



To,

BSE Limited

1st 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

<u>Sub:</u> 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 Director

DIN: 00008339



ASHIKA SHETTY

Company Secretary

Office:

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 31STMARCH, 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 $31^{\rm st}$ 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	Compliance	Regulation	Deviations	Actio	Туре	Details	ofFine	Observations	Manageme	Remar
.No.	Requirement (Regulations / circulars/ guidelines including specific clause)	No.		n Taken by	of Actio n	Violation	Amou	/Remarks of the Practicing Company Secretary (PCS)	nt Response	ks
1.	30 of the SEBI (Listing Obligations and Disclosure Requirement	30 of the SEBI (Listing Obligations and Disclosure Requireme	2024 submitted	-		Outcome of the Board Meeting dated 8 th August, 202 does not contain the financial results for	4	Outcome of the Board Meeting dated 8 th August, 2024 does not contain the financial results for the quarter ended		-



	Outcome of Board meeting for anouncement t of financial results to be given to the stock exchange within 30 minutes of conclusion of board meeting.	Outcome of Board meeting for anouncement of financial results to be given to the stock exchange within 30 minutes of conclusion of board meeting.	contain the quarter ended 30th (une 2024. The contain	the quarter ended 30 th June 2024. The revised outcome with financial results was submitted on 9 th August, 2024	30th June 2024. The revised outcome with financial results was submitted on 9th August, 2024		
2.	SEBI (Listing	Regulation 30 of the SEBI (Listing Obligations and Disclosure Requireme nts) Regulation s, 2015-	of Cessation of Mr. Chimanlal Andrjibhai	Intimation of Cessation of Mr. Chimanlal Andrjibhai Kutchhi,Non executive Independent Director of the listed entity was submitted to the stock exchange beyond the prescribed time.	Cessation of Mr. Chimanlal Andrjibhai Kutchhi,Non executive	uploaded on time due to technical issues.	
3.	s)Regulation, 2018 -	and Disclosure at Requirement nts)Regulation, 2018	Chairperso n being an s Executive Director, atleast half of the at Board should comprise	The Chairperson being an Executive Director, atleast half of the Board should comprise of Independent	The Chairperson being an Executive Director, atleast half of the Board should comprise of Independent	The Forms could not be filed with MCA due to technical issues	



I	Directors	of	Independe		Directors.	Directors.	-11
		Directors	nt		Upon the	Upon the	
			Directors.		cessation of	cessation of	
				-	Mr.	Mr. Chimanlal	
			Upon the		Chimanlal	Andrjibhai	
			cessation			Kutchhi (DIN:	
-			of Mr.		Andrjibhai		
			Chimanlal	-	Kutchhi	00058092) as	
			Andrjibhai		(DIN:	Independent	
- 1			Kutchhi		00058092)	Director of the	
			(DIN:		as	Company	
			00058092)		Independent	effective 30	
		1	as		Director of	September	
			Independe		the Company	2024 the	
			nt Director		effective 30	number of	
			of the		September	Independent	- 1
			Company		2024 the	Directors was	
			effective		number of	reduced to less	
			30		Independent	than half.	
			September		Directors		
			2024 the		was reduced	Consequently	
			number of		to less than	Mrs. Kinnari	
			Independe		half.	Sunny Charla	
					114111	(DIN:	
	-		nt	- 1	Consequentl	10748676)	
			Directors	-	y Mrs.	was appointed	
			was		Kinnari	as	
			reduced to		Sunny Charla	Independent	
			less than		(DIN:	Director of the	
			half.		10748676)	Company by	
			Congoguen	- 1	was	the Board on 2	
			Consequen	- -	appointed as	September	
	-		tly Mrs.		Independent	2024 and	
			Kinnari		Director of	regularised by	
			Sunny			the	
			Charla		the Company	shareholders	
			(DIN:		by the Board		
			10748676)	1	on 2	at the AGM	
			was		September	held on 30	
	1		appointed	1	2024 and	September	
			as		regularised	2024, however	
		-	Independe		by the	relevant	
			nt Director		shareholders	Forms for	
			of the		at the AGM	appointment	
			Company		held on 30	of Mrs. Kinnari	
			by the		September	Sunny Charla	
			Board on 2		2024,	(DIN:	
			September		however	10748676)	
		17	2024 and		relevant	has not been	
			regularised		Forms for	filed with MCA	
			by the		appointment	on 31 March	
			shareholde		of Mrs.	2025.	
			rs at the		Kinnari		

	AGM held	Sunny Charla
	on 30	(DIN:
	September	10748676)
	2024,	has not been
× .	however	filed with
	relevant	MCA on 31
	Forms for	March 2025.
	appointme	
	nt of Mrs.	
	Kinnari	
	Sunny	
	Charla	
	(DIN:	
	10748676)	
	has not	
	been filed	
	with MCA	
	as on 31	
	March	
	2025.	
	2025.	

