

Friday, May 30, 2025

To,

BSE Limited 1 st Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, Fort, Mumbai-400001 Scrip Code: 500418	National Stock Exchange Of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400051 NSE Symbol: TOKYOPLAST
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Sub: Submission of Annual Secretarial Compliance Report for the Financial Year ended March 31, 2025.

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, we are enclosing herewith the Annual Secretarial Compliance Report for the year ended March 31, 2025.

Request you to kindly take the same on record.

Thanking you,

For Tokyo Plast International Limited

Haresh Shah



Haresh Shah
Director
DIN: 00008339

TOKYO PLAST *International Ltd.*

ADMIN. OFFICE: 401- A, Gala Quest, Paranjpe B scheme Road No.1, near Mahila Sangh School, Vile Parle (East) Mumbai-400057, India. Tel: 91-22-6145 3300 * Fax: 91-22-6691 4499 * E-mail : info@tokyoplast.com * Website : www.tokyoplast.com

REGD. OFFICE : Plot No.363/1, (1,2,3), Shree Ganesh Industrial Estate, Kachigaum Road, Daman – 396 210 (U.T.), India. Tel : (0260) 2242977 / 2244471 * Fax : (0260) 2243271 * CIN – L25209DD1992PLC009784

ASHIKA SHETTY
Company Secretary

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B-1701, Riddhi Siddhi Heights,
Yashwant Nagar Road No. 1,
Goregaon West, Mumbai – 400104
Mobile No: +91 8655175572
Email: shettyashika98@yahoo.com

**SECRETARIAL COMPLIANCE REPORT OF TOKYO PLAST INTERNATIONAL
LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025**

I, Ashika Shetty, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by Tokyo Plast International Limited (hereinafter referred as "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 Report,

for the financial year ended 31st March, 2025 ("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 and
- (h) other regulations as applicable.

and circulars and guidelines issued thereunder;

and based on the above examination, I 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 by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of Practicing Company Secretary (PCS)	Management Response	Remarks
1.	Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,	Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements)	Outcome of the Board Meeting dated 8 th August, 2024 submitted to the stock	-	-	Outcome of the Board Meeting dated 8 th August, 2024 does not contain the financial results for	-	Outcome of the Board Meeting dated 8 th August, 2024 does not contain the financial results for the quarter ended	-	-



	2015 - Outcome of Board meeting for announcement of financial results to be given to the stock exchange within 30 minutes of conclusion of board meeting.	Regulations, 2015 - Outcome of Board meeting for announcement of financial results to be given to the stock exchange within 30 minutes of conclusion of board meeting.	exchanged does not contain the financial results for the quarter ended 30 th June 2024. The revised outcome with the financial results was submitted on 9 th August, 2024			the quarter ended 30 th June 2024. The revised outcome with financial results was submitted on 9 th August, 2024	30 th June 2024. The revised outcome with financial results was submitted on 9 th August, 2024		
2.	Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Intimation to the stock exchange regarding change in directors.	Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Intimation to the stock exchange regarding change in directors.	Intimation of Cessation of Mr. Chimanlal Andrijibhai Kutchhi, Non executive Independent Director of the listed entity was submitted to the stock exchange beyond the prescribed time.	-	-	Intimation of Cessation of Mr. Chimanlal Andrijibhai Kutchhi, Non executive Independent Director of the listed entity was submitted to the stock exchange beyond the prescribed time.	Intimation of Cessation of Mr. Chimanlal Andrijibhai Kutchhi, Non executive Independent Director of the listed entity was submitted to the stock exchange beyond the prescribed time.	Intimation could not be uploaded on time due to technical issues.	
3.	Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2018 - Composition of Board of	Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2018 - Composition of Board of	The Chairperson being an Executive Director, at least half of the Board should comprise of			The Chairperson being an Executive Director, at least half of the Board should comprise of Independent	The Chairperson being an Executive Director, at least half of the Board should comprise of Independent	The Forms could not be filed with MCA due to technical issues	-



