

Monday, May 30, 2022

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, 2022.

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, 2022.

Request you to kindly take the same on record

Thanking you,

Yours faithfully,

For Tokyo Plast International Limited

Haresh V. Shah



Haresh V. Shah
Director
DIN: 00008339

TOKYO PLAST *International Ltd.*

**SECRETARIAL COMPLIANCE REPORT OF TOKYO PLAST INTERNATIONAL LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022**

1. I, Parbat V. Chaudhari, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by **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, 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");
- 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 and 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 Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and 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 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:

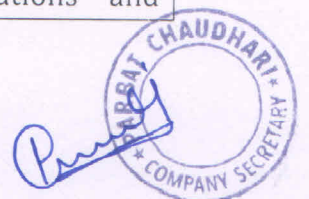
Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Filing of the Statement of Investor Complaints under Regulation 13(3) of the SEBI (Listing Obligations and	Delayed Submission	The Company has delayed in filing of the Statement of Investor complaints for the quarter ended 31 st March,



	Disclosure Requirements) Regulations, 2015.		2021 and 31 st December, 2021 under Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2.	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 Meeting held for approval of the Financial Results for the quarter ended 31 st March, 2021 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3.	Filing of the Annual Report along with the Notice of the Annual General Meeting under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Delayed Submission	The Company has delayed in submission of the Annual Report along with the Notice of the Annual General Meeting under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4.	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.
5.	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.



6.	Maintaining 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.
7.	Closure of Trading Window under Regulation 4 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.	Delayed Submission	The Company has delayed in filing of intimation of Closure of Trading Window for the quarter ended 30 th June, 2021.
8.	Filing of Shareholding Pattern under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Delayed Submission	The Company has delayed in filling of Shareholding Pattern for the quarter ended 31 st March, 2021 under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As informed by the Company, the delay was due to technical error on the portal.
9.	Filing of Compliance Certificate under 74(5) of SEBI (Depository and Participants) Regulations, 2018.	Delayed Submission	The Company has delayed in filling of Compliance Certificate for the quarter ended 31 st December, 2021 under 74(5) of SEBI (Depository and Participants) Regulations, 2018.
10.	Publication of the Financial Results in the Newspapers under Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Delayed Submission	The Company has delayed in publication of the Financial Results for the quarter ended 31 st December, 2021 in the Newspapers under Regulation 47 of the SEBI (Listing Obligations and



			Disclosure Requirements) Regulations, 2015. As informed by the Company, it has submitted within the time but the delay was from the end of publishers.
11.	System Driven Disclosures under 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. As informed by the Company, the delay was due to technical error on the portal.
12.	The SEBI Circular No.: CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	Not Complied	The Company has not complied with the terms and conditions of the SEBI Circular No.: CIR/CFD/CMD1/114/2019 dated 18 th October, 2019 in respect of Resignation of Statutory Auditors of the Company.
13.	The SEBI Circular No.: CIR/CFD/CMD/4/2015 dated 09 th September, 2015.	Not Disclosed	The Company has not disclosed all the details as required to be disclosed under the SEBI Circular No.: CIR/CFD/CMD/4/2015 dated 09 th September, 2015 in respect of Appointment and Resignation of Statutory Auditors of the Company.
14.	The SEBI Circular No.: SEBI/HO/DDHS/CIR/P/2018/144 dated 26 th November, 2018.	Delayed filing	During the review period, the Company has delayed in filing of disclosure under SEBI Circular No.: SEBI/HO/DDHS/CIR/P/2018/144 dated 26 th



			November, 2018 for the financial year ended 31 st March, 2021.
15.	Annual Report in XBRL mode as per BSE Circular No.: LIST/COMP/40/2018-19 dated 08 th February, 2019 and NSE Circular No.: Ref No: NSE/CML/2019/26 dated 01 st November, 2019.	Not Filed	The Company has not filed Annual Report for the financial year ended 31 st March, 2021 in XBRL mode as required under BSE Circular No.: LIST/COMP/40/2018-19 dated 08 th February, 2019 and NSE Circular No.: Ref No: NSE/CML/2019/26 dated 01 st November, 2019.
16.	The BSE Circular No.: LIST/COMP/54/2019-20 dated 20 th January, 2020.	Not Complied	The Company has not updated the Information regarding Statutory Auditors of the Company as required under the BSE Circular No.: LIST/COMP/54/2019-20 dated 20 th January, 2020

(b) 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.

