

Friday, May 24, 2024

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, 2024.**

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, 2024.

Request you to kindly take the same on record

Thanking you,

Yours faithfully,

**For Tokyo Plast International Limited**

**Swagata Indulkar**  
Company Secretary

**TOKYO PLAST** *International Ltd.*

# **Ms. I. Javeri**

**Practicing Company Secretary**

**Office:**  
**Office No.: 03, A Wing, 9<sup>th</sup> Floor,**  
**Pinnacle Corporate Park**  
**BKC CST Link Rd., MMRDA Area,**  
**Bandra Kurla Complex,**  
**Bandra East, Mumbai - 400 051**  
**Tel.: 022-26529367 / 68**  
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## **SECRETARIAL COMPLIANCE REPORT OF TOKYO PLAST INTERNATIONAL LIMITED FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Tokyo Plast International Limited** (hereinafter referred as "the listed entity"), having its Registered Office at 363/1(1,2,3), Shree Ganesh Industrial Estate, Kachigam Road, Daman - 396210, Daman and Diu, India. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the listed entity's minutes books, forms and returns filed and other relevant records maintained by the listed entity and also the information provided by the listed entity, its officers and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2024, prima facie complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

### **I, I. Javeri, Practicing Company Secretary, have examined:**

- (a) the documents and records made available to me and explanation provided by the listed entity,
- (b) the filings / submissions made by the Listed Entity to the stock exchanges,
- (c) website of the Listed Entity and
- (d) any other documents / filings, as may be relevant, which has been relied upon to make this certification,



**for the financial year ended 31<sup>st</sup> 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
- (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) 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 and Sweat Equity) Regulations, 2021 - (Not applicable during the review period);
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - (Not applicable during the review period);
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) The 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:

I. (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)	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
1.	Filing of the Outcome of the Board Meetings under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 within 30 minutes of conclusion of the Board Meeting.	Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	The Company has not filed the Outcome of the Board Meeting held on 13-05-2023 for approval of unaudited financial results for the quarter ended 31-03-2023 within 30 minutes of conclusion of the Board Meeting.	None	N.A.	The Company has delayed in filing the Outcome of the Board Meeting held on 13-05-2023 for approval of the unaudited financial results for the quarter ended 31-03-2023 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.	Nil	The Company has delayed in filing the Outcome of the Board Meeting held on 13-05-2023 for approval of the unaudited financial results for the quarter ended 31-03-2023 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), 2015.	There was issue with internet connectivity and internal server of the Company and due to that, there was a delay for 30 minutes.	-
2.	Filing of the Outcome of the Board Meetings under	Regulation 30 of the SEBI (Listing	The Company has not filed the Outcome of the Board Meeting	None	N.A.	The Company has delayed in filing the Outcome of the Board Meeting held on 20-	Nil	The Company has delayed in filing the Outcome of the Board Meeting held on 20-07-	There was issue with internet connectivity and internal server of	-



<p>3. Violation of SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/135 dated July 23, 2020, the details of violation of the Company's code of conduct under the SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	<p>Obligations and Disclosures (Require-ments) Regulations, 2015</p>	<p>held on 20-07-2023 for approval of unaudited financial results for the quarter ended 30-06-2023 within 30 minutes of conclusion of the Board Meeting.</p>	<p>Company</p>	<p>The Company has initiated Disciplinary Action, imposed 5% Penalty on Transactio- n Value and issued Warning letter. The matter was placed before Audit committee Meeting held on 14th October, 2023.</p>	<p>On 06-10-2023 Ms. Drashti Nandu one of the member of promoter group has violated Clause 5 of the Code of Conduct i.e. Execution of Trade window closure for the quarter September, 2023.</p>	<p>On 06-10-2023 Ms. Drashti Nandu one of the member of promoter group has violated Clause 5 of the Code of Conduct i.e. Execution of Trade window closure for the quarter September, 2023.</p>	<p>Rs. 8,757 paid to the SEBI Investor Protection and Education Fund.</p>	<p>On 06-10-2023 Ms. Drashti Nandu one of the member of promoter group has violated Clause 5 of the Code of Conduct i.e. Execution of Trade window closure for the quarter September, 2023.</p>	<p>2023 for approval of the unaudited financial results for the quarter ended 30-06-2023 under Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.</p>	<p>the Company and due to that, there was a delay for 30 minutes.</p>	<p>Clarification has been taken from Ms. Drashti Nandu and she has clarified that the transaction was carried out of inadvertence and assurance was provided that in future due care will be taken while undertaking any trade and shall be in compliance with regulatory matters.</p>
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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	Type of Action	Details of Violation	Financial Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Structural Database as per the Regulation 3(5) & 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015	Regulation 3(5) & 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015	The Company has maintained the Structural Database internally with proper lock in till they installed the software in December, 2022.	The Company has installed the software in December 2022.	The Company has maintained the Structural Database internally with proper lock in till they installed the software in December, 2022.	The Company has maintained the Structural Database internally with proper lock in till they installed the software in December, 2022.	Nil	The Company as on 31.03.2024 has in prima facie compliance with the (Prohibition of Insider Trading) Regulations, 2015	The Company has maintained the Structural Database internally with proper lock in till they installed the software in December, 2022.	-
2.	Filing of the Outcome of the	Regulation 30 of the SEBI	The Company	N.A.	The Company has delayed in filing the	The Company has delayed in filing the Outcome of the	Nil	The Company has delayed in filing the Outcome of the	There was issue with	-



