



CIN : L99999MH1962PLC012549

Date: 30th June 2021

BSE Limited

Phiroze Jeejeeboy Towers,
Dalal Street,
Mumbai – 400001.

Dear Sir,

Ref: Scrip Code - 505285

SUB.: Annual Secretarial Compliance Report pursuant to SEBI circular
CIR/CFD/CMDII27IZOI9 dt February 08, 2019

Please find enclosed the Annual Secretarial Compliance Report of Tulive Developers Limited for the financial year ended 31st March 2021, 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 8th February 2019

Request you to take the same on record

Thanking you,

Yours faithfully,

For **TULIVE DEVELOPERS LIMITED**

ATUL GUPTA

DIRECTOR

DIN: 01608328

Address: No:1, 6th Avenue, Harrington Road, Chetpet, Chennai – 600031.



S.A.E. & Associates LLP
COMPANY SECRETARIES

#4, "Aishwarya", 12B/177, Kumaran Colony
6th 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 31st March 2021

[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 8th 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 ("hereinafter referred to as the listed entity"),
- (b) the filings/ submissions made by the listed entity to BSE Limited (BSE), where its equity shares are listed ("hereinafter referred to as the stock exchange"),
- (c) website of the listed entity (www.tulivedevelopers.com),
- (d) other relevant documents/filings which have been relied upon to make this certification,

for the financial year ended 31st March 2021, ("hereinafter referred to as 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, includes:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR);




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

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, **except** 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>Regulation: Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>Regulation No.: 34(2)(e)</p> <p>Compliance requirement: Management discussion and analysis report shall form part of the annual report of every listed entity</p>	<p><i>Management discussion and analysis report did not form part of the annual report of the Company for the financial year ended 31st March 2020</i></p>	<p><i>Management discussion and analysis report did not form part of the annual report of the Company for the financial year ended 31st March 2020</i></p>
2	<p>Regulation: Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>Regulation No.: 33(1) (d)</p> <p>Compliance requirement: 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>	<p><i>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 subjected himself to the peer review process of Institute of Chartered Accountants of India.</i></p>	<p><i>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 subjected himself to the peer review process of Institute of Chartered Accountants of India.</i></p>



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- (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) On the scrutiny of documents and based on the information obtained from the listed entity, there are 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 during the year under review.

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	The Board of directors of top 2000 companies has to comprise of 6 directors w.e.f 1 st April 2020. The Board of the Company had only 5 directors as on 1 st April 2020.	Fine amounting to Rs. 9,02,700/- (including GST) imposed on the Company, for the period 1 st April 2020 to 31 st August 2020	The Company paid the fine imposed by BSE on 21 st August 2020 and 30 th November 2020 and rectified this default by appointing 6 th director on the Board of the Company w.e.f 1 st September 2020.

- (d) The listed entity has taken the following actions to comply with the observations made in previous report presented for the financial year ended 31st March 2020:



Sr. no.	Observations made in the secretarial compliance report for the year	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary



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	ended 31st March 2020		on the actions taken by the listed entity
1	Management discussion and analysis report did not form part of the annual report of the Listed Entity for the financial year ended 31 st March 2019.	The Company did not have any income from operations. The other source of revenue is the share income from the partnership firm in which it is a partner. Hence not provided.	Management discussion and analysis report did not form part of the annual report of the Listed Entity due to the reason specified in previous column.
2	The listed entity is yet to conduct familiarization programme for independent directors.	The Company has conducted familiarization programme for independent directors	Complied now
3	The limited review or audit report of the Listed Entity submitted to the stock exchange during the Review period has not been given by an auditor who subjected himself to the peer review process of Institute of Chartered Accountants of India.	Based on the information received from the auditors, it is understood that the statutory auditor who has given the limited review or audit report of the Listed Entity submitted to the stock exchange has not subjected himself to peer review as per the process listed by the Institute of Chartered Accountants of India.	The limited review or audit report of the Listed Entity submitted to the stock exchange during the Review period has not been given by an auditor who subjected himself to the peer review process of Institute of Chartered Accountants of India.
4	The Company has sent the hard copy of annual report to the shareholders with respect to the financial year ended 31 st March	The Company has mailed the soft copy of annual report to the email address of the	Complied now

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	2019. The listed entity did not however send the soft copy of annual report to the email address of the shareholders available in their records or in the records of the depository.	shareholders available in their records or in the records of the depository.	
5	<i>The chairman of the audit committee Mr. Sivaswami Venkataramani could not participate in the 57th Annual General Meeting held on 27th September 2019 on account of being 'unwell'.</i>	One of the members of the audit committee authorized by the chairman of the audit committee was present at the AGM to answer the queries of the shareholders	Complied now

Place: Chennai

Date: 30th June 2021

**For S.A.E & Associates LLP
Company Secretaries**



**Adit N Bhuva,
Partner**

ACS: 29660; CP.No. 10999

UDIN: A029660C000552116

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To

TULIVE DEVELOPERS LIMITED (CIN: L99999MH1962PLC012549)

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P.D. Mello Road, Mumbai - 400 009

Our Secretarial Compliance Report of even date is to be read along with this letter.

1. It is the Management's Responsibility to maintain secretarial records, and to devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. Our responsibility as the Secretarial Auditor is to express an opinion on these secretarial records, systems, standards and procedures based on our audit.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company, as they are subject to audit by the financial auditors of the Company appointed under section 139 of Companies Act, 2013.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Secretarial Compliance Report 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: 30th June 2021

**For S.A.E & Associates LLP
Company Secretaries**



**Adit N Bhuva,
Partner**

ACS: 29660; CP.No. 10999