



Empire Mills Complex  
414, Senapati Bapat Marg,  
Lower Parel  
Mumbai 400013, India.  
Tel : +91 22 61646000  
Fax : +91 22 24935893  
Email : tcpl@tcp.l.in  
Website : www.tcp.l.in  
CIN: L22210MH1987PLC044505

12.06.2020

The Bombay Stock Exchange Ltd  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001  
Security Code:-523301

The National Stock Exchange of India Ltd  
Exchange Plaza, Plot No. C/1, G Block  
Bandra Kurla Complex,  
Bandra East, Mumbai 400 051  
Trading Symbol:- TCPLPACK

Dear Sir(s),

**Re:- Compliance under Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for financial year ended 31.03.2020**

Pursuant to Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find the Annual Secretarial Compliance Report of TCPL Packaging Limited for the financial year ended 31.03.2020, issued by CS P Naithani & Associates, Company Secretaries

We request you to take the above on your records.

Thanking You

For **TCPL Packaging Limited**

Compliance Officer



# P. NAITHANI & ASSOCIATES

Company Secretaries

902, B Wing, Venus Tower, Veera Desai Road, Andheri (W), Mumbai - 400 053.

Tel.: 022- 2674 4476 Mobile: +91 98204 00325 | Email: [cs@careerimpact.in](mailto:cs@careerimpact.in)

---

## Secretarial compliance report of *TCPL PACKAGING LIMITED* for the year ended 31<sup>st</sup> March 2020

I, Prasen Naithani, of P.Naithani & Associates, have examined:

- (a) all the documents and records made available to us and explanation provided by TCPL PACKAGING 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 certification, for the year ended 31<sup>st</sup> March, 2020, for the period from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2020 (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) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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:-



S r. N o	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	In accordance with Regulation 17(1)(a) &(b) of SEBI ( Listing Obligations and Disclosure Requirement) Regulations, 2015 the listed entity is required to have an optimum combination of executive, non-executive directors as well as Independent Director with at least one woman director on Board of the Company.	The Company was non-compliant with the requirements pertaining to the combination of executive , Non-executive as well as Independent Director including failure to appoint woman director for the period from 01.07.2019 to 01.08.2019	Mrs. Sonal Agrawals' tenure as independent woman director of the company expired on 31.03.2019 and she being unavailable for re-appointment, there was no woman director on the Board of directors of the company leading to non-compliance of provision of Reg 17(1)(a) for the period from 01.07.2019 to 02.08.2019.Mrs. Deepa Harris was appointed as an independent Non-Executive woman director with effect from 02.08.2019 which resulted in Compliance of Regulation 17 (1)(a) & (b).

- (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 my/our examination of those records.
- (c) 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	Non-compliance with requirement pertaining to Composition of Board including failure respect to appointment of woman under Regulation 17(1) of SEBI( Listing Obligations and Disclosure Requirement) Regulations, 2015	The National Stock Exchange of India Limited vide their letter dated 01st November, 2019 levied a penalty for Rs.1, 88, 000 (including GST) for the said non-compliance.	The listed entity has made the payment of Rs. 1,88,000, towards penalty levied by National Stock Exchange of India Limited
2	Bombay Stock Exchange Limited	Non-compliance with requirement pertaining to Composition of Board including failure respect to appointment of woman under Regulation 17(1) of SEBI( Listing Obligations and Disclosure Requirement) Regulations, 2015	The Bombay Stock Exchange vide their letter dated 31st October, 2019 levied a penalty for Rs.1,88,000 (including GST) for the said non-compliance	The listed entity has made the payment of Rs. 1, 88,000, towards penalty levied by Bombay Stock Exchange Limited.



(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... <i>(The years are to be mentioned)</i>	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

For P. Naithani & Associates  
Company Secretaries



A handwritten signature in blue ink that reads 'Prasen Naithani'.

Place: Mumbai  
Date: 09<sup>th</sup> June, 2020  
UDIN: **F003830B000327551**

Prasen Naithani  
FCS No. 3830  
C.P. No. 3389