	Board Meetings under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 within 30 minutes of conclusion of the Board Meeting.	(Listing Obligations and Disclosure Requirements, Regulations, 2015	has not filed the Outcome of the Board Meeting held on 10-11-2022 for approval of unaudited financial results for the quarter ended 30-09-2022 within 30 minutes of conclusion of the Board Meeting.	ne		Outcome of the Board Meeting held on 10-11-2022 for approval of the unaudited financial results for the quarter ended 30-09-2022 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Board Meeting held on 10-11-2022 for approval of the unaudited Financial Results for the quarter ended 30-09-2022 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	internet connectivity and internal server of the Company and due to that, there was a delay for 30 minutes.	
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*Note: The observations made in the Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2022 were already mentioned in the previous year's report (i.e. report for the financial year ended 31<sup>st</sup> March, 2023) and no action was required to be taken.*





**II. I hereby report that, during the Review Period the compliance status of the Listed Entity with the following requirements:**

Sr. No.	Particulars	Compliance status (Yes / No / NA)	Observations / Remarks by PCS
1	<p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	The Company has prima facie complied.
2	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <p>i. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</p> <p>ii. All the policies are in conformity with SEBI Regulations and have been reviewed &amp; timely updated as per the regulations / circulars / guidelines issued by SEBI.</p>	Yes	N.A.
3	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website.</li> <li>• Timely dissemination of the documents/ information under a separate section on the website.</li> <li>• Web-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.</li> </ul>	Yes	N.A.



4	<b><u>Disqualification of Director:</u></b>  None of the Directors of the Company is disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	N.A.
5	<b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b>  (a) Identification of material subsidiary Companies.  (b) Requirements with respect to disclosure of material as well as other subsidiaries.	N.A.  N.A.	As informed by Company, it does not have any material subsidiary Company.
6	<b><u>Preservation of Documents:</u></b>  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	N.A.
7	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations.	Yes	N.A.
8	<b><u>Related Party Transactions:</u></b>  (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	Yes  N.A.	N.A.  N.A.



	case no prior approval has been obtained.		
9	<p><b><u>Disclosure of events or information:</u></b></p> <p>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.</p>	No	<p><b>Provided in separate paragraph I (a) above (**)</b></p>
10	<p><b><u>Prohibition of Insider Trading:</u></b></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	<p>Initially the Company has shared server with its group Companies but later on the same has been rectified and the Company has installed different server for each Company.</p> <p>I am of the opinion that as on 31.03.2024 the listed entity is in prima facie compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>



11	<p><b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b></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.</p>	N.A.	Provided in separate paragraph herein (##).
12	<p><b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	N.A.	N.A.
13	<p><b><u>Additional Non-compliances, if any:</u></b></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	No	Provided in separate paragraph I (a) above (**)

**## The Company has made an application for delisting of securities from the Culcutta stock exchange (CSE) on 26.11.1999 but till date the Company has not received any response in respect of delisting. However, the Company was filing all the necessary documents as per listing agreement till year 2013 as the CSE was barred from trading on its platform by SEBI from April 2013.**

**On 23.06.2023 the Company has received notice that the Company is non-compliant Company for violation of MPS (minimum public shareholding) as per Securities Contracts (Regulation) Rules, 1957 (SCRR) and SEBI Circular as well as other non-compliances as per SEBI laws and asked to pay the outstanding amount of Rs. 805037.50 meantime the Company has paid the amount and also submitted all the necessary documents as required by the CSE.**



**Assumptions & Limitation of scope and Review:**

- a. The compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
- b. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- c. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
- d. 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.

**Date: 23<sup>rd</sup> May, 2024**

**Place: Mumbai**

**UDIN: A001157F000431730**



*I. Javeri*

**Ms. I. Javeri**

**Practicing Company Secretary**

**ACS No.: 2209 / COP No.: 7245**

**Peer Review Cert. No.: 2922/2023**