

30<sup>th</sup> May 2019

CIN : L99999MH1962PLC012549

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001.

Dear Sir,

**SUB.: Annual Secretarial Compliance Report pursuant to SEBI circular CIR/CFD/CMD1/27/2019 dt February 08, 2019**

Please find enclosed the Annual Secretarial Compliance Report of Tulive Developers Limited for the year ended 31<sup>st</sup> March 2019, issued by a practicing company secretary pursuant to *Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD1/27/2019, dt 8<sup>th</sup> February 2019*

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **TULIVE DEVELOPERS LIMITED**



**ATUL GUPTA**  
**DIRECTOR**



DIN: 01608328

Address: No:1, 6<sup>th</sup> Avenue, Harrington Road, Chetpet, Chennai – 600031.

Encl: A/a



**S.A.E. & Associates LLP**  
**COMPANY SECRETARIES**

#4, "Aishwarya", 12B/177, Kumaran Colony  
6<sup>th</sup> Street, Vadapalani, Chennai-600 026  
T-91-44-42048235, T-91-44-42048335

**Secretarial Compliance Report of**

**Tulive Developers Limited for the financial year ended 31<sup>st</sup> March 2019**

*[pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD1/27/2019, dt 8<sup>th</sup> February 2019]*

To

**Tulive Developers Limited** (CIN: L99999MH1962PLC012549)

21/22, Loha Bhavan,

P.D. Mello Road,

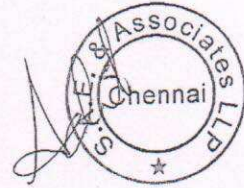
Mumbai - 400 009.

We, S.A.E & Associates LLP, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Tulive Developers Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to BSE Limited (BSE), where its equity shares are listed ("the stock exchange"),
- (c) website of the listed entity ([www.tulivedevelopers.com](http://www.tulivedevelopers.com)),
- (d) other relevant documents/filings which have been relied upon to make this certification,

**for the year ended 31<sup>st</sup> March 2019**, ("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");



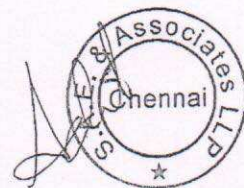
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The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, includes:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 up to 10<sup>th</sup> September 2018 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 with effect from 11<sup>th</sup> September 2018 **(Not applicable to the Company 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, 1998 upto 10<sup>th</sup> September 2018 and Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 with effect from 11<sup>th</sup> September;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the Review Period)**;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company 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 to the Company during the Review Period)**;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 upto 2<sup>nd</sup> October 2018 and SEBI (Depositories and Participants) Regulations, 2018 with effect from 3<sup>rd</sup> October 2018;

and based on the above examination, we hereby report that, during the Review Period:

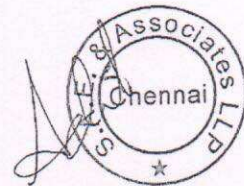
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **save** in respect of matters specified below:



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S No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	<p><b>Regulation:</b> Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p><b>Regulation No.:</b> 6(1)</p> <p><b>Compliance requirement:</b> A Listed Entity is required to appoint a qualified company secretary as the compliance officer of the Company</p>	<p>The listed entity has not appointed a qualified company secretary as compliance officer upto 13<sup>th</sup> February 2019.</p>	<p>With effect from 14<sup>th</sup> February 2019, a qualified company secretary was appointed as the compliance officer.</p>
2	<p><b>Regulation:</b> Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p><b>Regulation No.:</b> 32(2)(e)</p> <p><b>Compliance requirement:</b> Management discussion and analysis report shall form part of the annual report of every listed entity</p>	<p>Management discussion and analysis report did not form part of the annual report of the Company for the financial year ended 31<sup>st</sup> March 2018</p>	<p>Management discussion and analysis report did not form part of the annual report of the Company for the financial year ended 31<sup>st</sup> March 2018</p>
3	<p><b>Regulation:</b> Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p><b>Regulation No.:</b> 25(7)</p>	<p>The Company is yet to conduct familiarization programme for independent directors</p>	<p>The Company is yet to conduct familiarization programme for independent directors</p>

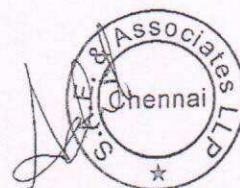


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S No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	<b>Compliance requirement:</b> Every listed entity shall familiarize the independent directors about the listed entity through various programmes		
4	<p><b>Regulation:</b> Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p><b>Regulation No.:</b> 33(1) (d)</p> <p><b>Compliance requirement:</b> The limited review or audit reports of the listed entity submitted to stock exchange shall be given only by an auditor who has subjected himself to the peer review process of Institute of Chartered Accountants of India and holds a valid certificate issued by the peer review board.</p>	The limited review or audit report of the Company submitted to the stock exchange during the Review period has not been given by an auditor who has subjected himself to the peer review process of Institute of Chartered Accountants of India.	The limited review or audit report of the Company submitted to the stock exchange during the Review period has not been given by an auditor who has subjected himself to the peer review process of Institute of Chartered Accountants of India.
5	<p><b>Regulation:</b> Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p><b>Regulation No.:</b> 52(3)(a)</p>	The Company has not furnished a declaration to BSE for the audit report issued with unmodified opinion for the annual	However, the audit report submitted with the stock exchange for the financial year ended 31 <sup>st</sup> March 2018 was with

