



Tube Investments of India Limited

Dare House, 234, N.S.C. Bose Road, Chennai 600 001, India
Tel: 91.44.4217 7770-5 Fax: 91.44.4211 0404
Website: www.tiindia.com CIN: L35100TN2008PLC069496

29th May, 2023

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai 400 051

BSE Ltd
1st Floor
New Trading Ring,
Rotunda Building
P J Towers, Dalal Street Fort
Mumbai 400 001

Dear Sirs,

**Sub: Sub: Annual Secretarial Compliance Report for the Financial year ended 31st
March, 2023 - INE 974X01010**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed the Annual Secretarial Compliance Report, issued by the Practicing Company Secretary, for the year ended 31st March, 2023.

This is for your information and records.

Thanking you,

Yours faithfully,
For TUBE INVESTMENTS OF INDIA LIMITED


S SURESH
COMPANY SECRETARY

**SECRETARIAL COMPLIANCE REPORT OF TUBE INVESTMENTS OF INDIA LIMITED
FOR THE YEAR ENDED 31ST MARCH 2023**

ISIN: INE974X01010

We, **R.SRIDHARAN & ASSOCIATES, Company Secretaries** have examined:

- a) All the documents and records made available to us and explanation provided by **TUBE INVESTMENTS OF INDIA LIMITED, (CIN:L35100TN2008PLC069496)** (herein after referred as "**The listed entity**") having its Registered office at "**Dare House**" 234, **N.S.C. Bose Road, Chennai- 600001.**
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity (website address: <https://www.tiindia.com>)
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March 2023** 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, including:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations");
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the year under review)**
- e) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not applicable during the year under review)**



- f) The Employee Stock Option Plan, 2017 approved under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- h) 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; **(Not applicable during the year under review)**
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued there under;

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 there under except the following:-

Sr. No	Compliance Requirement (Regulations/circulars/ guidelines including specific clauses)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The listed entity shall disclose to the stock exchanges in quarterly, half-yearly, year-to-date and annual financial statements, as applicable, the extent and nature of security created and maintained with respect to its secured listed non-convertible debt securities.	Regulation 54(2) of SEBI Listing Regulations	There is a delay in submission of disclosure of asset cover along with financial results for the period ended September 30, 2021 by 18 days.	National Stock Exchange of India Limited (NSE)	Fine	Delayed disclosure of asset cover for the period ended 30 th September 2021 (Financial Year 2021-22)	Rs. 18,000	The fine was levied by NSE with respect to delayed compliance of Regulation 54(2) of the SEBI Listing Regulations for the period ended 30 th September, 2021 (Financial Year 2020-21). The fine has been paid by the Company to NSE on 15 th July, 2022	The Company made a request to NSE seeking a waiver for the fine. The fine was paid consequent to rejection of the request for waiver by NSE. Action closed.	-



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

S. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
NIL										

We further affirm the compliance status with respect to the specific provisions by the listed entity as mentioned below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standards</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) viz., Secretarial Standard on Meetings of the Board of Directors and General Meetings 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.	YES	-
2.	<u>Adoption and timely updation of the Policies</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	YES YES	- -
3.	<u>Maintenance and disclosures on Website</u> <ul style="list-style-type: none"> The Listed entity 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 	YES YES YES	- - -





	under Regulation 27(2) are accurate and specific which redirectsto the relevant document(s)/ section of the website.		
4.	<u>Disqualification of Director</u> None of the Directors of the Companyare disqualified under Section 164 of Companies Act, 2013.	YES	-
5.	<u>Details related to Subsidiaries of listed entities</u> <ul style="list-style-type: none">• Identification of material subsidiary companies.• Requirements with respect to disclosure of material as wellas other subsidiaries.	NOT APPLICABLE YES	The Listed Entity does not have a Material Subsidiary Company -
6.	<u>Preservation of Documents</u> The listed entity is preserving and maintaining records asprescribed under SEBI Regulations and disposal of records asper Policy of Preservation of Documents and Archival policyprescribed under SEBI LODR Regulations, 2015.	YES	-
7.	<u>Performance Evaluation</u> The listed entity has conducted performance evaluation of theBoard, Independent Directors and the Committees at the startof every financial year/during the financial year as prescribed in SEBI Regulations.	YES	-
8.	<u>Related Party Transactions</u> <ul style="list-style-type: none">• The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (or)• In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	YES NOT APPLICABLE	- All Related party Transactions were entered after obtaining prior approval of audit Committee
9.	<u>Disclosure of events or information</u> The listed entity has provided all the required disclosure(s)under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits	YES	-





	prescribed thereunder.		
10.	<u>Prohibition of Insider Trading</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any</u> No Actions taken against the listed entity/ 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	During the year, a fine of Rs. 18,000/- was levied by the NSE pertaining to violation of Regulation 54(2) of the SEBI Listing Regulations in the Financial Year 2021-22. The details of the fine levied are mentioned in the table above.
12.	<u>Additional Non-compliances, if any</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	-

**FOR R.SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES**



CS R.SRIDHARAN
C.P NO.3239
FCS.NO.4775
PR.NO.657/2020
UIN: S2003TN063400
UDIN: F004775E000402744

PLACE : CHENNAI
DATE :29.05.2023