

TGL/2023-24/SEC-023

Date: 25-05-2023

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,

In pursuance to the applicable clauses of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular CIR/CFD/CMD1/27/2019 dated 08.02.2019, we are enclosing herewith the Annual Secretarial Compliance Report issued by a practicing Company Secretary, for the quarter and year ended 31.03.2023.

This is for your information and record purpose.

Thanks and regards
For Triveni Glass Limited

Aakriti Bhushan
Aakriti Bhushan
Company Secretary



Encl.: Annual Secretarial Compliance Report

Regd. Off. :

1, Kanpur Road, Allahabad - 211 001, India
Phone : +91-532-2407325
Fax : +91-532-2407450
E-mail : akd@triveniglassltd.com
Website : www.triveniglassltd.com
CIN No. : L26101UP1971PLC003491

IF IT'S GLASS IT'S US

AYUSH SINHA AND ASSOCIATES

Mob: 8588843596

Email: ayushsinhaandassociates@gmail.com

To,
The Board of Directors
Triveni Glass Limited,
1, Kanpur Road,
Prayagraj-211011(U.P.)

Sub: Annual Secretarial Compliance Report for the Financial Year-2022-23.

Dear Sir,

We have been engaged by Triveni Glass Limited (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 Obligation and Disclosures Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 8th 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 Ayush Sinha & Associates
Company Secretaries



Ayush Sinha
Proprietor

ACS: 51207

C.P.:18577

UDIN: A051207E000368535

PLACE: Prayagraj

DATE:24.05.2023

Res: G-I-559, "Ghanshyam Niwas", Phase-II, Kalindipuram, Prayagraj, U.P.-211011

Off: 89/276, S-4, Vasant Vihar Apartments, Drummond Road, Prayagraj, U.P.-211011

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"Annexure A"

ANNUAL SECRETARIAL COMPLIANCE REPORT

of

TRIVENI GLASS LIMITED

(CIN: L26101UP1971PLC003491)

For the Financial Ended 31.03.2023

{Pursuant to Regulation 24(A) of the SEBI (LODR), Regulations, 2015}

I have examined:

- a) all the documents and records made available to us and explanation provided by M/s Triveni Glass 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, 2023 ("Review Period") in respect of compliance with the provisions of:
 - I. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circular, Guidelines issued thereunder and
 - II. The Securities Contracts (Regulations) Act, 1956 ("SCRA"), rules made thereunder and Regulations, Circular, 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:

- I. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- II. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018,
Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011,
- III. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- IV. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- V. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- VI. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;



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VII. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and clause 6(A) and 6(8) 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:

<u>Sr. No.</u>	<u>Particulars</u>	<u>Compliance Status</u> (Yes/No./NA)	<u>Observations/ Remarks by PCS*</u>
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	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 entitiesAll the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	
3	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website	Yes	
	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of	Yes	



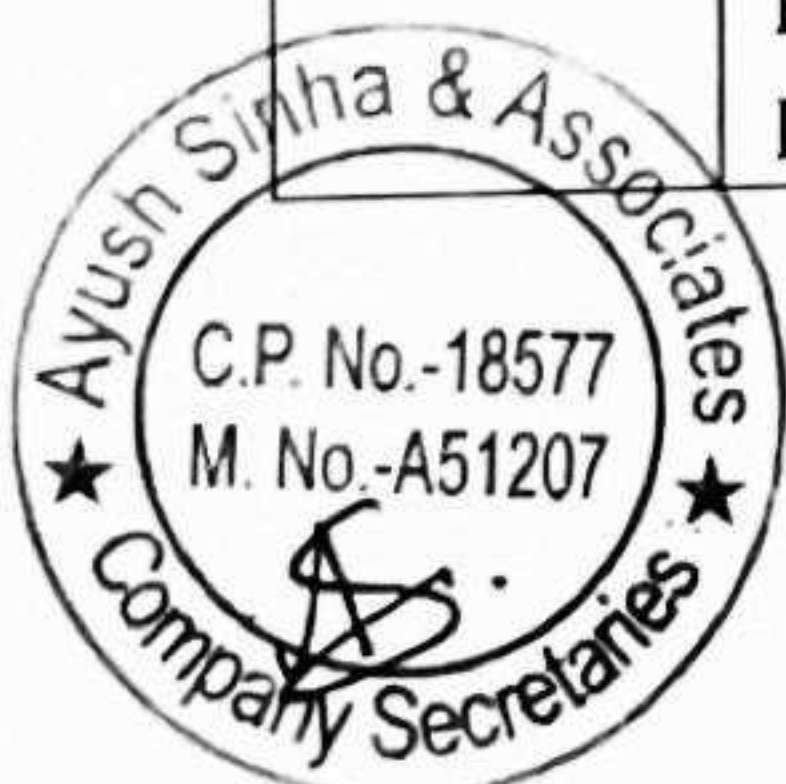
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	Companies Act, 2013		
5	To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	
6	Preservation of 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	
7	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	
8	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) 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	
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 Observations Stock Exchange(s), if any:</p> <p>No Actions 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</p>	Yes	
12	<p>Additional Non-compliances, if any:</p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	Yes	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular