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

Sr.	Observations/	Observations made	Compliance	Details of	Remedial	Comments
No.	Remarks of the	in the	Requirement	violation/	actions, if	of the PCS
	Practicing Company	Secretarial	(Regulations/	Deviations and	any, taken	on the
	Secretary (PCS) in		circulars/	actions	by the	actions
	the previous reports)	for the year ended	guidelines	taken /penalty	listed	taken by the
-		31st March, 2025	including	imposed, if any, on	entity	listed entity
			specific clause)	the listed entity		/
1.	The Company has	_	Filing of the	The Company has	The	-
-	delayed in filing the		Outcome of the	delayed in filing the	Manageme	
	Outcome of the		Board Meetings	Outcome of the	nt has	
	Board Meeting held		under	Board Meeting held	noted the	
	on 13-05-2023 for	1.	Regulation 30 of	on 13-05-2023 for	same.	
	approval of the		the SEBI	approval of the		
	unaudited financial		(Listing	unaudited financial		
	results for the		Obligations and	results for the		
	quarter ended 31-		Disclosure	quarter ended 31-		
	03-2023 under		Requirements)	03-2023 under		
7	Regulation 30 of the		Regulations,	Regulation 30 of		
	SEBI (Listing		2015 within 30	the SEBI (Listing		
	Obligations and		minutes of	Obligations and		
	Disclosure		conclusion of	Disclosure		
	Requirements)		the Board	Requirements)	100	
	Regulations, 2015.		Meeting.	Regulations, 2015.		



2	The Company has	Filing of the The Company has The
2.		Outcome of the delayed in filing the Manageme
	delayed in filing the	Board Meetings Outcome of the nt has
	Outcome of the	under Board Meeting held noted the
	Board Meeting held	
	on 20-07-2023 for	Regulation 30 of on 20-07-2023 for same.
	approval of the	the SEBI approval of the
	unaudited financial	(Listing unaudited financial
	results for the	Obligations and results for the
	quarter ended 30-	Disclosure quarter ended 30-
	06-2023 under	Requirements) 06-2023 under
	Regulation 30 of the	Regulations, Regulation 30 of
	SEBI (Listing	2015 within 30 the SEBI (Listing
	Obligations and	minutes of Obligations and
	Disclosure	conclusion of Disclosure
	Requirements)	the Board Requirements)
	Regulations, 2015.	Meeting. Regulations, 2015.
	Regulations, 2015.	incoming.
3.	On 06-10-2023 Ms.	Violation of On 06-10-2023 Ms. Clarificatio -
	Drashti Nandu one of	SEBI Circular Drashti Nandu one n has been
	the member of	No. SEBI/HO/ of the member of taken from
	promoter group has	ISD/ISD/CIR/ promoter group Ms. Drashti
	violated Clause 5 of	P/2020/135 has violated Clause Nandu and
	the Code of Conduct	dated July 23, 5 of the Code of she has
	i.e. Execution of	2020, the Conduct i.e. clarified
		details of Execution of Trade that the
	Trade during	violation of the during window transaction
	window closure for	
	the quarter	Company's code closure for the was
	September, 2023.	of conduct quarter September, carried out
		under the SEBI 2023.
		(Prohibition of The Company has inadverten
		Insider initiated ce and
		Trading) Disciplinary Action, assurance
		Regulations, imposed 5% was
		2015 Penalty on provided
		Transaction Value that in
		and issued future due
		Warning letter. The care will
		matter was placed be taken
		before Audit while
		committee Meeting undertakin
		held on 14th g any trade
		October,2023 The and shall
		matter was be in
		discussed by the compliance
		Audit committee with
		and in view of the regulatory
		volume of trade matters.
		and clarifications
		received regarding
		the trading being
		inadvertent, the
		mauvertent, the

	committee has
	advised to exercise
	due diligence in
	compliance with all
-	regulatory matters.
	Rs. 8,757 paid to
	the SEBI Investor
	Protection and
	Education Fund.

I. 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	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	The Company has prima facie complied
2	Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	Yes	N.A.
	 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	N.A.
3	Maintenance and disclosures on Website: The listed entity is maintaining a functional website.	Yes	N.A.
	Timely dissemination of the documents/ information under a separate section on the	Yes	N.A.



	 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	Disqualification of Director: None of the Directors of the listed entity are		
	disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	N.A.
5	Details related to subsidiaries of listed entities have been examined w.r.t.:		
	(a) Identification of material subsidiary Companies.	N.A.	As informed by Company, it does not
	(b) Disclosure Requirements of material as well as other subsidiaries.	N.A.	have any material subsidiary Company.
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	N.A.
7	Performance Evaluation:	Faller.	
	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	Related Party Transactions:		
	(a) The listed entity has obtained prior approval of	Yes	N.A.



	Audit Committee for all related party transactions; or		
	(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.	N.A.	N.A.
9	Disclosure of events or information: 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 prescribedthereunder.	No	Provided in separate paragraph in table (a) above
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	N.A.
11	Actions taken by SEBI or Stock Exchange(s). if any: 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. The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column	Yes	N.A.
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	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	Additional Non-compliances, if any: No additional non-compliance observed for any	No	Provided in separate paragraph in
	SEBI regulation/circular/guidance note etc. except as reported above.		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:

 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

> Practicing Company Secretary ACS No.: 46804 / COP No.: 27779

Peer Review Cert. No.: 6493/2025

UDIN: A046804G000500818