Directors	of Directors	<p>Independent Directors.</p> <p>Upon the cessation of Mr. Chimanlal Andrijibhai Kutchhi (DIN: 00058092) as Independent Director of the Company effective 30 September 2024 the number of Independent Directors was reduced to less than half.</p> <p>Consequently Mrs. Kinnari Sunny Charla (DIN: 10748676) was appointed as Independent Director of the Company by the Board on 2 September 2024 and regularised by the shareholders at the</p>	<p>Directors.</p> <p>Upon the cessation of Mr. Chimanlal Andrijibhai Kutchhi (DIN: 00058092) as Independent Director of the Company effective 30 September 2024 the number of Independent Directors was reduced to less than half.</p> <p>Consequently Mrs. Kinnari Sunny Charla (DIN: 10748676) was appointed as Independent Director of the Company by the Board on 2 September 2024 and regularised by the shareholders at the AGM held on 30 September 2024, however relevant Forms for appointment of Mrs. Kinnari</p>	<p>Directors.</p> <p>Upon the cessation of Mr. Chimanlal Andrijibhai Kutchhi (DIN: 00058092) as Independent Director of the Company effective 30 September 2024 the number of Independent Directors was reduced to less than half.</p> <p>Consequently Mrs. Kinnari Sunny Charla (DIN: 10748676) was appointed as Independent Director of the Company by the Board on 2 September 2024 and regularised by the shareholders at the AGM held on 30 September 2024, however relevant Forms for appointment of Mrs. Kinnari</p>
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			AGM held on 30 September 2024, however relevant Forms for appointment of Mrs. Kinnari Sunny Charla (DIN: 10748676) has not been filed with MCA as on 31 March 2025.			Sunny Charla (DIN: 10748676) has not been filed with MCA on 31 March 2025.				
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(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 (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended 31 st March, 2025	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 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) Regulations, 2015.	-	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.	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) Regulations, 2015.	The Management has noted the same.	-



2.	The Company has delayed in filing the Outcome of the Board Meeting held on 20-07-2023 for approval of the unaudited financial results for the quarter ended 30-06-2023 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.		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.	The Company has delayed in filing the Outcome of the Board Meeting held on 20-07-2023 for approval of the unaudited financial results for the quarter ended 30-06-2023 under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Management has noted the same.	-
3.	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 during window closure for the quarter September, 2023.		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	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 during window closure for the quarter September, 2023. The Company has initiated Disciplinary Action, imposed 5% Penalty on Transaction Value and issued Warning letter. The matter was placed before Audit committee Meeting held on 14th October, 2023 The matter was discussed by the Audit committee and in view of the volume of trade and clarifications received regarding the trading being inadvertent, the	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>website.</p> <ul style="list-style-type: none"> 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. 	Yes	N.A.
4	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	N.A.
5	<p><u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary Companies.</p> <p>(b) Disclosure Requirements of material as well as other subsidiaries.</p>	<p>N.A.</p> <p>N.A.</p>	As informed by Company, it does not have any material subsidiary Company.
6	<p><u>Preservation of Documents:</u></p> <p>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.</p>	Yes	N.A.
7	<p><u>Performance Evaluation:</u></p> <p>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.</p>	Yes	N.A.
8	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of</p>	Yes	N.A.



	<p>Audit Committee for all related party transactions; or</p> <p>(b) In case no prior approval is obtained, the listed entity the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.</p>	N.A.	N.A.
9	<p><u>Disclosure of events or information:</u></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	Provided in separate paragraph in table (a) above
10	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	N.A.
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></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> <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	N.A.
12	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></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</p>	N.A.	There was no instance of auditor resignation.



	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.		
13	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above.	No	Provided in separate paragraph in table (a) above

I further, report that the listed entity is in compliance/not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. - (Not applicable during the review period)

Note:

1. 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.

Assumptions & Limitation of scope and Review:

1. 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.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
4. 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: 30 May, 2025

Place: Mumbai



Ashika Shetty

Practicing Company Secretary

ACS No.: 46804 / COP No.: 27779

Peer Review Cert. No.: 6493/2025

UDIN: A046804G000500818