<u>Sr. No.</u>	<u>Particulars</u>	<u>Compliance Status</u> (Yes/No./NA)	<u>Observations/ Remarks by PCS*</u>
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter; or</p> <p>iii. If the auditor has signed the limited review/audit report for the first three quarters of a financial year, the</p>	NA	



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11	<p>Actions taken by SEBI or Observations Stock Exchange(s), if any:</p> <p>No Actions 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</p>	Yes	
12	<p>Additional Non-compliances, if any:</p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	Yes	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular

<u>Sr. No.</u>	<u>Particulars</u>	<u>Compliance Status (Yes/No./NA)</u>	<u>Observations/ Remarks by PCS*</u>
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter; or</p> <p>iii. If the auditor has signed the limited review/audit report for the first three quarters of a financial year, the</p>	NA	



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	auditor before such resignation has issued the limited/review/audit report for the last quarter of such financial year as well as the audit report for such financial year.		
2.	Other conditions relating to resignation of Statutory Auditor		
	<p>i. Reporting of concern by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the management. as applicable</p> <p>c) The Audit Committee / Board of Directors. as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	
	The listed entity /its material subsidiary has obtained information from the auditor upon resignation, in the format specified in Annexure-A in SEBI circular -	NA	The Auditor has not resigned



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(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 clause)	Regulation/Circular No.	Deviations	Action Taken by company	Type of action	Details of violation	Fine amount	Observations Remarks of the Practicing Company Secretary	Management Responses	Remark
1	Default made by Promoter under Regulation 10(5) & (6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Scrip code 502281)	Regulation 10(5) & (6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Scrip code 502281)	Inter se transfer of shares between two promoters of company without bringing this to the notice of company.	B.S.E. Limited		It has come to the notice of the company that there was an inter se transfer of shares between the two promoters of the company i.e. Mr. Rajiv Agrawal (Acquirer) and Mrs. Usha Agrawal (seller) without bringing this to the notice of the company.	NA	Relevant action has been taken by the company.	Relevant action has been taken by the management of the company.	The company has taken corrective steps.



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						<p>y as well as the stock exchange as per Regulation 10(5) & 10(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. There was inter se transfer of 1465 shares of the company.</p>			
2	Regulation 17(1A)	Regulation 17(1A) Scrip Code: 502281		B.S.E. Limited			23600		The company has taken corrective steps.

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

Sr	Compliance Requirement (Regulations/circulars / Guidelin	Regulation/Circular No.	Deviations	Action Taken by	Type of action	Details of violation	Fine amount	Observations Remarks of the Practicing Company Secretar	Management Responses	Remark



