



TAPARIA TOOLS LTD.

REGD. OFFICE & WORKS : 52 & 52B, MIDC AREA, SATPUR, NASHIK - 422 007.
TEL.: 0253-2350317 / 2350318 / 2350418 / 2350740
E-mail : nashik@tapariatools.com Web site : <http://www.tapariatools.com>
CIN : L99999MH1965PLC013392.



TTL/SEC/2024

Date -30th May, 2024

BSE Limited,
Corporate Relationship Department,
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai -400 023

Scrip Code-505685

Sub: - Submission of Annual Secretarial Compliance Report for the Year ended 31 March, 2024

Dear Sir,

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015. and SEBI Circular No. CIR/CFD/CMD/27/2019 dated February 8, 2019, please find enclosed herewith copy of Annual Secretarial Compliance Report dated May 30, 2024 for the Financial Year 2023-24 issued by Shri. Sagar Khandelwal, Company Secretary in Practice CP No. 13778 .

This is for your information and record.

For Taparia Tools Limited.

V S Datey

Company Secretary

Encl : as above



S R Khandelwal & Associates

Company Secretaries

Secretarial Compliance Report of Taparia Tools Limited for the financial year ended 31st March, 2024

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Taparia Tools Limited (hereinafter referred as 'the listed entity'), having its Registered Office at 52 & 52, B MIDC Area, Satpur, Nashik MH 422007 IN Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I Sagar R. Khandelwal have examined:

- (a) All the documents and records made available to me and explanation provided by **Taparia Tools Limited** ("the listed entity"),
- (b) The filings/submissions made by the listed entity to the stock exchanges,
- (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 2024 ("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

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(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 (including amendments, modifications form time to time), 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 and amendments for time to time;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments for time to time;
- (c) Securities and Exchange Board of India (substantial Acquisition of Shares and Takeovers) Regulations, 2011 amendments for time to time;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable for the period under review)
- (e) Securities and Exchange Board of India (Shares Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not Applicable for the period under review)
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable for the period under review)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder;

and based on the above examination, I 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:

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Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	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

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1.	(Listing Obligation and Disclosure Requirement) Regulations 2015	31(2)	97.79% of the shares are in Dematerialised Form compared to 100% as required under the regulation	-	-	-	-	The entire promoter and promoter group shareholding is not in dematerialized form.	The Management has represented that to the extent possible all "the Promoters and Promoter group" has been dematerialized. The shares which were yet to Dematerialized, could not be done due to technical reasons of holding the shares by Individual promoters in joint names with HUF.	-
2.	(Listing Obligation and Disclosure Requirement) Regulations 2015	19(1)/19(2)	Non-Compliance pertaining to Chairperson of the Nomination and Remuneration Committee.	Bombay Stock Exchange	Penal	-	2,17,120/-	During the period under Audit, Bombay Stock Exchange via its letter dated 27th October 2023 initiate action and charged penalty of INR 2,17,120 under Regulation 19(1)/19(2) of SEBI (LODR) Regulation 2015 for non-compliance pertaining to Chairperson of the Nomination and Remuneration Committee.	The Management has represented that The Company has filed an application for waiver of fine by making payment of Rs. 11,800/- including GST as there has been no non-compliance on the part of the Company and a revised Corporate Governance Report for the quarter ended 30th September 2023 has been filed. The matter is pending with the Bombay Stock Exchange.	

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

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	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
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1.	(Listing Obligation and Disclosure Requirement) Regulations 2015	24A	As per the submission made by the Company in ASCR Report for the FY 2022-23, the Company had mentioned that the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 are not applicable on the Company. The Company is advised to provide the Clarification and supporting.	BSE	-	-	-	-	The Company has submitted Annual Secretarial Compliance Report (ASCR) for the financial year 2022-23, dated May 29, 2023. We have consulted with the Auditor/ PCS on the subject matter and it has come to our attention that an inadvertent clerical error was made in our initial submission. As it is mentioned in the Annual Compliance Report that the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 are "Not Applicable". And submitted revised ASCR Report dt. 28 th September, 2023.	-
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C. I hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

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Sr. No .	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	-

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2.	<p>Adoption and timely Updation of the policies:</p> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities• All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI	Yes	-
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3.	<p>Maintenance and disclosures on Websites:</p> <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 under Regulations 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	-
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4.	Disqualification of Director: None of the Director(s) of the company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	As on 31 st March, 2024, the Company does not have any subsidiary.

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6.	Preservation of Documents: 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	-
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7.	Performance Evaluation: The listed entity has conducted performance evaluation of the board, Independent Directors and committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
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8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	-
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9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-

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11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein :</p> <p>Regulation 19(1) & 19(2) of SEBI(Listing Obligation and Disclosure Requirement) Regulations 2015 –</p>	Yes	<p>During the period under Audit, Bombay Stock Exchange via its letter dated 27th October 2023 initiate action and charged penalty of INR 2,17,120 under Regulation 19(1)/19(2) of SEBI (LODR) Regulation 2015 for non-compliance pertaining to Chairperson of the Nomination and Remuneration Committee.</p> <p>The Management has represented that The Company has filed an application for waiver of fine by making payment of Rs. 11,800/- including GST as there has been no non-compliance on the</p>
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	Non-Compliance pertaining to Chairperson of the Nomination and Remuneration Committee.		part of the Company and filed revise Corporate Governance Report for the quarter ended 30th September 2023. The matter is pending with BSE.
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12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	During the Year 2023-2024, the Company has complied with regulation/circular/guidance note etc. as may be issued by SEBI time to time.
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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Pune
Date: May 30, 2024

SAGAR
RAMESH
KHANDELWAL

Digitally signed by
SAGAR RAMESH
KHANDELWAL
Date: 2024.05.30
16:56:51 +05'30'

Sagar R. Khandelwal
S R. Khandelwal & Associates
Membership No.: 25781
C P No.: 13778
UDIN No:- A025781F000476385
Peer Review No:- 3501/2023

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