

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	01-10-2018
Date of end of financial year	31-12-2018
Reporting Quarter	Yearly
Date of Report	31-12-2018
Risk management committee	Not Applicable

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												Textual Information(1)			
Is there any change in information of board of directors compare to previous quarter												Yes			
Wether the listed entity has a Regular Chairperson												Yes			
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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 post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	MANOGYANATHAN PARTHASARATHY	AICPP7554J	08277111	Non-Executive - Independent Director	Not Applicable		13-11-2018		60	1	1	0		
2	Mr	CHAKKOLATH RAMACHANDRAN	AEXPR2254N	00050893	Non-Executive - Independent Director	Not Applicable		12-12-2007		60	3	6	4		
3	Mr	SANJAY TULSYAN	ABTPT8316J	00632802	Executive Director	Not Applicable	MD	01-10-2016			1	0	0		
4	Mr	LALIT KUMAR TULSYAN	ABRPT3382L	00632823	Executive Director	Chairperson related to Promoter	MD	12-07-2016			1	0	0		

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

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(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 post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	SANJAY AGARWALLA	ADOPA6454D	00632864	Executive Director	Not Applicable		22-09-2016			1	2	0		
6	Mrs	PREETI GARG	AAMPG1160D	03644985	Non-Executive - Independent Director	Not Applicable		14-02-2017		60	1	2	0		

Text Block

Textual Information(1)

The Composition of the Board is in compliance with the Regulation 17(1)(a) of the SEBI (LODR) Regulations,2015. The Company has appointed Mr. M. Parthasarathy as an Independent Director w.e.f. 13.11.2018. As on 31.12.2018, the composition of the Board is as follows -

- 1) Lalit Kumar Tulsyan - Managing Director
- 2) Sanjay Tulsyan - Managing Director
- 3) Sanjay Agarwalla - Whole-time Director
- 4) Chakkolath Ramachandran - Director (Independent)
- 5) Preeti Garg - Woman Director (Independent)
- 6) Manogyanathan Parthasarathy - Additional Director (Independent)

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory	Textual Information(1)
Is there any change in information of committees compare to previous quarter	Yes

Annexure 1 Text Block

Textual Information(1)

Mr. M. Parthasarathy has been appointed as the member of the Audit Committee and Nomination and Remuneration Committee w.e.f. 13.11.2018.

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	00050893	Chakkolath Ramachandran	Non-Executive - Independent Director	Chairperson	29-09-2012		
2	00632864	Sanjay Agarwalla	Executive Director	Member	29-05-2015		
3	03644985	Preeti Garg	Non-Executive - Independent Director	Member	14-02-2017		
4	08277111	Manogyanathan Parthasarathy	Non-Executive - Independent Director	Member	13-11-2018		

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		
2	03644985	Preeti Garg	Non-Executive - Independent Director	Member	14-02-2017		
3	08277111	Manogyanathan Parthasarathy	Non-Executive - Independent Director	Member	13-11-2018		

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		
2	00632864	Sanjay Agarwalla	Executive Director	Member	14-12-2017		
3	03644985	Preeti Garg	Non-Executive - Independent Director	Member	14-02-2017		

Corporate Social Responsibility Committee							
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Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
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)
1	08-08-2018		
2	14-08-2018		5
3		29-10-2018	75
4		13-11-2018	14

Annexure 1**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	29-10-2018	Yes		08-08-2018	81	
2	Audit Committee	13-11-2018	Yes		14-08-2018	90	
3	Stakeholders Relationship Committee	29-10-2018	Yes		08-08-2018	81	
4	Nomination and remuneration committee	29-10-2018	Yes				

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	NA	
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	Yes
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	Yes
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 100 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://tulsyanneec.in/about.htm
2	Terms and conditions of appointment of independent directors	Yes		http://tulsyanneec.in/investors.php?page=policies
3	Composition of various committees of board of directors	Yes		http://tulsyanneec.in/investors.php?page=board-of-directors
4	Code of conduct of board of directors and senior management personnel	Yes		http://tulsyanneec.co.in/pdf/Code%20of%20Conduct%20for%20Board%20Members%20and%20Senior%20Management
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://tulsyanneec.co.in/pdf/Whistle-Blower-Policy.pdf
6	Criteria of making payments to non-executive directors	Yes		http://tulsyanneec.co.in/pdf/policy%20for%20Remuneration%20to%20Directors%20and%20KMP.pdf
7	Policy on dealing with related party transactions	Yes		http://tulsyanneec.co.in/pdf/Related%20Party%20Transactions%20Policy.pdf
8	Policy for determining 'material' subsidiaries	Yes		http://tulsyanneec.co.in/pdf/Policy%20on%20Material%20Subsidiaries.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		http://tulsyanneec.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://tulsyanec.in/investors.php?page=investor-contact-details
11	email address for grievance redressal and other relevant details	Yes		http://tulsyanec.in/investors.php?page=investor-contact-details
12	Financial results	Yes		http://tulsyanec.in/investors.php?page=quarterly-results
13	Shareholding pattern	Yes		http://tulsyanec.in/investors.php?page=shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

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)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	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	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	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	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	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

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	NA
	Any other information to be provided	

Annexure II

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	07-01-2019

