT INVESTMENTS		
- In Govt. Securities	0.09	0.09
- 10 Equity Shares of Rs.90 each in Karnataka Woven Sacks Construction P Ltd.	0.01	0.01
- 864 Equity shares of Rs.10 each in Syndicate Bank (Market Value Rs.83,376)	0.43	0.43
- 50 Shares of Rs.100 each in The Shamrao Vithal Co-op Bank Ltd	0.05	0.05
- 0 Equity Shares of Re.0.10 per share (2,10,00,000 Equity Shares) TVH Energy Resources Pvt Ltd.	0.00	21.00
- 0 Equity Shares of Rs.10 each (2,17,714 Equity Shares) in NSL Wind Power Company (Phoolwandi) Ltd	0.00	21.77
	0.58	43.35
Sub Note 3		
LONG TERM LOANS AND ADVANCES		
Advance Income Tax Paid	478.40	1537.74
Advance Income tax TDS	190.46	167.61
Advance Fringe Benefit tax	2.41	20.83
Advance TCS	1.71	1.71
MAT Credit	48.45	48.45
Others	79.29	59.72
	800.72	1836.04

**Notes – (Continued)**

(₹ in lacs)

Sub Note 4**OTHER CURRENT ASSETS**

	As at 31/03/2015	As at 31/03/2014
ADVANCE PAID	6.12	257.60
CVD	112.32	165.35
DEPOSIT	0.58	0.56
DIVIDEND	22.50	78.75
DRAWBACK	702.91	667.50
EXCISE	3530.44	2005.15
IMPORT LICENCE	1846.39	1899.80
INSURANCE PREPAID	2.53	5.25
SALES TAX INCENTIVE	78.29	78.29
SERVICE TAX	1486.35	1476.01
VAT	2701.42	2727.98
TDS	0.82	2.93
	<u>10490.67</u>	<u>9365.15</u>



ANNEXURE A

FORM 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

(INR in lakhs except share data, per share data and if otherwise stated)

S. No.	Particulars	Name of Subsidiaries					
		Cosmic Global Limited	Tulsyani Power Limited	Chitrakoot Steel & Power Private Limited	Balaji Engineering & Galvanizing Limited	Color Peppers Media Private Limited	TG Logistics Private Limited
1	Reporting period for the subsidiary concerned	31.03.2015	31.03.2015	31.03.2015	31.03.2015	31.03.2015	31.03.2015
2	Shares held by Tulsyani NEC Limited in the subsidiaries and extent of shareholding						
	i) Equity Shares	11250000	50000	6489200	49400	50000	150000
	ii) Extent of holdings (%)	76.17%	9.09%	100%	98.80%	100%	100%
4	Share Capital	14665000	50000	64892000	500000	500000	1500000
5	Reserves & Surplus	213.13	-	(1513.33)	-	(146.64)	94.06
6	Total Assets	881.44	55.30	3450.53	13.26	114.46	226.44
7	Total Liabilities	881.44	55.30	3450.53	13.26	114.46	226.44
8	Investments	-	-	0.03	-	-	-
9	Turnover	765.64	NIL	2879.96	NIL	0.09	2290.87
10	Profit before taxation	32.90	NIL	(1128.26)	NIL	(30.37)	26.84
11	Provision for taxation	13.05	NIL	(501.99)	NIL	NIL	9.40
12	Profit after taxation	19.85	NIL	(62.63)	NIL	(30.37)	17.44
13	Proposed dividend	29.33	NIL	NIL	NIL	NIL	NIL

Notes:

- In the consolidation, the accounts of subsidiaries have been re-stated in line with Indian GAAP and as required by Accounting Standards 21 issued by the Institute of Chartered Accountants of India, wherever applicable.
- Names of subsidiaries which are yet to commence operations:
 - Balaji Engineering & Galvanizing Limited
 - Tulsyani Power Limited
- Names of subsidiaries which have been liquidated or sold during the year - NIL

**Part “B”: Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	NIL
1. Latest audited Balance Sheet Date	
2. Shares of Associate/Joint Ventures held by the company on the year end	
No.	
Amount of Investment in Associates/Joint Venture	
Extend of Holding %	
3. Description of how there is significant influence	
4. Reason why the associate/joint venture is not consolidated	
5. Net worth attributable to shareholding as per latest audited Balance Sheet	
6. Profit/Loss for the year	
i. Considered in Consolidation	
ii. Not Considered in Consolidation	

- Names of associates or joint ventures which are yet to commence operations - NIL
- Names of associates or joint ventures which have been liquidated or sold during the year - NIL





TULSYAN NEC LTD

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@tulsyannec.in **Web site:** www.tulsyannec.in

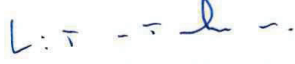




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FORM A

COVERING LETTER - ANNUAL AUDIT REPORT

1.	Name of the Company	Tulsyan NEC Limited
2.	Annual financial statements for the year ended	31 st March 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	NIL
5.	To be signed by- <ul style="list-style-type: none">CEO/Managing Director CFO Auditor of the company Audit Committee Chairman 