TAiNWALA

Date: 22nd May, 2025

To,
The Corporate Relations Department
BSE Limited,
1st Floor, New Trading Wing,
P. J. Tower, Dalal Street, Fort,
Mumbai – 400 001

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East),
Mumbai- 400 051

BSE Scrip Code: 507785

NSE SYMBOL: TAINWALCHM

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2025 pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed Annual Secretarial Compliance Report from M/s. GMJ and Associates, Practicing Company Secretaries for the financial year ended 31st March, 2025.

Kindly take the above on your record and oblige.

For Tainwala Chemicals and Plastics (India) Limited

Divya Saboo
Digitally signed by Divya Saboo
Date: 2025.05.22 17:29:32 +05'30'

Divya Saboo
Company Secretary & Compliance Officer
Membership No.: A72994

Encl.: As above

GMJ & Associates
Company Secretaries

3rd & 4th Floor, Vaastu Darshan,
'B' wing, Above Central Bank of India,
Azad Road, Andheri (East),
Mumbai - 400 069.
Tel. : 022 - 6191 9293 / 222 / 200
E-mail: cs@gmj.co.in

SECRETARIAL COMPLIANCE REPORT OF
TAINWALA CHEMICALS AND PLASTICS (INDIA) LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2025
(Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
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 conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **TAINWALA CHEMICALS AND PLASTICS (INDIA) LIMITED** (hereinafter referred as **'the listed entity'**), bearing CIN: L24100MH1985PLC037387 and having its Registered Office at "Tainwala House" Road No 18, Opp. Plot No 118, MIDC, Marol Andheri (East), Mumbai – 400 093. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on 31st March, 2025, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined:

a) all the documents and records made available to us and explanation provided by 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, 2025 ("**Review Period**") in respect of compliance with the provisions of:

i. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and;

ii. 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) 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 (Buyback of Securities) Regulations, 2018; **(Not applicable to the company during the review period);**

e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not applicable to the company during the review period);**

f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the company during the review period);**

g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

i) Securities and Exchange Board of India (Registrar 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:

Sr. No	Compliances Requirement (Regulations/circulars/guidelines including specific clauses)	Regulation /Circular No.	Deviations	Action taken by	Type of Action
1.	Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015	(Prohibition of Insider Trading Regulations, 2015 and the Code of Conduct for Prevention of Insider Trading under the SEBI (Prohibition of Insider Trading) Regulations, 2015	-	The Audit Committee of the Listed Company	Since the transaction was entered into inadvertently and considering the value of transaction, the Audit Committee unanimously decided to issue a Warning Letter to the Immediate Relative.

Details of violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
An Immediate Relative of one of the Designated Person of the company traded in shares of the company during closure of trading window.	-	As per the justification submitted by the Immediate Relative, it was an inadvertent breach of the Code of Conduct with no wrongful intent. Also. neither the immediate relative nor the designated person was in possession of any unpublished price-sensitive information.	The matter was reviewed by the Audit Committee of the company and a Warning Letter was issued to the Immediate Relative.	-

(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	Compliances Requirement (Regulations/circulars/guidelines including specific clauses)	Deviations	Actions Taken
Nil				

Details of violations	Penalty / Fine Imposed, if any	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Nil			

(c) 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)	Observation/ 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:** • 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 has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI.	Yes	-
3	**Maintenance and disclosures on Website:** • 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 specific which redirects to the relevant document(s)/section of the website.	Yes	-
4	**Disqualification of Director:** None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	-

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5	**To examine details related to Subsidiaries of listed entities:** (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.	Not Applicable	-
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 during the financial year as prescribed in SEBI Regulations.	Yes	-
8	**Related Party Transactions:** (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions. (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.	a. Yes b. Yes	The listed entity has obtained prior approval of the Audit Committee for all the RPTs during the period of audit. However, there were few transactions which non-repetitive in nature and hence prior approval could not be availed. Since, the value of the transactions were below Rs.1 Crore,

			the Audit Committee ratified the said transactions in terms of Regulation 23(2)(f) of the SEBI (LODR) Regulations, 2015.
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 prescribed thereunder.	Yes	-
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	-
11	**Actions taken by SEBI or Stock Exchange(s), if any:** No Actions 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.	Yes	No action was taken by SEBI or Stock Exchange(s) during the review period.
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	Not Applicable	-

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	with the provisions of the LODR Regulations by listed entities.		
13	**Additional non-compliances, if any:** No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Not Applicable	-

We further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations **- Not Applicable**

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 certify 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 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.

For GMJ & ASSOCIATES
Company Secretaries



[CS PRABHAT MAHESHWARI]
PARTNER
M. No. : FCS 2405
COP No. : 1432
UDIN : F002405G000398121
PEER REVIEW CERTIFICATE NO.: 6140/2024

PLACE : MUMBAI
DATE : 21ST MAY, 2025