

Wednesday, June 30, 2021

To,

Bombay Stock Exchange Ltd
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort, Mumbai- 400001
(Scrip Code No: 500418)

National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

(Scrip Code: Tokyo Plast)

Subject: Submission of Annual Secretarial Compliance Report for the Financial Year ended March 31, 2021.

Dear Sir,

Pursuant to regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, kindly find enclosed the Annual Secretarial Compliance Report for the year ended March 31, 2021.

Request you to kindly take the same on record

Thanking you,

Yours faithfully,
For Tokyo Plast International Limited



Haresh V. Shah
Director
DIN: 00008339

Ms. I. Javeri

Company Secretary

Office :

602, Tardeo Airconditioned Market,
Tardeo Main Road, Tardeo,
Mumbai - 400 034.

Tel. : 2351 4867 / 2351 2412

Mobile : 9819330879

e-mail : ihjaveri@hotmail.com

**SECRETARIAL COMPLIANCE REPORT OF THE TOKYO PLAST INTERNATIONAL LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021**

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

- (a) all the documents and records made available to me and explanation provided by the **Tokyo Plast International Limited** having CIN: **L25209DD1992PLC009784** ("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, filings or submissions on the basis of which this certification is given,

for the financial year ended 31st March, 2021 ("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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **(Not applicable during the review period);**
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **(Not applicable during the review period);**



- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **(Not applicable during the review period);**
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **(Not applicable during the review period);**
- (g) The 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) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the 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. | Filing of the Financial Results under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Delayed Submission | The Company has delayed in filing of the Financial Results (PDF & XBRL) for the quarter ended 31 st March, 2020 and delayed in filing the Financial Results for the quarter ended 30 th September, 2020 in XBRL mode to the BSE Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. |

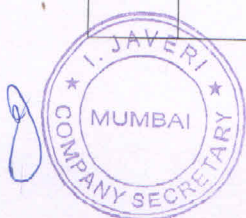


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| 2. | Disclosure of appointment of Director under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Delayed compliance | The Company has delayed in submission of disclosure of appointment of Mr. Priyaj H. Shah as an Additional Director of the Company as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. |
| 3. | Filing of Disclosure of Related Party Transactions under Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Delayed Submission | The Company has delayed in filing half yearly disclosures on Related Party Transactions under Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 31 st March, 2020 and 30 th September, 2020. |
| 4. | Filing of the Outcome of the Board Meetings under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | Delayed Submission | The Company has delayed in filing the Outcome of the Board Meetings under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for majority of the Board Meetings held in the financial year 2020-21 for approval of the Financial Results. |
| 5. | Filing of the Annual Report under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Notice of the Annual General Meeting | Delayed Submission | The Company has delayed in submission of the Annual Report under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Notice of the Annual General Meeting. |
| 6. | Intimation of the Record Date under Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Delayed submission | The Company has delayed in submission of intimation of the Record Date under Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. |



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| 7. | Publication of the Notice of the Annual General Meeting in the Newspapers under Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Delayed compliance | The Company has delayed in publication of the Notice of the Annual General Meeting in the Newspapers under Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| 8. | Maintaining of the Website under Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Partial Compliance | The Company has not uploaded all the details on its website as required to be uploaded under Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. |
| 9. | Closure of Trading Window under Regulation 4 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 for the quarter ended 30 th June, 2020 | Delayed Submission | The Company has delayed in filing of intimation of Closure of Trading Window for the quarter ended 30 th June, 2020. |
| 10. | Intimation regarding Loss of share certificates and issue of the duplicate certificates under Regulation 39(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Partial Compliance | The Company has not intimated to the National Stock Exchange Limited regarding issue of duplicate share certificates. |
| 11. | Composition of the Board of Directors under Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Not Complied | Upto 29 th September, 2020, the Composition of the Board of Directors was not in compliance with the Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as the Company does not have six Directors till 29 th September, 2020. |
| 12. | Disclosure under Regulation 7(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 | Delayed submission | The Company has delayed in submission of the disclosures received from the Promoters under Regulation 7(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015. |



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| 13. | Trading during the Closure of Trading Window - Schedule-B of the SEBI (Prohibition of Insider Trading) Regulations, 2015 | Not Complied | One promoter of the Company has traded in the securities of the Company during the closure of trading window. As informed by the Company, the disclosure of trading given by the Company to the Stock Exchange was mistaken. |
| 14. | Filing of Disclosure under Regulation 76 of SEBI (Depository and Participants) Regulations, 2018 | Not complied | The Company has not given disclosure under Disclosure under Regulation 76 of SEBI (Depository and Participants) Regulations, 2018 in XBRL format for the quarter ended 30 th September, 2020. |
| 15. | System Driven Disclosure - The SEBI Circular No.: SEBI/HO/ISD/ISD/CIR/P/2020 /168 dated 09 th September, 2020 | Delayed Compliance | The Company has delayed in filing of the details of the Directors, Member(s) of Promoter Group and Designated Person(s) to the Depository. |