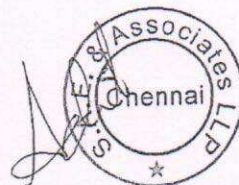
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	<p><b>Compliance requirement:</b> As per proviso to clause (a) of sub-regulation (3) of regulation 52, while publishing the annual audited financial results, in case of audit reports issued with unmodified opinion, the Company is also required to furnish a declaration to the Stock Exchanges, that the audit report is with unmodified opinion.</p>	<p>audited financial results for the year ended 31<sup>st</sup> March 2018</p>	<p>unmodified opinion.</p>
6	<p><b>SEBI circular:</b> IMD/FPIC/CIR/P/2018/61 dated 05th April 2018, on "<b>Monitoring of Foreign Investment limits in listed Indian companies</b>"</p> <p><b>Compliance requirement:</b> Every company shall be required to appoint one depository as its Designated Depository for the purpose of monitoring the foreign investment limit.</p>	<p>The Company is yet to appoint one depository as a Designated Depository for the purpose of monitoring the foreign investment limit.</p>	<p>As per the shareholding pattern filed with BSE by the Company, the Company does not have any foreign investments.</p>
7	<p><b>SEBI circular:</b> SEBI/HO/CFD/DCR1/CIR/P/2018/85, dated 28th May 2018, on "<b>System driven disclosures in the Securities Market</b>"</p> <p><b>Compliance requirement:</b> Every listed entity shall be required to select one depository as a Designated Depository for the purpose of</p>	<p>The Company is yet to appoint one depository as a Designated Depository for the purpose of system driven disclosures with respect to PIT Regulations.</p>	<p>The Company is yet to appoint one depository as a Designated Depository for the purpose of system driven disclosures with respect to PIT Regulations.</p>

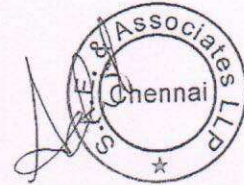


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	system driven disclosures with respect to PIT Regulations.		
8	<p><b>SEBI circular:</b> SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated 16th July, 2018 on <b>"Strengthening the Guidelines and Raising Industry standards for RTAs, Issuer Companies and Banker to an Issue – Clarification (SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 )"</b></p> <p><b>Compliance requirement:</b> The Company through its RTA <i>is required to send communications to the shareholders holding shares of the Company in physical, seeking their PAN and bank account details.</i></p>	The Company through its RTA is yet to send communications to the shareholders holding shares of the Company in physical, seeking their PAN and bank account details.	The Company through its RTA is yet to send communications to the shareholders holding shares of the Company in physical, seeking their PAN and bank account details.
9	<p><b>BSE Circular: LIST/COMP/15/201819 dated 05th July, 2018</b></p> <p><b>Compliance Requirement:</b> The company shall, through its RTA, send communication to the holders of physical certificates appraising them about the amendment to Regulation 40 and sensitise them about the impact of the regulation on the transfer of shares held by</p>	The Company has not yet sent out the communication to the holders of physical share certificates appraising them about the amendment to Regulation 40 and	The Company has not yet sent out the communication to the holders of physical share certificates appraising them about the amendment to Regulation 40 and

6



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	them in physical form and two reminders thereof shall be sent by RTA	sensitising them about the impact of the regulation on the transfer of shares held by them in physical form.	sensitising them about the impact of the regulation on the transfer of shares held by them in physical form.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following is the action 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.

S.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
1	BSE	Non-appointment of a qualified Company Secretary as the Compliance officer pursuant	Fine amounting to Rs. 1,08,560/- imposed on the Company	The Company paid the fine imposed by BSE on 13 <sup>th</sup> February 2019 and appointed a qualified

7





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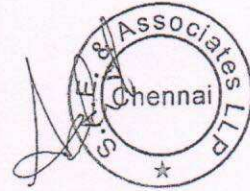
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		to Regulation 6(1) of SEBI (LODR) Regulations, 2015.		Company Secretary as the Compliance Officer of the Company with effect from 14 <sup>th</sup> February 2019
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(d) This being the first report under Regulation 24A of LODR, reporting on actions to comply with the observations made in the previous reports does not arise.

Place: Chennai  
Date: 30<sup>th</sup> May 2019

For S.A.E & Associates LLP  
Company Secretaries



Adit N Bhuva,

Partner

ACS: 29660; CP.No. 10999