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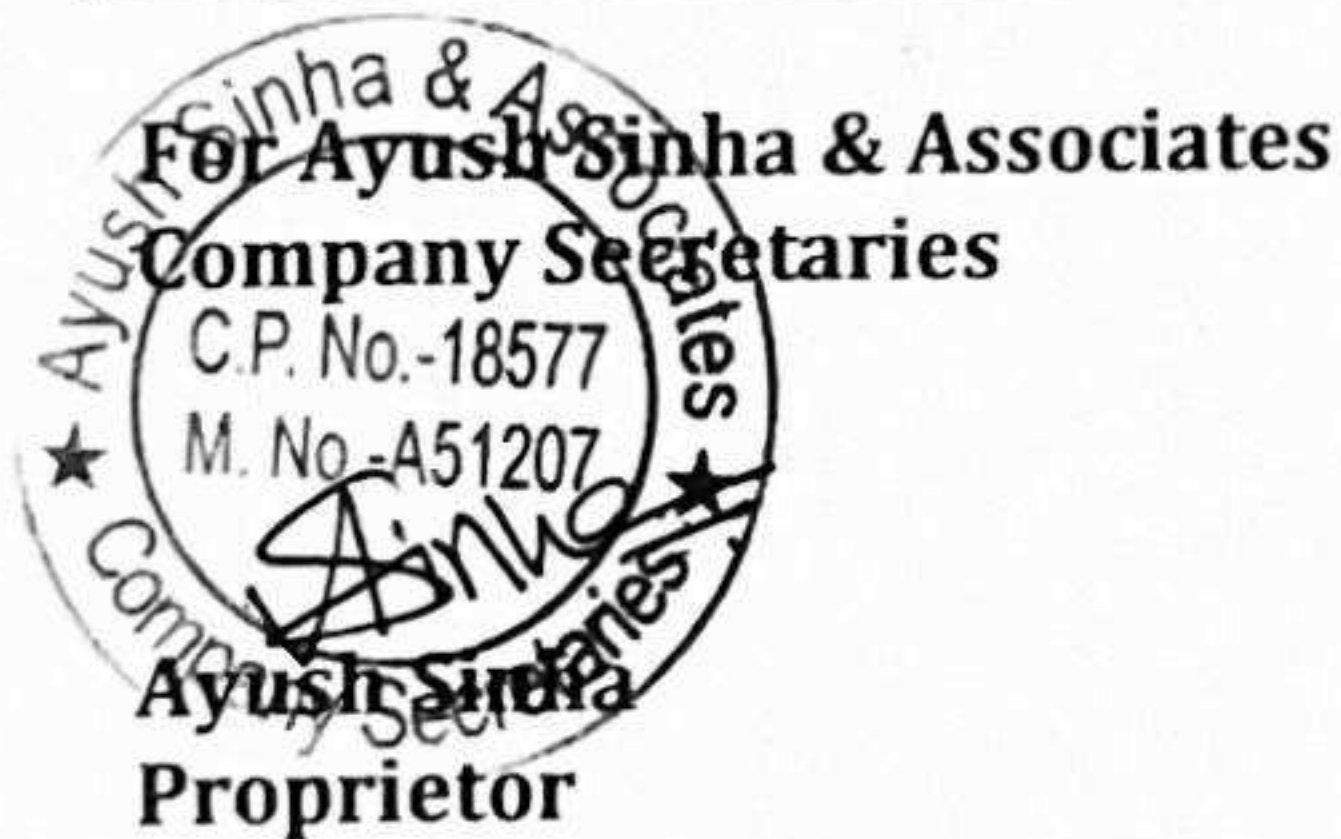
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	es including specific clause)							y	
1	The composition Board of Directors as per regulation 17(1)	Regulation 17(1)		BSE Limited			Rs.9,15,000/-		The company has taken corrective steps.
2	Regulation 7(2)(a) & (b) of SEBI (PIT) Regulations, 2015	Regulation 7(2)(a) & (b) of SEBI (PIT) Regulations, 2015		B.S.E Limited					The company has taken corrective steps.
3	Para 10 of Schedule B, read with Regulation 9(1) and (2) of SEBI (PIT) Regulations 2015	Para 10 of Schedule B, read with Regulation 9(1) and (2) of SEBI (PIT) Regulations 2015		BSE Limited					The company has taken corrective steps.



ACS: 51207

C.P.:18577

UDIN : A051207E000368535

PLACE: Prayagraj

DATE: 24.05.2023

Res: G-I-559, "Ghanshyam Niwas", Phase-II, Kalindipuram, Prayagraj, U.P.-211011

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