



Secretarial compliance report of Taparia Tools Limited for the year ended 31st March 2022

I SAGAR R. KHANDELWAL have examined:

(a) all the documents and records made available to us and explanation provided by Taparia Tools Ltd. ("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 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");

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 for period under review)

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (Not Applicable for period under review)

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not Applicable for period under review)

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable for period under review)

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable for period under review)

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable for period under review)

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



and circulars/ guidelines issued thereunder;

and based on the above examination, I/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:-

<i>Sr.No</i>	<i>Compliance Requirement (Regulations/ circulars / guidelines including specific clause)</i>	<i>Deviations</i>	<i>Observations/Remarks of the Practicing Company Secretary</i>
1	Regulation 31(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015	75.83% of the shares are in Dematerialised Form compared to 100% as required under the regulation	The entire promoter and promoter group shareholding is not in dematerialized form. The Company Management has represented that there was restriction on transfer of Promoters and Promoters group shareholding by SEBI via its Interim Order No: WTM/PS/09/CFD/May/2015 dated 20 th May 2015 but the said restriction is removed by SAT by order passed on 09.11.2021. The Management has represented that process of conversion of physical shares of the promoters into dematerialization form has been initiated.
2	Rule 19A and Rule 19(2)(b) of Securities Contract (Regulation) Rules 1957	The appeal against the order dated 26 th June 2019 was filed against SEBI Interim Order No. WTM/PS/09/CFD/May/2015 dated 20 th May 2015 which mentioned that the reclassification of Promoters and Promoters Group Shareholding to Public as per Filings of December 2010 quarters are in contravention with the requirement of dilution of Promoters and Promoters group Shareholding and increasing the Public Shareholding to 25% as required under the rules.	SAT in its order dated 09.11.2021 ordered that the SEBI order passed by the WTM dated 26 th June 2019 as well as the interim order dated 20 th May 2015 were unsustainable and hence were quashed. As on the date of issue of this report it was unknown if the SEBI has preferred any appeal against SAT order. Management has represented that considering the Final order from SAT the stand of the company about its compliance with the provisions of Rule 19(2)(b) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 is corroborated and hence they are in compliance with the said provisions.

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

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(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:

<i>Sr. No.</i>	<i>Action taken by</i>	<i>Details of violation</i>	<i>Details of action taken e.g. fines, warning letter, debarment, etc.</i>	<i>Observations/ remarks of the Practicing Company Secretary, if any.</i>
1	SAT	The Securities and Exchange Board of India (SEBI) had passed an order numbered WTM/GM/CFD/17/2019-2020 dated June 26,2019 with reference to categorization of promoters shareholding.	Voting rights and corporate benefits like dividend, rights, bonus shares have been frozen _to the extent specified in para 22(a) of the Interim Order. As required by Para 22(b) of the Interim Order, the Promoters and alleged promoters have been already informed that they should not buy/sale or deal with shares of Taparia Tools Ltd. The promoters and alleged promoters have been advised that they should not accept new directorships of any listed company; as required by para 22(c) of the Interim Order. All directors have been advised that they should not accept new directorships of any listed company, as required by para 22(d) of the Interim Order.	The Management has represented that they filed an Appeal on August 13, 2019, with the Securities Appellate Tribunal (SAT), Mumbai against the Order dated June 26, 2019 received from SEBI. SAT in its order dated 09.11.2021 ordered that the SEBI order passed by the WTM dated 26th June 2019 as well as the interim order dated 20th May 2015 were unsustainable and hence were quashed. Management has represented that considering the Final order from SAT the stand of the company about its compliance with the provisions of Rule 19(2)(b) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 is corroborated and hence they are in compliance with the said provisions.

Signature: SAGAR RAMESH KHANDELWAL
Name: Sagar R. Khandelwal
ACS No.: A25781
C. P. Number: 13778
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Digitally signed by
SAGAR RAMESH
KHANDELWAL
Date: 2022.05.11
11:27:18 +05'30'

Place: Pune
Date: 11/05/2022

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