

TULSYAN STEEL
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Date: 30.06.2021

To
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001

Dear Sir / Madam,

Sub: Submission of Annual Secretarial Compliance Report for the financial year ended March 31, 2021

Ref.: BSE SCRIP CODE: 513629 -Tulsyannec Limited

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Secretarial Compliance Report for the financial year ended 31st March, 2021.

You are requested to kindly take the above information on records. The report will also be hosted on the Company's website at www.tulsyannec.in

Yours Faithfully,
For **Tulsyannec Limited**

Parvati Soni
Company Secretary & Compliance Officer

Encl: As above

TULSYAN NEC LTD

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GSTIN 33AABCT3720E1ZW | CIN L28920TN1947PLC007437





M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

SECRETARIAL COMPLIANCE REPORT OF TULSYAN NEC LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

(Pursuant to Regulation 24A (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019)

I M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries, Chennai have examined:

- a) all the documents and records made available to me and explanation provided by **Tulsyam NEC Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31.03.2021** ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");





The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR');
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *-Not applicable during the review period.*
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 *-Not applicable during the review period.*
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *-Not applicable during the review period.*
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *-Not applicable during the review period.*
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *-Not applicable during the review period.*
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) 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;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the review Period:





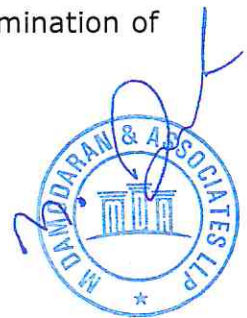
a) The Listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	As per Reg. 17(1) (a) of SEBI LODR, the composition of board of directors of the listed entity shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty per cent of the board of directors shall comprise of non-executive directors.	The Board of Directors of the Company was not properly constituted for the period from 15/05/2020 to 18/09/2020 because half of the Board has not comprised with Non-executive Directors.	The Company has subsequently complied with this regulation during the audit period.
2.	As per Reg. 17(1) (b) of SEBI LODR, where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors.	The Board of Directors of the Company was not properly constituted for the period from 15/05/2020 to 18/09/2020 because half of the Board has not comprised with Independent Directors.	The Company has subsequently complied with this regulation during the audit period.
3.	As per Reg. 17(2) of SEBI LODR read with SEBI Circular dated 26/06/2020, the board of directors shall meet at least four times a year, with a maximum time gap of one hundred	The board of directors of the Company has not observed the maximum stipulated time gap between two meetings held on 18/03/2020 and	The Company has subsequently complied with this regulation during the audit period.



	and twenty days between any two meetings.	15/09/2020.	
4.	As per Reg. 18(2) of SEBI LODR read with SEBI Circular dated 26/06/2020, the audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings.	The Audit Committee of the Company has not observed the maximum stipulated time gap between two meetings held on 18/03/2020 and 15/09/2020.	The Company has subsequently complied with this regulation during the audit period.
5.	As per Reg. 33(3) (d) of SEBI LODR read with SEBI Circular dated 24/06/2020, timeline was extended for submission of approved financial results u/r 33 for the quarter and the year ending 31/03/2020 up to 31/07/2020.	The financial results for the quarter and the year ending 31/03/2020 were approved vide Board Meeting dated 15/09/2020 and submitted with Stock Exchange on 15/09/2020.	The Company has subsequently complied with this regulation during the audit period.

- b) There was no resignation/appointment/re-appointment of Statutory Auditor of the Company during the period. Hence, the compliance of SEBI circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 is not applicable.
- c) The Listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.

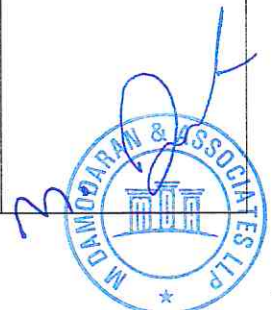


d) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges - (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
				Nil

e) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	<u>Regulation 33(3)(d) of SEBI (LODR) Regulations, 2015.</u> The Company has not submitted annual audited consolidated financial results including audit report while submitting annual audited standalone financial results for the year ended 31.03.2019 with Stock exchange.	The company has complied with the regulation 33(3)(d) of SEBI (LODR) Regulations, 2015 with some deviations.	This subject matter was placed before the board of directors and necessary pre caution measures was taken to comply with the regulations on time.	This regulation was compiled on time for the subsequent periods.



<p>2.</p>	<p><u>Regulation 33(3) of SEBI (LODR) Regulations, 2015.</u> The board Meeting for approval of financial results for the quarter ended 30.09.2019 was held on 14.11.2019 and concluded at 04.00 pm.</p> <p>The company had submitted the financial results for the quarter ended 30.09.2019 to the stock exchange on 14.11.2019 at 04.41 pm.</p> <p>Hence the Company has submitted the financial results to the stock exchange with 11 minutes delay.</p>	<p>There was a minor delay in submission of the financial results by the Company to the stock exchange for the quarter ended on 30th September, 2019 pursuant to Regulation 33(3) of SEBI (LODR) Regulations, 2015.</p>	<p>This subject matter was placed before the board of directors and necessary pre caution measures was taken to comply with the regulations on time.</p>	<p>This regulation was compiled on time for the subsequent periods.</p>
<p>3.</p>	<p><u>SEBI (Prohibition of Insider Trading) Regulations, 2015.</u> The trading window were closed by the company in the following periods for the approval of financial results for the Quarters ended</p> <p>a) From</p>	<p>The company has complied the regulation for closure of trading window with some delay.</p>	<p>This subject matter was placed before the board of directors and necessary pre caution measures was taken to comply with the regulations on time.</p>	<p>This regulation was compiled on time for the subsequent periods.</p>



08.08.2019 till 16.08.2019 for the quarter ended 30.06.2019.			
b) From 07.11.2019 till 16.11.2019 for the quarter ended 30.09.2019.			
c) From 07.02.2020 till 16.02.2020 for the quarter ended 31.12.2019.			

Place: Chennai
Date: 30/06/2021

For **M DAMODARAN & ASSOCIATES LLP**

M.
M. DAMODARAN
Managing Partner
Membership No.: 5837
COP. No.: 5081
ICSI UDIN:F005837C000545563

