

Date: 28.05.2019

To,
The BSE Limited,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2019
Ref: Scrip Code: 513629

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are submitting herewith the Annual Secretarial Compliance Report for the financial year 2018-19.

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

Yours Faithfully,
For Tulsyan NEC Limited



Parvati Soni
Company Secretary

Encl: Annual Secretarial Compliance Report



TULSYAN NEC LTD: Apex Plaza, 1st Floor, No.3, Nungambakkam High Road, Chennai, Tamil Nadu - 600 034.

Ph : +91 44 3918 1060 / 3912 0756, Fax : +91 44 3918 1097 | Email : info@tulsyanec.in | www.tulsyanec.in

Registered Office: 61, Sembudoss Street, Chennai - 600 001. Phone : +91 44 2522 2673.

GSTIN 33AABCT3720E1ZW | CIN L28920TN1947PLC007437





M. DAMODARAN & ASSOCIATES
Practicing Company Secretaries



M. Damodaran, B.Com, F.C.S. L.L.B.
Mobile:98412 81693

**Secretarial Compliance Report of Tulsyan NEC Limited for the year
ended 31.03.2019**

I M. Damodaran have examined:

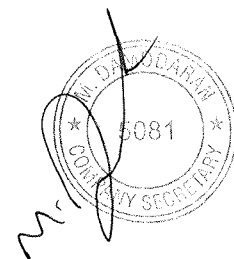
- a) all the documents and records made available to us and explanation provided by **Tulsyan NEC Limited** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which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

for the year ended **31.03.2019** ("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 there under; and
- b) the 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, whose provisions and the circulars/guidelines issued there under, have been examined, include:-

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



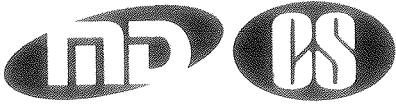


- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009/2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – *Not Applicable*.
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – *Not Applicable*.
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – *Not Applicable*.
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 – *Not Applicable*.
- 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, 1996/2018.

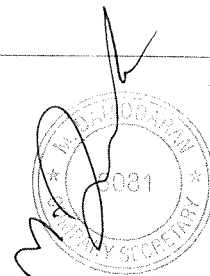
and circulars/ guidelines issued there under;

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 to the extent applicable, 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.	Regulation 17(1) (a) of SEBI (LODR) Regulations, 2015, the composition of board of directors shall have not less than fifty per cent. comprise of non-executive directors	The Board had two Non-executive directors (Independent Directors) instead of three for some period of time.	Subsequently, the Board have appointed Mr. M. Parthasarathy, Independent Director (Non-Executive) w.e.f. 13.11.2018 and thereafter, the composition of Board of Directors of the Company is in compliance with the Regulation 17(1)(a) of SEBI (LODR) Regulation, 2015 with effect from 13.11.2018.
2.	Regulation 17(1) (b) of SEBI (LODR) Regulations, 2015, 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 has only two independent directors instead of three for some period of time.	Subsequently, the Board have appointed Mr. M. Parthasarathy, Independent Director (Non-Executive) w.e.f. 13.11.2018 and thereafter, the composition of Board of Directors of the Company is in compliance with the Regulation 17(1)(a) of SEBI (LODR) Regulation, 2015 with effect from 13.11.2018.





3.	Regulation 19(1) (b) of SEBI (LODR) Regulations, 2015, the Nomination and Remuneration Committee shall comprise of at least three Non-executive directors.	The Committee had only two Non-executive directors (independent directors) instead of three for some period of time.	Subsequently, the Board have appointed Mr. M. Parthasarathy, Independent Director (Non-Executive) w.e.f. 13.11.2018 and thereafter, the composition of the Committee is in compliance with the Regulation 19(1)(a) of SEBI (LODR) Regulation, 2015 with effect from 13.11.2018.
4.	Regulation 33(3) of SEBI (LODR) Regulations, 2015, the listed entity shall submit annual audited financial results for the financial year, within sixty days from the end of the financial year.	The company had submitted the financial results for the quarter and financial year ended 31.03.2018 to the stock exchange on 08.08.2018.	There was a delay in compliance by the Company of Regulation 33(3) of SEBI (LODR) Regulations, 2015.

b) 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.

c) 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 there under:



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

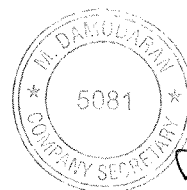
d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
				Nil

Place: Chennai

Date: 28.05.2019

For **M. Damodaran & Associates**



M. Damodaran
FCS No: 5837
C P No: 5081