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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



- 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, 1998 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:

Sr. No.	Compliance Requirements (Regulations, circulars, guidelines including specific clause)	Regulatory/Circular No.	Deviations	Action taken by	Type of action	Details of violation	Fine Amounts	Observations/Remarks of the Practitioner/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 113(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 Company are 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 well as 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 as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	-
7.	<u>Performance Evaluation</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of 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	-



