

TULSYAN STEEL
TESTED. | TRUSTED



Date: 30.05.2023

To
The 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, 2023

Ref.: BSE SCRIP CODE: 513629 -Tulsyan NEC 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 March 31, 2023.

The report will also be hosted on the Company's website at www.tulsyanec.in

You are requested to kindly take the above information on records.

Yours Faithfully,
For **Tulsyan NEC Limited**

Parvati Soni
Company Secretary & Compliance Officer

Encl: As above

TULSYAN NEC LTD

Registered Office : Apex Plaza, 1st Floor, No.3, Nungambakkam High Road, Chennai - 600 034. Tamil Nadu
Ph : +91 44 6199 1060 / 6199 1045, Fax : +91 44 6199 1066 | Email : info@tulsyanec.in | www.tulsyanec.in
GSTIN 33AABCT3720E1ZW | CIN L28920TN1947PLC007437



1786

1786

1786

375

7887

An ISO 45001:2018 Certified

An ISO 14001:2015 Certified



M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

Secretarial Compliance Report of Tulsyan NEC Limited for the financial year ended 31.03.2023

*(Pursuant to Regulation 24A 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, Kalaiyarasi Janakiraman, Partner of M Damodaran & Associates LLP, Practicing Company Secretaries, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Tulsyan NEC Limited** (hereinafter referred as 'the Company'), having its Registered Office at 1st Floor, Apex Plaza, Old No.3, New No.77, Nungambakkam High Road, Chennai – 600 034. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the Company's books, papers, minutes 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 Review, I hereby report that the company has, during the review period covering the financial year ended on **March 31, 2023** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I have examined:

- a) all the documents and records made available to me and explanation provided by the Company,
- b) the filings/ submissions made by the Company to the stock exchanges,
- c) website of the Company,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **March 31, 2023** ("Review Period") in respect of compliance with the provisions of:
 - i. Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
 - ii. Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");





The specific Regulations prescribed under the SEBI Act whose provisions and the circulars/guidelines issued thereunder, (wherever applicable), 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
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- *Not Applicable during the review period.*
- e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
- f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- g) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - *Not Applicable during the review period.*
- j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - *Not Applicable during the review period.*

and circulars/ guidelines issued thereunder;

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

- a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure - A**:
- b) The action taken by the Company to comply with the observations made by the erstwhile Auditor in the previous reports are specified in **Annexure - B**:
- c) The Company has suitably included the conditions as mentioned in Para 6(A) and Para 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in terms of re-appointment Statutory Auditors of the Company vide AGM dated 30.09.2021



I hereby further report that, during the Review Period the compliance status of the Company is as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks
1.	<p><u>Secretarial Standards:</u> The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	Nil
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes	Nil
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Company is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes	Nil
4.	<p><u>Disqualification of Director:</u> None of the Director(s) of the Company is disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.</p>	Yes	Nil

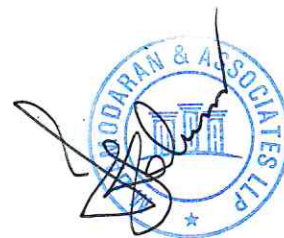


5.	<u>Details related to Subsidiaries of the Company have been examined w.r.t.:</u> (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	Yes	Company does not have any material subsidiary
6.	<u>Preservation of Documents:</u> The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	<u>Performance Evaluation:</u> The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	<u>Related Party Transactions:</u> (a) The Company has obtained prior approval of Audit Committee for all related party transactions; or (b) The Company has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes Not Applicable	Nil
9.	<u>Disclosure of events or information:</u> The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil

10.	<u>Prohibition of Insider Trading:</u> The Company is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the Company / its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	No	As per Annexure - A
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed under any other SEBI regulations/circulars/guidance notes etc.	Yes	-

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the Company.





4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Chennai
Date: 29.05.2023

For **M DAMODARAN & ASSOCIATES LLP**

Kalaiyandasi Janakiraman
Partner
Membership No.: 29861
COP. No.: 19385
FRN: L2019TN006000
PR 1374/2021
ICSI UDIN: A029861E000409713



Annexure - A

The Company 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)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action (Advisory /Clarification /Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation as per BSE Notice	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
1.	Regulation 33(3) of SEBI LODR Regulations, 2015, the listed entity shall submit quarterly and year-to-date standalone and Consolidated financial results to the stock exchange within 45 days of end of each quarter, other than the last quarter	Regulation 33(3)	The Company has delayed in submission of the quarterly financial results for the quarter ended 31.12.2022 to the stock exchange.	BSE	Fine	The Company has delayed in submission of the quarterly financial results for the quarter ended 31.12.2022 to the stock exchange.	Fine amount of Rs.64,900/- (Rs. 55,000 plus GST @ 18%) was levied by the BSE on March 14, 2023 The Company has suitably paid the fine amount levied by the BSE	The Company has delayed in submission of the quarterly financial results for the quarter ended 31.12.2022 to the stock exchange.	The delay was unintentional and the Company had Submitted the request to the BSE to grant some extension under this regulation for submission of the results and thereafter the Company submitted the results to the BSE on 25.02.2023	Nil



Annexure - B

The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.)	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	As per Reg. 33(3) (d) of SEBI LODR read with SEBI Circular dated 29/04/2021, timeline was extended for submission of approved financial results u/r 33 for the quarter ending 31/03/2021 up to 30/06/2021.	Regulation 33(3) (d) of SEBI LODR read with SEBI Circular dated 29/04/2021	The financial results of the Company for the quarter ended 31/03/2021 were approved vide Board Meeting dated 13/08/2021 and submitted with Stock Exchange on 13/08/2021.	Nil	NA	The financial results for the quarter and the year ended 31/03/2021 were approved vide Board Meeting dated 13/08/2021 and submitted with the Stock Exchange on 13/08/2021.	Nil	The Company has subsequently complied with this regulation during the audit period.	This subject matter was placed before the board of directors and necessary pre caution were taken to comply with the regulation at earliest	Nil

