

TGL/2024-25/SEC-024

Date: 20-05-2024

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 of 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 year ended 31-03-2024.

This is for your information and record purpose.

Thanks and regards

For Triveni Glass Limited

Tanushree

Chatterjee

Digitally signed by Tanushree
Chatterjee
Date: 2024.05.20 11:03:58
+05'30'

Tanushree Chatterjee

Company Secretary & Compliance officer

Encl.: Annual Secretarial Compliance Report

Regd. Off.:

1, Kanpur Road, Allahabad - 211001, India

Phone : +91-532-2407325

Fax : +91-532-2407450

E-mail : akd@triveniglassltd.com

Website : www.triveniglassltd.com

CIN No. : L26101UP1971PLC003491



AYUSH SINHA AND ASSOCIATES

Mob: 8588843596

Email: ayushsinhaandassociates@gmail.com

To,

The Board of Directors,

Triveni Glass Ltd.

1 Kanpur road,

Prayagraj-211001 (U.P)

Sub: Annual Secretarial Compliance Report for the Financial Year 2023-24

Dear Sir,

We have been engaged by M/s 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 Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No.CIR/CFD/CMD1/27/2019 dated 08TH 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."

Place: Prayagraj

Date: 15/05/2024

For Ayush Sinha & Associates
Company Secretaries

Ayush Sinha & Associates
Practising Company Secretary

ACS: 51207/Secretary: 18577

PR.No.: 4555

UDIN : A051207F000375542

Res: G-1-559, "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"

Secretarial compliance report of M/s Triveni Glass Limited for the financial year ended 31st March, 2024

I/We Ayush Sinha and Associates 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 Report.

For the financial 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 there under; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the SEBI;

The specific regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include:-

- (a) Securities And Exchange Board Of India (LODR) Regulations, 2015;
- (b) Securities And Exchange Board Of India (Issue Of Capital And Disclosure Requirements) Regulations, 2018;
- (c) Securities And Exchange Board Of India (Substantial Acquisition Of Shares And Takeovers) Regulations, 2011;
- (d) Securities And Exchange Board Of India (Buyback Of Securities) Regulations, 2018;
- (e) Securities And Exchange Board Of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021;
- (f) Securities And Exchange Board Of India (Issue And Listing Of Non-Convertible Securities) Regulations, 2021
- (g) Securities And Exchange Board Of India (Prohibition Of Insider Trading) Regulations, 2015;
- (h) Other regulations as applicable.

And circulars/guidelines issued there under;



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And based on the above examination, I/We 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:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines Including specific clause)	Regulation / circular no.	Deviations	Action taken	Type of action	Details of violation	Fine amount	Observations /Remarks Of the Practicing Company Secretary (PCS)	Management response	Remarks
1.	Regulation 23 (9) Non-compliance with disclosure of related party transactions on consolidated basis.	Regulation 23 (9) Non-compliance with disclosure of related party transactions on consolidated basis.	Company did not make timely disclosure of the related party transaction as per Regulation 23(9)	BSE	Filing with SEBI	Regulation 23(9), Delay of 2 days	11800	Late Submission of the disclosure of the related party transaction	There was a delay of 2 days in making disclosure to SEBI.	The Company has taken necessary corrective steps and paid penalty of Rs. 11,800/- through online mode on 10 th July, 2023

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

Sr. No.	Observations/Remarks Of the practicing Company Secretary in the previous reports) (PCS)	Observations made In the secretarial Compliance report for the year Ended ----(the years are to be Mentioned)	Compliance requirement (Regulations/ Circulars/ Guidelines Including Specific Clause)	Details of violation / Deviations and actions taken/ penalty imposed, if any, on the listed entity	Remedial Actions, If any, Taken by The listed Entity	Comments of the pcs On the Actions Taken by The listed Entity
1.	The Company has taken necessary corrective steps.	The Company has taken necessary corrective steps.	Regulation 17(1A) composition of Board of Directors	Fine of Rs. 23600/- imposed by BSE vide notice dated 22.1.2020 for quarter ended June 2022		The Company has taken necessary corrective steps.



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- I. I/we 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.	Secretarial standards: 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).	YES	
2.	Adoption and timely updation of the Policies: <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	
3.	Maintenance and disclosures on Website: <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 Regulation 27(2) are accurate and	YES	



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Sr. No.	Particulars	Compliance Status(Yes/No/NA)	Observations/Remarks by PCS*
	Specific which redirects to the relevant document(s)/section of the website.		
4.	Disqualification of director(s): None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act,2013as 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.	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/during the financial year as prescribed in SEBI Regulations.	YES	



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8.	<p>Related party transactions:</p> <p>(a) The listed entity has obtained prior approval of audit committee for all related party transactions;</p> <p>(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.</p>	YES	
9.	<p>Disclosure of events or information:</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 there under.</p>	YES	
10.	<p>Prohibition of insider trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	
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 there under (or)</p> <p>The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by stock exchanges are specified in the Last column.</p>	YES	



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12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: 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.	NA	None of the Auditor resigned
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. Except as reported above.	NA	No non-compliance was noted during the year under review

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. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) 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: Prayagraj

Date: 15/05/2024

For Ayush Sinha & Associates
Company Secretaries


Ayush Sinha & Associates
Practising Company Secretaries
ACS: 51237
PR.No.: 4554
UDIN : A051207F000375542

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