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28.05.2021

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 31.03.2021

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 31.03.2021, issued by CS P Naithani & Associates, Company Secretaries

We request you to take the above on your records.

Thanking You

For **TCPL Packaging Limited**

NANAVATI SOHAN
GAMANLAL

Digitally signed by NANAVATI
SOHAN GAMANLAL
Date: 2021.05.28 20:09:58
+05'30'

Compliance Officer



P. NAITHANI & ASSOCIATES

Company Secretaries

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

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Secretarial compliance report of *TCPL PACKAGING LIMITED* for the year ended 31st March 2021

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 31st March, 2021, for the period from 1st April, 2020 to 31st March, 2021 (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;

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
		NIL	

- (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.
		NIL		

- (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 31.03.2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	In accordance with Regulation 17(1) (a) & (b) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 the listed entity was 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	With the appointment of Mrs. Deepa Harris as an Independent Non-Executive woman director with effect from 02.08.2019. The Company became compliant with the provisions of Regulation 17 (1) (a) & (b) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.	NIL

For P. Naithani & Associates
Company Secretaries



Place: Mumbai
Date: 25th May, 2021
UDIN: F003830C000368315

Prasen Naithani
FCS No. 3830
C.P. No. 3389
PR No: 1131/2021