



TGL/2022-23/SEC-026

Date: 28-05-2022

To,
The Manager
Department of Corporate Services-Listing
BSE Limited
16th floor, P J Towers,
Dalal Street, Mumbai- 400001

Sub: Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular CIR/CFD/CMD1/27/2019 dated 08.02.2019
Ref: Triveni Glass Limited (Scrip Code 502281)

Dear Sir,

This is further to our letter dated 12-05-2022, in which we have filed Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular CIR/CFD/CMD1/27/2019 dated 08.02.2019, for the quarter and year ended 31.03.2022 on 12-05-2022. There are certain modifications made by our our practicing Company Secretary, in the Annual Secretarial Compliance Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Here I am enclosing herewith the revised document. Kindly consider and approve it.

This is for your information and record purpose.

Thanks and regards,
For Triveni Glass Limited


Aakriti Bhushan
Company Secretary

Encl.: Revised Annual Secretarial Compliance Report

Regd. Off. :

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E-mail : akd@triveniglassltd.com

Website : www.triveniglassltd.com

CIN No. : L26101UP1971PLC003491

IF IT'S GLASS IT'S US



Saurabh Basu

ACS, ACMA, MBA (Fin)
Practising Company Secretary
Insolvency Professional

S BASU & ASSOCIATES

Company Secretaries
Code No.- S2017WB456500
10/6/2 Raja Rammohan Roy Road,
3rd Floor, Kolkata - 700008

The Board of Directors,

Triveni Glass Ltd.
1, Kanpur Road,
Prayagraj- 211001 (U.P)

Sub: Annual Secretarial Compliance Report for the Financial Year 2021-22

Dear Sir,

We have been engaged by **Triveni Glass Ltd** (hereinafter referred to as the 'Company') bearing **CIN: L26101UP1971PLC003491** whose equity shares are listed on BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No.CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

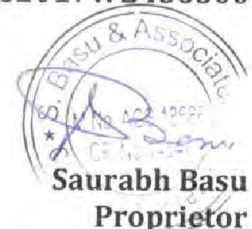
Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed and marked as **Annexure A**.

**For S Basu & Associates
Company Secretaries**

Firm Registration No : S2017WB456500

**Place: Kolkata
Date: 05:05:2022**



**Saurabh Basu
Proprietor**

**ACS: 18686 ; C.P.: 14347
Peer Review No : 1017/2020
UDIN : A018686D000274469**

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Annexure A

Secretarial Compliance Report of Triveni Glass Ltd for the year ended 31st March,2022

Pursuant to circular issued by Securities and Exchange Board of India dated 08.02.2019 (No : CIR /CFD/CMD1/27/2019)

We **S Basu & Associates** , Company Secretaries , have examined:

- (a) all the documents and records made available to us and explanation provided by **Triveni Glass Ltd** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March ,2022 ("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");

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;
- (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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



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- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and clause 6(A) and 6(B) of circular No.CIR/CFD/CMD1/114/2019 Dated October 18,2019 issued by the Securities and Exchange Board of India on “Resignation of Statutory Auditors from Listed Entities and their material subsidiaries”;

and based on the above examination, to the extent it applicable to the Company ,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 thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific	Deviations	Observations/ Remarks of the Practicing Company
1.	SEBI (Prohibition of Insider Trading) Regulations ,2015	Regulation 7 (2) (a) & (b)	The Company has taken necessary corrective action
2.	SEBI (Prohibition of Insider Trading) Regulations , 2015	Para 10 of Schedule B, read with Regulation 9(1) and (2)	The Company has taken necessary corrective action

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

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries 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:



Continuation Sheet

S BASU & ASSOCIATES

Company Secretaries

Code No.- S2017WB456500

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.	BSE Limited	Regulation 17(1) The composition of Board of Directors	Fine of Rs.9,15,000/- imposed by BSE vide notice dated 20.08.2021	The company has taken necessary corrective steps .
2.	BSE	Regulation 7(2)(a) & (b) of SEBI (PIT) Regulations, 2015	-	The company has taken necessary corrective steps .
3.	BSE	Para 10 of Schedule B, read with Regulation 9(1) and (2) of SEBI (PIT) Regulations 2015.	-	The company has taken necessary corrective steps .

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



Continuation Sheet

S BASU & ASSOCIATES
Company Secretaries
Code No.- S2017WB456500

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March,2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 17(1) of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations , 2015	One Independent Director has been suddenly resigned and accordingly at that time the Composition of Board of Directors suddenly changed. The Company has an women Independent Director since 24.03.2015	The Company has applied for waiver of penalty.	The Company has applied for waiver of penalty.
2.	Regulation 23(9) of Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Since it is a First time compliance in respect of the SEBI circular dated 22.01.2020 and disruption of the workload due to COVID-19 pandemic the Company has applied for waiver of penalty but no reply received till date.	The Company has applied for waiver of penalty.	The Company has applied for waiver of penalty.

Place: Kolkata

Date: 05.05.2022

For S Basu & Associates

Company Secretaries

Firm Registration No : S2017WB456500



Saurabh Basu
Proprietor

Membership No A18686 CP No 14347

Peer Review No : 1017/2020

UDIN : A018686D000274469