

Ms. I. Javeri

Company Secretary

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SECRETARIAL COMPLIANCE REPORT OF TOKYO PLAST INTERNATIONAL LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

1. I, I. Javeri, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by **Tokyo Plast International Limited** ("the listed entity") arising from the compliances of specific Regulations listed under Clause 2 of this report;
- (b) the filings or submissions made by the Listed Entity to the stock exchanges in connection with the above;
- (c) website of the listed entity; and
- (d) all other documents, fillings or submission on the basis of which this certification is given,

for the financial year ended 31st March, 2020 ("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 thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

2. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, 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, 2018 - (Not applicable during the review period);
- (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 during the review period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - (Not applicable during the review period);

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – (Not applicable during the review period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 – (Not applicable during the review period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) 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 review period);

and based on the above examination, I hereby report that, during the Review Period:

- (a) The Listed Entity has prima facie complied with the applicable provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of the matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delayed Submission	During the review period, the Company has delayed in filing half yearly disclosure on Related Party Transactions under Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 31 st March, 2019.
2.	Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Delayed Submission	The Company has delayed in filing the Outcome of the Board Meeting under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for all the Board Meetings held during the review period.

3.	Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Delayed Submission	During the review period, the Company has delayed in Submission of Annual Report under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and was also levied fine by the Stock Exchanges which were paid by the Company respectively.
4.	Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015	Partial Disclosures	The Company has approved and adopt the policies under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 effective from 01 st April, 2019 but the Company has not intimated to the Stock Exchanges.
5.	Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015	Partial Disclosures	The Company has not disclosed on its website the information with respect to the newspaper publications for notice of Board Meetings and Financial Results and also the details of Nodal Officer.

(b) The listed entity has prima facie maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The listed entity has total five Directors as on 31st March, 2020.

(d) The following are the details of actions taken against the listed entity/ its promoters/ directors 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 thereunder:

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.
1.	Stock Exchanges (BSE Limited and National Stock Exchange of India Limited	Delay in Submission of Annual Report under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements)	Rs. 9,440 fine levied by BSE Limited and Rs. 14,160 /- fine levied by National Stock Exchange of India Limited in their letter dated 15 th October, 2019 to the Company.	As per documents provided at the time of Audit, the Company has paid the fine on 21 st October, 2019 to both the Stock Exchanges. The fines levied were later withdrawn by the Stock Exchanges vide email dated 02 nd January, 2020

		Regulations, 2015.		(From National Stock Exchange of India Limited and 07 th January, 2020 (From BSE Limited)).
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- (e) During the review period, as per the information provided by the Company, prima facie there were no instances of transaction by the Designated Persons in the securities of the Company during the closure of trading window.
- (f) 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
1.	During the period under review, as per statements received from RTA of the Company, relative of director has transacted in the 2,016 securities of the Company during the closure of window without knowledge of Compliance Officer.	31 st March, 2019	-	-

- (g) The Listed entity has prima facie complied with points 6(A) and 6(B) as mentioned in SEBI Circular No.: CIR/CFD/CMD1/114/2019 dated 18th October, 2019 and that they have incorporated all the terms and conditions in the respective appointment letter/supplemental letter issued to the Statutory Auditors.
- (h) Due to COVID - 19 and continued lockdown, we are unable to verify the partial information physically, therefore we rely on the information provided by the Company in electronic mode.

Place: Mumbai
Date: 25th June, 2020

Ms. I. Javeri
ACS No.: A2209
COP No.: 7245

UDIN: A002209B000378057