GMJ & Associates
Company Secretaries

3rd & 4th Floor, Vaastu Darshan,
'B' Wing, Above Central Bank of India,
Azad Road, Andheri (East),
Mumbai - 400 069.
Tel. No.: 6191 9293
Email : cs@gmj.co.in

SECRETARIAL COMPLIANCE REPORT OF TAINWALA CHEMICALS AND PLASTICS (INDIA) LIMITED FOR THE YEAR ENDED 31ST MARCH, 2022

(Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
TAINWALA CHEMICALS AND PLASTICS (INDIA) LIMITED
"Tainwala House" Road No 18,
Opp. Plot no. 118, MIDC
Marol, Andheri (East),
Mumbai – 400 093

We, **GMJ & Associates, Practicing Company Secretaries** have examined:

(a) all the documents and records made available to us and explanations provided by **TAINWALA CHEMICALS AND PLASTICS (INDIA) LIMITED** ("the **listed entity**") having CIN: L24100MH1985PLC037387,

(b) the filings/submissions made by the listed entity to the stock exchange,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the 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");

[Cont...2]

GMJ & ASSOCIATES * MUMBAI * Company Secretaries

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the company during the review period).**
c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
d) Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018; **(Not applicable to the company during the review period).**
e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the company during the review period).**
f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the review period).**
g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable to the company during the review period);**
h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;

and circulars / guidelines issued thereunder;

and based on the above examination, 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:-

GMJ & ASSOCIATES MUMBAI Company Secretaries

[Cont...3]

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 14 – Non Payment of Annual Listing Fees	Annual Listing fees was not paid for the financial year 2020-2021 and 2021-22 within prescribed time to BSE Limited (i.e. by 30th April, 2021)	The Company had made an application to BSE Limited for voluntary delisting of its shares on 23rd June, 2020 and all requisite formalities were duly completed by the company. However, since there was no correspondence received from BSE Limited in this regard, the Company has paid Annual Listing Fees along with interest thereon as levied by Bombay Stock Exchange Limited on 24th November, 2021.
2.	Regulations 17(1), 19(1) and 20(1) of the SEBI (LODR) Regulations, 2015 with respect to optimum composition of the Board of Directors, constitution of Nomination and Remuneration Committee and constitution of Stakeholder Relationship Committee respectively	As per Regulations 17(1), 19(1) and 20(1) of the SEBI (LODR) Regulations, 2015: 17(1) - board of directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty percent of the board of directors shall comprise of non-executive directors; 19(1) - the Nomination and Remuneration committee shall comprise of at least three Non-executive director; 20(1) - the Stakeholder Relationship Committee shall comprise of at least three directors with one being Independent Director respectively.	Due to resignation of one of the director, the composition of the Board had fallen short by one director which had its effect on the provisions of Regulations 17(1), 19(1) and 20(1) of the SEBI (LODR) Regulations, 2015 pertaining to optimum composition of the Board of Directors, constitution of Nomination and Remuneration and constitution of Stakeholder Relationship Committee respectively for the period from 3rd August, 2021 to 7th August, 2021. The same was subsequently complied with by the Company.

[Cont...4]

GMJ & ASSOCIATES MUMBAI Company Secretaries

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

I The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by 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 of India Limited **(NSE)** and Bombay Stock Exchange Limited **(BSE)**	As per Regulation 17(1) of the SEBI (LODR) Regulations, 2015, Directors shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty per cent. of the board of directors shall comprise of non-executive directors.	National Stock Exchange of India Limited and Bombay Stock Exchange Limited has levied a fine of Rs. 23,600/- against the company (inclusive of GST) against non-compliance of Regulation 17(1) of SEBI (LODR) Regulations, 2015 for the quarter ended 30th September, 2021 (4 days i.e. upto 7th August, 2021).	The Company has paid fines as levied by National Stock Exchange of India Limited and BSE Limited and has placed the same before the Board of Directors at their next meeting.
2.	National Stock Exchange of India Limited **(NSE)** and Bombay Stock Exchange Limited **(BSE)**	As per Regulation 19(1) of the SEBI (LODR) Regulations, 2015, the Nomination and Remuneration committee shall comprise of at least three Non-executive director.	National Stock Exchange of India Limited and Bombay Stock Exchange Limited has levied a fine of Rs. 9,440/- against the company (inclusive of GST) against non-compliance of Regulation 19(1) of SEBI (LODR) Regulations, 2015 for the quarter ended 30th September, 2021 (4 days i.e. upto 7th August, 2021).	The Company has paid fines as levied by National Stock Exchange of India Limited and BSE Limited and has placed the same before the Board of Directors at their next meeting.

[Cont...5]

GMJ & ASSOCIATES MUMBAI Company Secretaries

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
3.	National Stock Exchange of India Limited **(NSE)** and Bombay Stock Exchange Limited **(BSE)**	As per Regulation 20(1) of the SEBI (LODR) Regulations, 2015, the Stakeholder Relationship Committee shall comprise of at least three directors with one being Independent Director.	National Stock Exchange of India Limited and Bombay Stock Exchange Limited has levied a fine of Rs. 9,440/- against the company (inclusive of GST) against non-compliance of Regulation 20(1) of SEBI (LODR) Regulations, 2015 for the quarter ended 30th September, 2021 (4 days i.e. upto 7th September, 2021).	The Company has paid fines as levied by National Stock Exchange of India Limited and BSE Limited and has placed the same before the Board of Directors at their next meeting.

(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 31st March, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not applicable				

For **GMJ & ASSOCIATES**
Company Secretaries

Maheshwari

[CS PRABHAT MAHESHWARI]
PARTNER
M. No. : FCS 2405
COP No.: 1432
UDIN: F002405D000371202

PLACE: MUMBAI
DATE: 23RD MAY, 2022