

General information about company	
Scrip code	513629
NSE Symbol	
MSEI Symbol	
ISIN	INE463D01016
Name of the entity	TULSYAN NEC LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																
Whether the listed entity has a Regular Chairperson													Yes			
Whether Chairperson is related to MD or CEO													Yes			
the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Chairperson in Audit/ Stakeholder Committee(s) held in this listed entity (Refer Regulation 26(1) of Listing Regulations)
JMAR	ABRPT3382L	00632823	Executive Director	Chairperson related to Promoter	MD	18-02-1960	NA		12-07-1996	26-09-2019		1	0	0	0	
TULSYAN	ABTPT8316J	00632802	Executive Director	Not Applicable	MD	12-01-1964	NA		01-10-1996	26-09-2019		1	0	0	0	
.LLA	ADOPA6454D	00632864	Executive Director	Not Applicable		26-06-1963	NA		22-09-2011	26-09-2019		1	0	2	0	
.LATH IANDRAN	AEXPR2254N	00050893	Non-Executive - Independent Director	Not Applicable		15-05-1938	Yes	27-03-2019	12-12-2007	01-04-2019	14-02-2020	60	0	0	0	

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Director in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)
5	Mr	MANOGYANATHAN PARTHASARATHY	AICPP7554J	08277111	Non-Executive - Independent Director	Not Applicable		20-05-1955	No		13-11-2018			60	1	1
6	Mrs	ANTONISAMY AXILIUM JAYAMARY	ACEPJ8106G	07410090	Non-Executive - Independent Director	Not Applicable		07-03-1961	No		10-09-2019			60	1	1

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08277111	MANOGYANATHAN PARTHASARATHY	Non-Executive - Independent Director	Chairperson	13-11-2018		Textual Information(1)
2	00050893	CHAKKOLATH RAMACHANDRAN	Non-Executive - Independent Director	Chairperson	29-09-2012	14-02-2020	
3	00632864	SANJAY AGARWALLA	Executive Director	Member	29-05-2015		
4	07410090	ANTONISAMY AXILIUM JAYAMARY	Non-Executive - Independent Director	Member	14-11-2019		

Sr Text Block	
Textual Information(1)	Due to the resignation of Mr. Chakkolath Ramachandran (Non-Executive Independent Director of the Company) on 14-02-2020 from the Board and Committees of the Company, the Board reconstituted the Committee and appointed Mr. Manogyathan Parthasarathy as the Chairman of the Audit Committee w.e.f. 14-02-2020.

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00050893	CHAKKOLATH RAMACHANDRAN	Non-Executive - Independent Director	Chairperson	29-09-2012	14-02-2020	
2	08277111	MANOGYANATHAN PARTHASARATHY	Non-Executive - Independent Director	Chairperson	13-11-2018		Textual Information(1)
3	07410090	ANTONISAMY AXILIUM JAYAMARY	Non-Executive - Independent Director	Member	14-11-2019		

Sr Text Block	
Textual Information(1)	Due to the resignation of Mr. Chakkolath Ramachandran (Non-Executive Independent Director of the Company) on 14-02-2020 from the Board and Committees of the Company, the Board reconstituted the Committee and appointed Mr. Manogyanathan Parthasarathy as the Chairman of the Nomination and Remuneration Committee w.e.f. 14-02-2020.

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00050893	CHAKKOLATH RAMACHANDRAN	Non-Executive - Independent Director	Chairperson	29-09-2012	14-02-2020	
2	08277111	MANOGYANATHAN PARTHASARATHY	Non-Executive - Independent Director	Chairperson	14-02-2020		
3	00632864	SANJAY AGARWALLA	Executive Director	Member	14-12-2017		
4	07410090	ANTONISAMY AXILIUM JAYAMARY	Non-Executive - Independent Director	Member	14-11-2019		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	14-11-2019				Yes	6	3
2		14-02-2020	91		Yes	5	2
3		18-03-2020	32		Yes	5	2

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory							Number of Directors present*	No. of Independent Directors attending the meeting*
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)		
1	Audit Committee	14-11-2019				Yes	4	3
2	Audit Committee	14-02-2020	91			Yes	3	2
3	Stakeholders Relationship Committee	14-11-2019				Yes	3	2
4	Stakeholders Relationship Committee	14-02-2020	91			Yes	3	2
5	Audit Committee	18-03-2020	32			Yes	3	2

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	SANJAY TULSYAN
2	Designation	Managing Director

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://tulsyanec.in/about.htm
2	Terms and conditions of appointment of independent directors	Yes		http://tulsyanec.in/investors.php?page=policies
3	Composition of various committees of board of directors	Yes		http://tulsyanec.in/investors.php?page=policies
4	Code of conduct of board of directors and senior management personnel	Yes		http://tulsyanec.co.in/pdf/Code%20of%20Conduct%20for%20Board%20Members%20and%20Senior%20Managem
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://tulsyanec.co.in/pdf/Whistle-Blower-Policy.pdf
6	Criteria of making payments to non-executive directors	Yes		http://tulsyanec.co.in/pdf/policy%20for%20Remuneration%20to%20Directors%20and%20KMP.pdf
7	Policy on dealing with related party transactions	Yes		http://tulsyanec.co.in/pdf/Related%20Party%20Transactions%20Policy.pdf
8	Policy for determining 'material' subsidiaries	Yes		http://tulsyanec.co.in/pdf/Policy%20on%20Material%20Subsidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		http://tulsyanec.co.in/pdf/Familiarisation%20Programme%20for%20Independent%20Directors.pdf

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://tulsyannec.in/investors.php?page=investor-contact-details
11	email address for grievance redressal and other relevant details	Yes		http://tulsyannec.in/investors.php?page=investor-contact-details
12	Financial results	Yes		http://tulsyannec.in/investors.php?page=quarterly-results
13	Shareholding pattern	Yes		http://tulsyannec.in/investors.php?page=shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.tulsyannec.in/investors
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.tulsyannec.in/investors
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.tulsyannec.in/investors
21	Materiality Policy as per Regulation 30	Yes		www.tulsyannec.in/investors
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.tulsyannec.in/investors

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	No	Mr. Chakkolath Ramachandran was resigned w.e.f. 14-02-2020 which results in non-compliance in the Board Composition. However, as per Regulation 25(6) of SEBI (LODR) Regulations, 2015, the time limit to appoint the new independent director is three months from the date of resignation or immediate next Board Meeting whichever is later. So, the compliance shall be done within the due date
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	No	Mr. Chakkolath Ramachandran was resigned w.e.f. 14-02-2020 which results in non-compliance in the Committee Composition. However, as per Regulation 25(6) of SEBI (LODR) Regulations, 2015, the time limit to appoint the new independent director is three months from the date of resignation or immediate next Board Meeting whichever is later. So, the compliance shall be done within the due date
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	SANJAY TULSYAN
2	Designation	Managing Director

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II		
1	Name of signatory	SANJAY TULSYAN
2	Designation	Managing Director

Signatory Details	
Name of signatory	SANJAY TULSYAN
Designation of person	Managing Director
Place	CHENNAI
Date	11-05-2020