(c) 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:

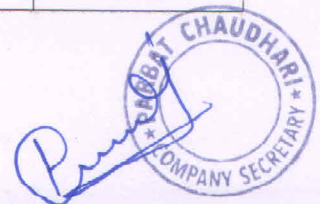
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	National Stock Exchange	Delayed in filing of Statement of Investor complaints for the	Total fine of Rs. 25,960/- (including GST of	The Company has paid the same.



of India Limited	quarter ended 31 st December, 2021 under Regulation 13(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Rs. 3,960/-) levied by the National Stock Exchange of India Limited vide its letter dated 14 th February, 2022.	
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(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>Filing of the Financial Results under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -</p> <p>The Company has delayed in filing of the Financial Results (PDF & XBRL) for the quarter ended 31st March, 2020 and delayed in filing the Financial Results for the quarter ended 30th September, 2020 in XBRL mode to the BSE Limited under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.



2.	<p>Disclosure of appointment of Director under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -</p> <p>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.</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.
3.	<p>Filing of Disclosure of Related Party Transactions under Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -</p> <p>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 31st March, 2020 and 30th September, 2020.</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.
4.	<p>Filing of the Outcome of the Board Meetings under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -</p> <p>The Company has delayed in filing the Outcome of the</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.



	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.	<p>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 -</p> <p>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.</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.
6.	<p>Intimation of the Record Date under Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -</p> <p>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.</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.



7.	<p>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 -</p> <p>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.</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.
8.	<p>Maintaining of the Website under Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -</p> <p>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.</p>	31 st March, 2021	No Action was taken by the Company.	The Company has still not uploaded all the required details.
9.	<p>Closure of Trading Window under Regulation 4 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 for the quarter ended 30th June, 2020 -</p> <p>The Company has delayed in filing of intimation of Closure of Trading Window for the quarter ended 30th June, 2020.</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.



10.	<p>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 -</p> <p>The Company has not intimated to the National Stock Exchange Limited regarding issue of duplicate share certificates.</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.
11.	<p>Composition of the Board of Directors under Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -</p> <p>Upto 29th 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 29th September, 2020.</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.
12.	<p>Disclosure under Regulation 7(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 -</p> <p>The Company has delayed in</p>	31 st March, 2021	No Action was required to be taken in	N.A.



	submission of the disclosures received from the Promoters under Regulation 7(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.		current year.	
13.	<p>Trading during the Closure of Trading Window - Schedule-B of the SEBI (Prohibition of Insider Trading) Regulations, 2015 -</p> <p>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.</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.
14.	<p>Filing of Disclosure under Regulation 76 of SEBI (Depository and Participants) Regulations, 2018 -</p> <p>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 30th September, 2020.</p>	31 st March, 2021	No Action was required to be taken in current year.	N.A.
15.	<p>System Driven Disclosure - The SEBI Circular No.: SEBI/HO/ISD/ISD/CIR/P/2020/168 dated 09th September, 2020 -</p> <p>The Company has delayed in filing of the details of the</p>	31 st March, 2021	No Action was required to be taken in current	N.A.



	Directors, Member(s) of Promoter Group and Designated Person(s) to the Depository.		year.	
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Note: The observations made in the Annual Secretarial Compliance Report for the financial year ended 31st March, 2020 were already mentioned in the previous year's report (i.e. report for the financial year ended 31st March, 2021) and no action was required to be taken.

- (e) During the audit period, the Company has taken approval for Reclassification of Promoters of the Company as the Public Shareholders at the Annual General Meeting held on 01st September, 2021. As informed by the Company, the application for reclassification is pending with the Stock Exchanges as on 31st March, 2022.




Date: 30th May, 2022

Place: Gujarat

Parbat V. Chaudhari

Practicing Company Secretary

ACS No.: 57826 / COP No.: 22429

Peer Review Cert. No.: 1575/2021

UDIN: A057826D000422993

Note: This report is to be read with my letter of even date which is annexed as Annexure-A and forms an integral part of this report.

Annexure-A

To,
Tokyo Plast International Limited

My Secretarial Compliance Report of even date is to be read along with this letter:

1. The compliance of provisions of all regulations, circulars and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Securities Contracts (Regulation) Act, 1956 ("SCRA") and rules made thereunder applicable to Tokyo Plast International Limited (hereinafter called "the Company") is the responsibility of the management of the Company. My examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Compliance Report.
2. Maintenance of secretarial and other records under regulations, circulars and guidelines prescribed under the SEBI Act and the SCRA and rules made thereunder is the responsibility of the management of the Company. My responsibility is to issue Secretarial Compliance Report, based on the audit of the relevant records maintained and furnished to me by the Company, along with explanations where so required.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. I believe that the processes and practices I followed, provides a reasonable basis for my opinion for the purpose of issue of the Secretarial Compliance Report.
4. The Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
5. I have conducted online verification and examination of records, as facilitated by the Company due to prevailing conditions owing to Covid-19 for the purpose of issuing this Report.

Date: 30th May, 2022

Place: Gujarat

UDIN: A057826D000422993



Parbat V. Chaudhary

Practicing Company Secretary

ACS No.: 57826 / COP No.: 22429

Peer Review Cert. No.: 1575/2021

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