- (a) 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.
- (b) As per the information provided by the Company, the following are the details of actions taken against the Listed Entity/ its Promoters/ Directors either by the SEBI or by the Stock Exchanges (including under the Standard Operating Procedures issued by the 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. | BSE Limited | Delay in Submission of the Financial Results under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31 st March, 2020. | Total fine of Rs. 76,700/- (including GST of Rs. 11,700/-) levied by the BSE Limited vide its letter dated 18 th August, 2020. | The BSE vide email dated 02 nd March, 2021 has withdrawn the penalty imposed on the Company. |
| | BSE Limited | Delay in disclosure of related party transactions | Total fine of Rs. 2,83,200 (including | The Company has vide its |



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| | | on consolidated basis under Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 30 th September, 2020. | GST of Rs. 43,200/-) levied by the BSE Limited vide its letter dated 18 th January, 2021. | letter dated 27 th January, 2021 has requested the BSE Limited for waiver of penalty. As on 31 st March, 2021, the Company has not paid penalty imposed by the BSE Limited and matter was pending with the BSE Limited. |
| 3. | National Stock Exchange of India Limited | Non Compliance of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended 30 th June, 2020. | The National Stock Exchange of India Limited has vide email requested to furnish the relevant details / provide explanation to the Exchange on the non compliance. | As on 31 st March, 2021 the matter was pending with the National Stock Exchange of India Limited. |
| 4. | National Stock Exchange of India Limited | Non Compliance of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended 30 th September, 2020. | Total fine of Rs. 2,53,700/- (including GST of Rs. 38,700/-) levied by the National Stock Exchange of India Limited vide its letter dated 17 th November, 2020. | As on 31 st March, 2021, the Company has not paid penalty. |
| 5. | National Stock Exchange of India Limited | Delay in disclosure of related party transactions on consolidated basis under Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 30 th September, 2020. | Total fine of Rs. Rs. 2,89,100/- (including GST of Rs. 44,100/-) levied by the National Stock Exchange of India Limited vide its letter dated 05 th February, 2021. | As on 31 st March, 2021, the Company has not paid penalty. |
| 6. | National Stock Exchange | Delay in Submission of the Financial Results under Regulation 33 of | Total fine of Rs. 76,700/- (including GST of Rs. 11,700/-) | The Company has paid the fine on 03 rd |



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| | of India Limited | the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Quarter ended 31 st March, 2020. | levied by the National Stock Exchange of India Limited vide its letter dated 01 st December, 2020. | December, 2020. |
| 7. | BSE Limited | Non-compliance with the provisions of Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended 30 th June, 2020. | The BSE Limited imposed penalty on the Company for non compliance. | The BSE vide email dated 16 th April, 2021 withdrawn the penalty imposed on the Company. |
| 8. | BSE Limited | Non-compliance with the provisions of Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Quarter ended 30 th September, 2020. | Total fine of Rs. 5,36,900/- (including GST of Rs. 81,900/-) levied by the BSE Limited vide its letter dated 20 th August, 2020. | The BSE vide email dated 16 th April, 2021 withdrawn the penalty imposed on the Company. |

(d) 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. | <p>Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>During the review period, the Company has delayed in filing half yearly disclosure on Related Party Transactions under Regulation 23(9) of SEBI (Listing</p> | 31 st March, 2020 | - | - |

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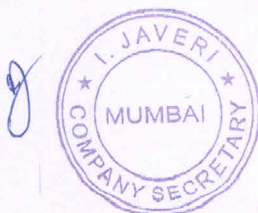


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| | Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 31 st March, 2019 | | | |
| 2. | <p>Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>The Company has delayed in filing 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.</p> | 31 st March, 2020 | - | - |
| 3. | <p>Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>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</p> | 31 st March, 2020 | - | - |



| | Company respectively. | | | |
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| 4. | <p>Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015</p> <p>The Company has approved and adopted the policies under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 effective from 01st April, 2019 but the Company has not intimated to the Stock Exchanges.</p> | 31 st March, 2020 | - | No action was taken. |
| 5. | <p>Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015</p> <p>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.</p> | 31 st March, 2020 | - | - |

Note: The observations (if any) made in the Annual Secretarial Compliance Report for the financial year ended 31st March, 2019 were already mentioned in the previous year's report (i.e. report for the financial year ended 31st March, 2020) and no action was required to be taken.



(e) I have conducted online verification and examination of records, as facilitated by the Company due to Covid-19 and subsequent lockdown situation for the purpose of issuing this Report.

Date: 23rd June, 2021

Place: Mumbai

UDIN: A002209C000502280



Ms. I. Javeri

Practicing Company Secretary

ACS No.: 2209 / COP No.: 7245